

FORM NO. MGT 9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2018

[Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management & Administration) Rules, 2014]

I. REGISTRATION & OTHER DETAILS:		
1	CIN	L72100DL1993PLC179154
2	Registration Date	05/05/1993
3	Name of the Company	FCS Software Solutions Ltd.
4	Category/Sub-category of the Company	Limited By Shares Non-Government Company
5	Address of the Registered office & contact details	205,2nd Floor, Agarwal Chamber IV, 27,NearSawarkerBlock,Vikas Marg, Shakerpur, Delhi -110092
6	Whether listed company	Yes
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime (India) Private Limited, 44, Community Centre, 2 nd Floor, Phase-I, PVR Naraina, New Delhi -110028

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

(All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Computer and Related Activities	72	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

SN	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	M/s. F.C.S. Software Middle East FZE P.O. Box 16111, RAS AL KHAIMAH, U.A.E	NA	Wholly owned subsidiary	100	2(87)(ii)
2	FCS Software (Shanghai) Co. Limited Room B43, Floor 3 Building 6, No. 4299, Jindu Road Minhang District, Shanghai, China	NA	Wholly owned subsidiary	100	2(87)(ii)
3	M/s. FCS Software Solutions GmbH GeothestraBe 740237, Dusseldorf	NA	Wholly owned subsidiary	100	2(87)(ii)
4	FCS Software Solutions America Limited 2375 Zanker Road, Suit 250 San Jose, CA-95131	NA	Wholly owned subsidiary	100	2(87)(ii)
5	M/s Insync Business Solutions Limited 205, 2nd Floor, Agarwal Chamber IV, 27, Near Sawarker Block, Vikas Marg, Shakerpur, New Delhi-110092	U72900DL2009PLC196146	Wholly owned subsidiary	100	2(87)(ii)



6	Myzeal IT Solutions Private Limited 9983/84, Agarwal Bhawan, Ram Behari Road, Sarai Rohilla, New Delhi-110005	U72200DL2010PTC199231	Associate Company	50	Section 2(6)
7	EnstaserveServices Limited 205, 2 nd Floor, Agarwal Chamber IV, 27, Veer SawarkerBlock,Vikas Marg, Shakerpur, Delhi -110092	U72200DL1997PLC090518	Associate Company	48.94	Section 2(6)
8	Innova e Services Private Limited 16/10 First Floor New Rohtak Road, Karol Bagh Delhi Central Delhi -110005	U72300DL2006PTC156858	Subsidiary Company	99.31	Section 2(87)(ii)
9	StablesecureInfraservices Private Limited 205, 2 nd Floor, Agarwal Chamber IV, 27, Veer SawarkerBlock,Vikas Marg, Shakerpur, Delhi -110092	U74210DL2010PTC207678	Subsidiary Company	99.92	Section 2(87)(ii)
10	cGain Analytics Private Limited 205, 2 nd Floor, Agarwal Chamber IV, 27, Veer SawarkerBlock,Vikas Marg, Shakerpur, Delhi -110092	U72300DL2008PTC178410	Subsidiary Company	99.56	Section 2(87)(ii)
11	Zero Time Constructions Private Limited 205, 2 nd Floor, Agarwal Chamber IV, 27, Veer SawarkerBlock,Vikas Marg, Shakerpur, Delhi -110092	U45400DL2009PTC188964	Subsidiary Company	99.95	Section 2(87)(ii)

IV. SHARE HOLDING PATTERN

(Equity share capital breakup as percentage of total equity)

(i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 1-April-2017]				No. of Shares held at the end of the year [As on 31-March-2018]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	185962450	0	185962450	10.8751	185962450	0	185962450	10.8751	0.00
b) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
d) Bodies Corp.	150000000	0	150000000	9.0386	150000000	0	150000000	8.7742	-0.2644
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	0.00
f) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (A) (1)	335962450	0	335962450	20.2442	335962450	0	335962450	19.6521	-0.5921

c)Employee Trusts	0	0	0	0	0	0	0	0	0
d)Overseas Depository	0	0	0	0	0	0	0	0	0
e) Others (specify)									
Trusts	4000	0	4000	0.0002	14500	0	14500	0.0008	0.0006
Hindu Undivided Family	14218528	0	14218528	0.8317	14812062	0	14812062	0.8664	0.0347
NRI (Repat)	14660391	0	14660391	0.8576	14764872	0	14764872	0.8637	0.0061
NRI (Non Repat)	2626360	0	2626360	0.1228	2626360	0	2626360	0.1228	0
Clearing Members	5849809	0	5849809	0.3422	5830061	0	5830061	0.3410	-0.0012
Bodies Corporate	528390604	0	528390604	30.9081	519682396	0	519682396	30.3897	-0.5184
Sub-total (B)(2):-	1373022350	499477	1373022350	80.3147	1365030369	499477	1365030369	80.00	-0.3147
Total Public (B)	1373022350	499477	1373022350	80.3147	1373590650	499477	1373590650	80.3479	0.0332
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	1709553100	499477	1709553100	100.00	1709553100	499477	1709553100	100.00	

(ii) Shareholding of Promoter

SN	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Dalip Kumar	185916060	10.8751	0	185916060	10.8751	0	0.00
2	Neelam Sharma	46390	0.0028	0	46390	0.0027	0	-0.0001
3	Enstaserv Eservices Ltd.	150000000	9.0386	0	150000000	8.7742	0	-0.2644

(iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1.	Dalip Kumar	At the beginning of the year					
		01/04/2017					
	Changes during the year		NO CHANGE				
	At the end of the year	31/03/2018					

(iv) Shareholding Pattern of top ten Shareholders

(Other than Directors, Promoters and Holders of GDRs and ADRs):

SN	Name of Shareholders	Shareholding at the beginning of the year 01.04.2017		Cumulative Shareholding during the year 31.03.2018	
		No. of shares	% of total shares	No. of shares	% of total shares
1.	Prahlad Estates And Properties Private Limited	260000000	15.2087	260000000	15.2087
2.	SLG Softech Private Limited	220000000	12.869	220000000	12.8689
3.	Anahita Khanna	35500000	2.0766	35500000	2.0766
4.	Pankaj Khanna	23000000	1.3454	24000000	1.4039
5.	Divya Khanna	12500000	0.7312	12500000	0.7312
6.	Riddhi Khanna	3260225	0.1907	5367849	0.314
7.	Sanjay R Makwana	4857220	0.2841	4911525	0.2873
8.	Raju P	4137535	0.2420	4137535	0.2420
9.	Sandeep Talwar	0	0	4002712	0.2341
10.	Anand	3761242	0.22	3761242	0.22

(v) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Date	Reason	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares	No. of shares	% of total shares
1	Dalip Kumar						
	At the beginning of the year	01/04/2016		185916060	11.20208	185916	10.8751

					060	
	Changes during the year					
	At the end of the year	31/03/2017		185916060	11.20208	185 916 060

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount
		Dalip Kumar	Govinda Sahu*	
	Name	Chairman & Managing Director	Whole-time director	(Rs/Lac)
	Designation			
1	Gross salary	-	13,80,000	13,80,000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	-	-	-
2	Stock Option	-	-	-
3	Sweat Equity	-	-	-
4	Commission	-	-	-
	- as % of profit	-	-	-
	- others, specify	-	-	-
5	Others, please specify	-	-	-
	Total (A)	-	13,80,000	13,80,000
	Ceiling as per the Act			

B. Remuneration to other Directors

SN.	Particulars of Remuneration	Name of Directors			Total Amount
					(Rs/Lac)
1	Independent Directors	Shayam Sunder Sharma	Shiv Nandan Sharma	Shweta Shastri	
	Fee for attending board & committee meetings	1,40,000	1,80,000	20,000	3,40,000
	Commission	0	0	0	-
	Others, please specify	0	0	0	-
	Total (1)	1,40,000	1,80,000	20,000	3,40,000

2	Other Non-Executive Directors				
	Fee for attending board & committee meetings	-			-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)		-	-	3,40,000
	Total Managerial Remuneration	-	-	-	3,40,000
	Overall Ceiling as per the Act				

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD

SN.	Particulars of Remuneration	Name of Key Managerial Personnel		Total Amount (Rs/Lac)
		Anil Kumar Sharma	Harsha Sharma	
	Name			
1	Designation	CFO	CS	
	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	18,47,200	7,80,000	26,27,200
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission	0	0	0
	- as % of profit	0	0	0
	- others, specify	0	0	0
5	Others, please specify	0	0	0
	Total	18,47,200	7,80,000	26,27,200

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

There were no penalties or punishments levied on the company during the year. Also, there was no necessity for the company to compound any offences.