

**FCS/SEC/2016**

**January 25, 2016**

Bombay Stock Exchange Ltd.  
Phiroze Jeejeebhoy Towers  
Dalal Street,  
Mumbai: 400 001

National Stock Exchange of India Ltd  
Exchange Plaza, Plot No. C/1,G Block,  
Bandra Kurla Complex, Bandra (E),  
Mumbai: 400 051

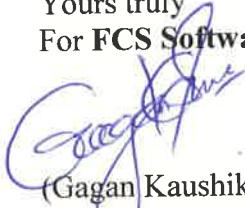
**Sub.:** Reconciliation of Share Capital Audit and Certification regarding transfer of shares for quarter ended December 31, 2015

Dear Sir/ Madam

With reference to the above subject matter, please find enclosed herewith, the Reconciliation of Share Capital Audit Report for the quarter ended December 31, 2015 duly signed by Ms. Manju Pathak Khulbe, Whole Time Practicing Company Secretary.

Thanking you,

Yours truly  
For **FCS Software Solutions Limited**



(Gagan Kaushik)  
**Company Secretary**



**Encl.:** As above.

**C.C.:**

1. CDSL
2. NSDL



## Manju Pathak Khulbe

Associate Company Secretary

Tel.: +91-11-2274 3489, M: +91-96503 96243, Fax: +91-11-2271 1940

E-mail: [dcgprofessionals@gmail.com](mailto:dcgprofessionals@gmail.com), [dcggroup.in@gmail.com](mailto:dcggroup.in@gmail.com)

### RECONCILIATION OF SHARE CAPITAL AUDIT REPORT

We have examined the relevant Books and records of FCS SOFTWARE SOLUTIONS LIMITED (hereinafter referred to as "the Company,") maintained by LINK INTIME INDIA PVT. LTD., New Delhi, their duly appointed Registrars and Share Transfer Agents (hereinafter referred to as "the RTA"), produced before us for the purpose of issuing this Certificate under SEBI circular No. D&CC/FITTC/CIR-16/2002 dated December 31<sup>st</sup>, 2002. Based on the aforesaid records and the information and explanation furnished to us by the Company and the RTA, which to the best of our knowledge and belief were necessary for the purpose of certification, we hereby report as under :-

- |                           |  |
|---------------------------|--|
| 1. For Quarter Ended      | 31 <sup>st</sup> December, 2015  |
| 2. ISIN                   | INE512B01022 for fully paid up<br>Equity Shares of Re.1/- each.<br><br>IN9512B01020 for partly paid up<br>Equity Shares of Re. 0.5/- each. |
| 3. Face Value             | Re.1/- per Equity Share  |
| 4. Name of the Company    | FCS Software Solutions Limited   |
| 5. Registered Office      | 205, 2 <sup>nd</sup> Floor, Agarwal Chambers<br>IV,27, Veer Sawarkar Block, Vikas Marg,<br>Shakarpur, Delhi-110092                         |
| 6. Correspondence Address | FCS House, Plot No. 83, Noida<br>Special Economic Zone, Noida Dadri<br>Road, Phase- II, Gautam Budh Nagar,<br>Noida-201305 U.P. (India)    |
| 7. Telephone & Fax No.    | Tel: 0120-4635900<br>Fax: 0120-4635941   |
| 8. E-mail Address         | <a href="mailto:investors@fcsltd.com">investors@fcsltd.com</a>   |

**Regd. Office:** 24, AIIMS Apartments, MayurKunj, MayurVihar Phase I Extn., Delhi 110 096  
**Corp. Office:** 202, DLF Galleria, Mayur Place District Center, MayurVihar Phase I Extn., Delhi 110 091



9. Name of the Stock Exchanges Where the Company's securities are listed	National Stock Exchange Bombay Stock Exchange	
	<u>Number of Equity Shares</u>	<u>% of Total Issued Capital</u>
10. Issued Capital	1659554400	100%
11. Listed Capital (Exchange – wise)		
NSE	1659553100*	99.99%
BSE	1659553100*	99.99%

\*Company forfeited 1300 shares vide their Board Meeting dated October 29, 2009 and same was approved by the NSDL Vide circular dated March 2, 2010.

\*CDSL also confirmed the forfeiture of 1300 Equity shares vide letter dated 08.02.2010 under Ref. No. CDSL/OPS/SS/2009-10/6963

	<u>Number of Equity Shares</u>	<u>% of Total Issued Capital</u>
12. Shares held in Dematerialized form in CDSL	444430529	26.78%
13. Shares held in Dematerialized form in NSDL	1214625458**	73.19%
14. Shares held in Physical Form	497113	00.02%
15. Total No. of Shares (12+13+14)	1659553400	99.99%

\*\*Includes 300 partly paid-up equity shares.

16. Reasons for differences if any, between

(10 & 11)	Yes- 1300 Shares*
(10 & 15)	Yes- 1000 Shares***
(11 & 15)	Yes- 300 Shares***

\*\*\*Company forfeited 1300 shares vide their Board Meeting dated October 29, 2009 and same was approved by the NSDL Vide circular dated March 2, 2010.

\*\*\*However 300 shares are still pending in NSDL as per NSDL's email on Tuesday, April 20, 2010 11:07 AM by Shailesh Bhansali to FCS Software, it has been updated that 300 no. of shares belong to a client who has "Invalid client status", DPID IN300484 and client ID 10562746 is in "Suspended for debit status".

17. Details of changes in share capital during the quarter under consideration as per Table Below:



S. No.	Particulars	No. of shares	Listed on Stock Exchanges	Admitted by NSDL	Admitted by CDSL
	Increase				
1.	Rights Issue	-	-	-	-
2.	Bonus Issue	-	-	-	-
3.	Preferential Issue	-	-	-	-
4.	Initial Public Offer	-	-	-	-
5.	Re-issue of Forfeited Shares	-	-	-	-
6.	Employee Stock Option Exercised	-	-	-	-
7.	Amalgamation/Scheme of Arrangement	-	-	-	-
8.	Conversion of Loans/ Debentures	-	-	-	-
	<b>TOTAL (A)</b>	-	-	-	-
	Decrease				
S. No.	Particulars	No. of shares	Delisted on Stock Exchanges	Extinguished by NSDL	Extinguished by CDSL
10.	Buy Back	-	-	-	-
11.	Capital Reduction	-	-	-	-
12.	Forfeiture	-	-	-	-
13.	Amalgamation/Scheme of Arrangement	-	-	-	-
14.	Arrangement Any other (to specify)	-	-	-	-
	<b>TOTAL (B)</b>	-	-	-	-
	<b>Net Increase (A-B)</b>	-	-	-	-

18. Register of Members is updated

YES

19. Reference to previous quarter with regard to excess dematerialized shares, if any N.A.

20. Has the Company resolved the matter mentioned in point no. 19 above in the current Quarter? If not, reason why? N.A.

21. Mention the total no. of requests, if any, confirmed after 21 days and the total no. of requests pending beyond 21 days with the reason for delay:

	No. of requests	No. of shares	Reasons for delay
Confirmed after 21 days	NIL		N.A. N.A.
Pending for more than 21 days	NIL		N.A. N.A.



22. Compliance Officer of the Company:

Name Mr. Gagan Kaushik  
Telephone No. 0120- 4635900  
Fax No. 0120- 4635941

23. Name, Address, Tel No. and Regn. No. of certifying Company Secretary:

Name Ms. Manju Pathak Khulbe, Practicing Company Secretary  
Address 24, AIIMS Apartments, Mayur Kunj,  
Mayur Vihar Phase I Extn.  
Delhi 110 096  
Telephone No. 011- 22743489  
Fax No. 011 -2274 1940

24. Appointment of Common Agency for share registry work

Link Intime India Pvt. Ltd.  
A/40, (2<sup>nd</sup> Floor), Naraina Industrial Area,  
Phase – II, New Delhi – 110028

25. Any other detail that the CS may like to provide (e.g. BIFR company, Delisting from Stock Exchange, Company changed its name etc.) **NIL**



**Manju Pathak Khulbe**  
**Practicing Company Secretary**  
**CP No. 8191**

**Place: Delhi**  
**Date: January 21, 2016**

