

The efficiency catalyst



**22nd ANNUAL
R E P O R T
2014-2015**



BOARD OF DIRECTORS

Mr. Dalip Kumar

Chairman & Managing Director

Mr. Shayam Sunder Sharma

Non Executive Independent Director

Mr. Shiv Nandan Sharma

Non Executive Independent Director

Mr. Govinda Sahu

Whole Time Director

Mr. Rohit Pratap Singh

Executive Director

Mr. Shweta Shastri

Non Executive Independent Director

CHIEF FINANCIAL OFFICER

Mr. Anil Sharma

COMPANY SECRETARY & COMPLIANCE OFFICER

Mr. Gagan Kaushik

Auditors

M/S. SPMG & Company
Chartered Accountants
New Delhi - 110022

Registered Office

205, 2nd Floor, Agrawal Chamber IV,
27, Veer Sawarkar Block, Vikas Marg,
Shakarapur, Delhi – 110 092

Corporate office

Plot No. 83, NSEZ,
Noida Dadri Road, Phase –II,
Noida -201 305 [U.P.]
website : www.fcsltd.com

CIN No:

L72100DL1993PLC179154

Bankers

Canara Bank
Bank of America
HDFC Bank
Wells Fargo Bank
Deutsche Bank

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Development Centers

- (i) FCS House Plot No. 83,
NSEZ, Noida Dadri Road, Phase-II, Noida,
Gautam Budha Nagar, (UP) 201305
- (ii) Plot-J-7, Rajiv Gandhi Technology Park,
Chandigarh – 160 10
- (iii) FCS House, A-86, Sector – 57
Noida – 201 301[U.P.]
- (iv) I.T. Park, Plot. No. 24, Sahastradhara Road,
Dehradun -248 001
- (v) Plot No. 1A, Sector-73, Noida-201301

Subsidiaries

- (I) M/s.FCS Software Solutions GmbH
Goethestraße740237,Düsseldorf
- (ii) M/s. F.C.S. Software Solutions Middle East FZE
P.O. Box 16111, RAS AI KHAIMAH, U.A.E.
- (iii) M/s. FCS Software (Shanghai) Co. Limited
Room B43, Floor 3 Building 6, No. 4299
Jindu Road, Minhang District, Shanghai, China
- (iv) M/s. FCS Software Solutions America Limited
2375 Zanker Road, Suit 250 San Jose, CA-95131

Legal Advisors

- (1) O. P. Sharma & Co.
83, Lawyer Chamber,
Supreme Court of India
New Delhi –110 001
- (2) Mahendra & Associates
249, District Court,
Gautam Budha Nagar -201 305, (UP)

Chairman's Communique

My Dear fellow Stakeholders,

I welcome all of you to the 22nd Annual General Meeting of the company. Your company has been in business now for two decades and servicing its clients in IT/ITES space. We continue to work with same zeal as when we started. With strong and reliable strength in service and track record, we will continue to do our best to grow our revenues and gross margins. The technology space continuously shifts and with this shift, new opportunities always show up. We assure everyone that we will continue to stay abreast of all new developments and as and when circumstances are favorable, we will be able to capitalize the same. Unfortunately, market conditions all across the globe are volatile and we are facing meltdown of many markets. With high inflation, the costs continue to grow whereas the poor economic conditions make it difficult to pass the costs to the clients who are themselves facing difficult times. In times like this, one needs to have ability to sustain and that is what we have. We believe that we will be able to go through these tough times and then as the markets improve, we will be able to utilize our strengths to build further on scale and margins.

As we pointed out last year, one of the key factors in last few years is that as markets mature, bigger companies get an advantage over smaller companies due to their better branding. This is one aspect that we consider as our weakness and we have started building a plan to address this weakness. In today's world, one needs to be strong in social media. We are going to build a strong social media presence to address our all stakeholders – employees, customers, shareholders, and professionals. We are evaluating mobile applications, digital workforce, and many other new initiatives and will leverage our existing strengths whenever we find a feasible opportunity.

I take this opportunity to thank all of you for your continued support both in good times and bad times. I assure that everyone in the company will work extra hard to continue to earn the trust that we have built over all these years.

I would like to cordially invite to all the shareholders of the Company to attend the 22nd Annual General Meeting of the Company (AGM) on 24th day of September, 2015 at 9:00 A.M. at The Executive Club, 439, Village, Sahoopur, Fatehpur Beri, and New Delhi-110074.

Sd/-

Dalip Kumar

Chairman & Managing Director

Date : August 28, 2015

NOTICE

NOTICE is hereby given that the 22nd Annual General Meeting of the Members of FCS SOFTWARE SOLUTIONS LIMITED will be held at 9:00 A.M. on Thursday, 24th day of September, 2015 at The Executive Club, 439, Village Sahoorpur, Fatehpur Beri, New Delhi- 110 074 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Audited Statement of Profit and Loss for the year ended as on that date together with the reports of the Directors and Auditors thereon.
2. To consider re-appointment of Mr. Rohit Pratap Singh (DIN-03564084), Executive Director of the Company, who retires by rotation in terms of section 152(6) of the Companies Act, 2013 at the ensuing Annual General Meeting and, being eligible, offer himself for re-appointment as Non-Executive Director of the Company.
3. To ratify the appointment of Auditors of the company, who were appointed at 21st Annual General Meeting to hold office from the conclusion of that Annual General Meeting till the conclusion of 24th Annual General Meeting of the Company and to authorize the Board of Directors to fix their remuneration and in this regard pass with or without modification(s) the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 139, 142 of the Companies Act, 2013 read with Rule 6 of the Companies (Audit and Auditors) Rules 2014, and other applicable provisions of the Companies Act, 2013, the appointment of M/s SPMG & Co., (Firm Registration No. 509249C), Chartered Accountants, who were appointed at the 21st Annual General Meeting to hold office from the conclusion of that Annual General Meeting till the conclusion of 24th Annual General Meeting of the Company, be and is hereby ratified, and that they shall be paid a remuneration to be decided by the Board of Directors in consultation with the Auditors plus applicable service tax and re-imbursment of travelling and out of pocket expenses incurred by them for the purpose of audit.”

SPECIAL BUSINESS:

1. To consider and if, thought fit to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:-

“**RESOLVED THAT** pursuant to Sections 196, 197, 203 and all other applicable provisions of the Companies Act, 2013, read with Schedule V to the said Act, and subject to other approvals as are necessary, Mr. Dalip Kumar (DIN- 00103292) be and is hereby re-appointed as Managing Director of the Company for a period of five years from 01.04.2015 to 31.03.2020 on the remuneration and other terms and conditions, as recommended by the Nomination and Remuneration Committee as set out in the explanatory statement annexed.

RESOLVED FURTHER THAT Mr. Gagan Kaushik, Company Secretary of the Company, be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

By order of the Board of Directors
For **FCS Software Solutions Limited**

Sd/-
Gagan Kaushik
Company Secretary

Place: Noida
Date : August 28, 2015

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of the business under Item No. 1 of the Notice is annexed hereto.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company. The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than forty-eight hours before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable.
3. Pursuant to Section 105 of Companies Act, 2013 and rules made thereunder, a person shall not act as a proxy for more than 50 members and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. However, a member holding more than ten percent of the total share capital of the company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person.
4. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
5. The Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip and submit duly field attendance slip at the Registration Counter at the AGM.
7. The Register of Members and Shares Transfer Books of the Company will remain closed from September 14, 2015 to September 19, 2015 (both days inclusive) for the purpose of Annual General Meeting.
8. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories.
9. Pursuant to the provisions of Section 108 of the Companies Act, 2013, Rule 20 of Companies (Management and Administration) Rules, 2014, substituted by (Companies Management and Administration)Amendment Rules, 2015 and clause 35B of listing agreement the Company has provided a facility to the members to exercise their vote electronically through the electronic voting service facility arranged by Central Depository Services Limited (CDSL).The facility for voting, through ballot paper will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are prescribed below :

The instructions for shareholders voting electronically are as under:

- i) The voting period begins on 21st September, 2015 (9:00 am) and ends on 23rd September,

2015 (5:00 pm). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 18th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- iii) Click on Shareholders.
- iv) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- v) Next enter the Image Verification as displayed and Click on Login.
- vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> • Members who have not updated their PAN with the Company/ Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> • Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- viii) After entering these details appropriately, click on "SUBMIT" tab.
- ix) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

- xi) Click on the EVSN for the relevant business of FCS Software Solutions Limited on which you choose to vote.
- xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xviii) Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com.

General

- (A) Any person, who acquires shares of the Company and become Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. 18th September, 2015 may follow the same instructions as mentioned above for e-Voting.
- (B) Ms. Manju Pathak, Practicing Company Secretary (Membership No. ACS 8191), Delhi, has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

(C) The voting rights of the shareholders shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date of 18th September, 2015.

By order of the Board of Directors
For **FCS Software Solutions Limited**

Sd/-

Gagan Kaushik
Company Secretary

Place: Noida
Date : August 28, 2015

DETAILS OF DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT AS PER CLAUSE 49 OF LISTING AGREEMENT WITH THE STOCK EXCHANGE:

Name of Directors	Mr. Rohit Pratap Singh	Mr. Dalip Kumar
Date of Birth	21st May, 1972	21st December 1961
Nationality	INDIAN	INDIAN
Date of Appointment on the Board	N.A	N.A
Qualification	MBA from L. N. Mishra Institute of Economic, Development and Social Changes, Patna.	M.S. (Computer Engineering) from Rutgers University, New Jersey, USA, and B.S. (Electronics Engineering) From Punjab Engineering College, Chandigarh
List of Directorship in the Other Companies	NIL	<ol style="list-style-type: none"> 1. Enstaserv eServices Ltd. 2. Stablesecure Infraserivces Pvt. Ltd. 3. cGain Analytics Pvt. Ltd. 4. Capable Building Solutions Pvt. Ltd. 5. Insync Business Solutions Ltd. 6. Premier Capital Services Ltd.
Achievements	He has 15 years of experience in ITES/Research/Investment Banking Industry. He has led research team in reputed research firms and also worked as Practice Head-Investment Banking in a Boutique Investment Bank. He has completed his MBA from L. N. Mishra Institute of Economic, Development and Social Changes, Patna and Executive Program in Applied Finance from IIM, Kolkata.	He is having more than 25 years of global industry experience and has worked on large projects in implementing paper less offices, office automation and workflow management for clients in government, banking, infrastructure and private sector. He has been working on Web based projects and ERP centric projects for many years. His special expertise area now is to build e-business and implement e-services. He has managed various projects starting form microprocessors to mainframes in terms of technology and man management.

Explanatory Statement

(Pursuant to section 102 of the Companies Act, 2013)

As required by Section 102 of the Companies Act, 2013 (Act), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 1 of the accompanying Notice:

Item No. 1

Mr. Dalip Kumar, (DIN-00103292) Managing Director of the Company is re-appointed for a term of 5 years from 01.04.2015 to 31.03.2020. The material provisions of the agreement to be entered into with Mr. Dalip Kumar are as under:-

1. Salary: upto 1,00,000/- per month
2. Commission: upto 3% of the net profits calculated in the manner laid down under sections 197 of the Companies Act, 2013

CATEGORY (A)

I. Housing:

- In case of furnished accommodation provided by the Company, such expenditure not exceeding 60% of the salary.
- In case no accommodation is provided by the Company, he shall be entitled to House Rent Allowance subject to the ceiling laid under the provisions of Income Tax Act, 1961.
- In case accommodation is owned by the Company, a deduction of 10% of the salary of the Managing Director shall be made by the Company.
- The expenditure incurred by the Company on gas, electricity, water & furnishing shall be valued as per the Income Tax Rules, 1962 which shall, however, be subject to a ceiling of 10% of the salary.

II. Medical Reimbursement:

Medical Reimbursement of the expenses incurred by Mr. Dalip Kumar for self and his family subject to a ceiling of one month's salary in a year or 5 months' salary over a period of 5 years.

III. Leave Travel Concession:

Leave Travel Concession for him and his family once in a year in accordance with the rules of the Company.

IV. Club Fees :

Fees of the clubs subject to a maximum of two clubs. This will not include admission and life membership fees.

V. Personal Accident Insurance:

Personal Accident Insurance of an amount not exceeding 10,000/- (Rupees Ten Thousand only)

CATEGORY (B)

Contribution to the Provident Fund, Superannuation Fund or Annuity Fund as per the rules of the Company to the extent these, either singly or put together, are not taxable under Income Tax Act, 1961.

CATEGORY (C)

The Company shall provide a car with a driver and two telephones and a fax at his residence. Personal long distance calls and use of car for private purpose shall be billed by the Company to him. All official calls made by him from his Cell Phone will also be reimbursed by the Company.

TERMINATION

The appointment of the Managing Director shall be terminable by either party giving to the other, six calendar months' notice in writing.

In the event of termination of the appointment of Managing Director by the Company, he shall be entitled to receive compensation in accordance with the provisions of Section 202 of the Companies Act, 2013.

CEILING ON REMUNERATION:

The aggregate remuneration shall not exceed the limits provided in Sections 197 read with Schedule V of the Companies Act, 2013.

The shareholders' approval may be sought for authorization to increase, vary or amend the remuneration including salary, perquisites and benefits, minimum remuneration and other terms of appointment of the Managing Director from time to time, as deemed expedient or necessary during the tenure of his appointment.

By order of the Board of Directors
For **FCS Software Solutions Limited**

Sd/-
Gagan Kaushik
Company Secretary

Place: Noida
Date : August 28, 2015

Years at a Glance :

(` in Lacs)

For the year	2015	2014
Revenue from operations	7,655.55	13,340.55
Operating profit (EBITDA)	(124.43)	(1375.89)
Other Income	632.80	479.82
Profit before tax (PBT)	(4,424.22)	(5,750.44)
Profit after tax (PAT)	(4,496.28)	(5,768.11)
EPS (par value of Rs. 1 each)		
Basic	(0.27)	(0.44)
Diluted	(0.25)	(0.35)
Dividend	0	0
At the end of the year		
Fixed assets – net	25,596.96	30,419.89
Net current assets	10,160.14	9,038.04
Total assets	51,127.67	55,113.52
Debt	603.36	878.02
Equity (Shareholder's fund)	49321.67	53,197.74
Net worth	45,512.10	48,597.13

CEO / CFO Certificate under Clause 49 (V)

To,
The Board of Directors
FCS Software Solutions Limited

We, **Dalip Kumar**, Chairman & Managing Director and **Anil Kumar Sharma**, Chief Financial Officer of FCS Software Solutions Limited, to the best of our knowledge and belief, certify that –

1. We have reviewed financial statements and the cash flow statement of FCS Software Solutions Limited for the year ended 31st March, 2015 and to the best of our knowledge and belief:
 - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the year 2014-15, which are fraudulent, illegal or violation of the Company's Code of Conduct.
3. We accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. We have not come across any reportable deficiencies in the design or operation of such internal controls.
4. We have indicated wherever applicable, to the Auditors and the Audit Committee:
 - (i) significant changes, if any, in internal control over financial reporting during this year;
 - (ii) significant changes, if any, in accounting policies during this year 2014-15, and that the same have been disclosed in the notes to the financial statement; and
 - (iii) instances of significant fraud of which we are involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

On behalf of the Board of Directors
For **FCS Software Solutions Limited**

	Sd/-	Sd/-
	Dalip Kumar	Anil Kumar Sharma
	Chairman & Managing Director	Chief Financial Officer
Date : August 28, 2015	Place: California USA	Place:Noida

Certificate on Compliance with Code of Conduct :

I, Dalip Kumar, Chairman and Managing Director of the Company, hereby confirm that the Company has obtained from all the members of the Board and Management Personnel, affirmation that they have complied with the Code of Business Conduct and Ethics for Directors/Management Personnel for the financial year 2014-15.

Sd/-
Dalip Kumar
Chairman & Managing Director
Place: California USA

Date : August 28, 2015

Directors' Report

(for the Year 2014-2015)

Dear Shareholders,

We are pleased to present Your Company's Twenty Second Report on business and operations, together with the Audited Statement of Accounts, for the year ended March 31, 2015.

Financial Highlights

(` in Lacs)

	Year ended March 31st	
	2015	2014
Revenue from operation	7,655.55	13,340.55
Operating profit (EBITDA)	(124.43)	(1,375.89)
Misc. Income	632.80	479.82
Depreciation and Amortization Exp.	4,848.16	4,765.76
Interest	84.21	88.38
Profit/(Loss) before extra ordinary items	(4,424.00)	(5,750.21)
Profit before tax (PBT)	(4,424.22)	(5,750.44)
Tax Expenses	72.05	17.67
Profit after tax (PAT)	(4,496.28)	(5,768.11)

The Board of Directors has made conscious efforts for drawing the financial statements on the basis of sound, accepted and conservative accounting principles to comply with the Accounting Standards Specified under Section 133 of Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013. The revenues generated have to provide for prior period adjustments and provisions also but at the same time it ensure true and fair financial statements of the Company.

Overview

For the financial year ended March 31, 2015, the Company reported a total income of Rs. 8,288.35 lakhs.

Changes in the Capital Structure

The Company has allotted 14 Crores Convertible Preferential Warrants to promoter and non promoter category on preferential basis during the period under review.

Material changes and Commitments

There has been no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which the balance sheet relates and the date of this report.

Transfer to Reserves

No amount is being transferred to reserves.

Dividend

In view of requirement of funds for the expansion of Company's business, your directors did not recommend any dividend for the financial year 2014-15.

Director and Key Managerial Personnel (KMP)

In accordance with the provision of the Companies Act, 2013 and the Article of Association of the Company, Mr. Dalip Kumar, Chairman and Managing Director of the Company, (DIN- 00103292) is proposed to be re-appointed as Managing Director of the Company for a period of Five years from 01.04.2015 to 31.03.2020

on the remuneration and other terms and conditions, as recommended by the Nomination and Remuneration Committee and Board of Directors of the Company.

Mr. Rohit Pratap Singh (DIN-03564084), Executive Director of the Company, who retires by rotation in terms of section 152(6) of the Companies Act, 2013 at the ensuing Annual General Meeting and, being eligible, offer himself for re-appointment as Non-executive Director of the Company.

The Companies Act, 2013 Rules made thereunder and Listing Agreement with the Stock Exchange (Including Amendment) provide for appointment of Women Director for prescribed Companies. In compliance with these provisions, the Company on the recommendation of Nomination and Remuneration Committee ("NRC"), appointed Ms. Shweta Shatsri as a Women Director on September 24, 2014.

Number of Meetings of the Board of Directors

The Board met six time during the financial year, the details of which are given in the Corporate Governance Report that form part of this Annual Report. The intervening gap between any two meetings was within the period prescribed by the Companies Act, 2013.

Board Evaluation

The Companies Act, 2013 state that a formal annual evaluation need to be made by the Board of its own performance and that of its Committee and individual directors. Clause 49 of Listing Agreement mandates that the Board shall monitor and review the Board evaluation framework.

The evaluation of all the directors and the Board as whole was conducted based on the criteria and framework adopted by the Board. The evaluation process has been explained in the Corporate Governance Report.

None of Independent Directors are due for re-appointment.

Company's Policy on Directors' Appointment and Remuneration

During the year, the Nomination and Remuneration Committee (NRC), a Committee of the Board, was further revised in accordance with requirements of newly enacted Companies Act, 2013 and revised Clause 49 of the listing agreement with stock exchanges. Primary responsibility of the Committee is to identify and nominate suitable candidates for Board membership and as members of senior Management of the company. The Nomination and Remuneration Committee formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the board a policy, relating to the remuneration of Directors, Key Managerial Personnel and other employees of the Company. The policy of the Company for selection of Directors is provided as Annexure C to this Director Report.

Declaration By Independent Directors

The Company has received declarations from all the independent Director that they meet the criteria of independence as laid down under section 149(6) of the Companies Act, 2013 and clause 49 of the Listing Agreement with the Stock Exchanges.

Conservation of energy, research and development, technology absorption, foreign exchange earnings and outgo

The particulars as prescribed under section 134(3)(m) of the Companies Act, 2013, read with Rule 8 of the Companies (Accounts) Rules, 2014, are set out in the "Annexure E" to this Board Report.

Subsidiaries

FCS has four Wholly Owned Subsidiary Companies outside India, viz. FCS Software Solutions America Limited, incorporated in America and F.C.S Software Middle East FZE in UAE, FCS Software Solutions GmbH, in Germany and FCS Software (Shanghai) Co. Ltd. in China to cater to the needs of its clients in America, UAE, Germany and China so that they have better legal security, faster services and comfort in dealing with the Company. FCS has one Wholly Owned Subsidiary Company in India i.e. Insync Business Solutions Limited.

The Board of Directors of our Company have reviewed the affairs of all the subsidiary companies. A statement of holding company's interest in subsidiaries as required under Section 129 of the Companies Act, 2013, forms part of this annual report.

A Statement containing salient features of the financial statement of subsidiaries is provided in Form No AOC-1 as “Annexure A” to this Board Report.

Particulars of Contract or Arrangement with Related Party

Details of Contract or Arrangement with Related Party of the Company in the prescribed Form AOC-2, is provided as “Annexure B” to Director’s Report.

Particulars of Loan, Guarantees or Investments

Details of Loan, Guarantees and Investment covered under the provisions of section 186 of Companies Act, 2013 are provided in the notes to the Financial Statement.

Particulars of employees

During the year ended March 31, 2015, no employee is drawing remuneration in excess of the amount prescribed under section 197(12) of the Companies Act, 2013, read with Rule 5 Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Directors’ responsibility statement

To the Members,

We, the directors of FCS Software Solutions Limited, pursuant to the provisions of section 134(3)(c) of the Companies Act, 2013, confirm the following:

1. that in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
2. that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
3. that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
4. that the directors had prepared the annual accounts on a going concern basis.
5. that the Board of Director had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and were operating effectively.
6. That the Board of Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

Ensuring Compliance of laws

The company has devised and set in place proper systems to ensure compliance of all laws applicable to the company.

Transfer to Investor Education and Protection fund

Pursuant to Sections 125 and other applicable provisions, if any, of the Companies Act, 2013, all unclaimed/unpaid dividend, application money, remaining unclaimed/unpaid for a period of seven years from the date they became due for payment, in relation to the Company, have been transferred to the Investor Education and Protection Fund (IEPF) established by the Central Government. No claim shall lie against the IEPF or the Company for the amounts so transferred nor shall any payment be made in respect of such claim.

Board Committee

The Company has the following committee of the Board:

1. Audit Committee
2. Nomination and Remuneration Committee
3. Stakeholders Relationship Committee
4. Corporate Social Responsibility Committee

Composition of audit committee

Details of Audit Committee of Board of Directors of the Company forms part of the Annual Report and is given separately in Report of Corporate Governance.

Management Discussion and Analysis

A Management Discussion and Analysis Report has been attached and forms part of the Annual Report.

Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future

During the year, no significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future.

Vigil Mechanism/Whistle Blower Policy

The Company has established a whistle-blower policy and also established a mechanism for Directors and employees to report their concerns. The detail of the same is explained in the Corporate Governance Report.

Corporate Governance

FCS is endeavouring to implement every norm, which is promulgated by legislation, or any of the statutory bodies. In line with that, a report on Corporate Governance, along with a certificate from the Statutory Auditors, has been included in the Annual Report, detailing the compliances of corporate governance norms as enumerated in Clause 49 of the Listing Agreements with the Stock Exchanges.

Public Deposits

The Company has not accepted any public deposits during the year under Section 73 of the Companies Act, 2013, read with Companies (Acceptance of Deposits) Rules, 2014, and as such, no amount on account of principal or interest was outstanding as on the date of Balance Sheet.

Corporate Social Responsibility (CSR)

Your Company's approach is to spend on activities for the welfare of society under CSR, CSR is a mean to balance economic, social and environmental objectives, it is a responsible way of doing business.

In terms of provisions of section 135 of the Companies Act, 2013 & Rule 9 of Companies (Corporate Social Responsibility) Rule, 2014 and other clarification issued by Ministry of Corporate Affairs, however the Company does not qualified the norms specified as required under section 135 of Companies Act, 2013 to contribute towards CSR.

Secretarial Auditor

As per the Companies Act 2013, Secretarial Audit by a practising Company Secretary has become mandatory for prescribed Companies, and they are required to annex the Secretarial Audit report with their Board Report in the Annual Report.

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Board appointed, Manju Pathak Khulbe, Practising Company Secretaries to undertake the Secretarial Audit of the Company. Secretarial Audit Report in the prescribed Form MR 3 is provided as "Annexure D" to this Directors' Report.

The Secretarial Auditors' Report does not contain any qualification, reservation or adverse remark.

Consolidated Financial Statements

The Consolidated Financial Statements of the Company prepared in accordance with applicable Accounting Standards forms a part of this Annual Report.

Auditors

The statutory auditors M/s. SPMG & Company, Chartered Accountants, Delhi, retire at the ensuing Annual General Meeting, and being eligible, offers himself for reappointment. Your directors recommend their reappointment as auditors.

Extract of Annual Return

Extract of Annual Return of the Company in the prescribed Form MGT-9, is provided as “Annexure F” to Directors’ Report.

Listing Fees

The Company Confirms that it has paid the annual listing fees for the year 2015-16 to both Bombay Stock Exchange Limited and National Stock Exchange of India Limited.

Acknowledgements

The Directors thank the Company’s employees, customers, vendors, investors, service providers, bankers for their continued support. The Directors also convey a special thanks to the Government of India, particularly Ministry of Communication and Information Technology, the Customs and Excise departments, the Income Tax department, Ministry of Corporate Affairs, Office of Registrar of Companies, New Delhi, Board of approval and Development Commissioner of Special Economic Zones, particularly of Noida and Chandigarh for their co-operation.

For and on behalf of the Board of Directors
For FCS Software Solutions Limited

Place : Noida
Date : August 28, 2015

Sd/-
Dalip Kumar
Chairman & Managing Director

Annexure “A”

Form AOC-I

Statement containing salient features of the financial statement of Subsidiaries/ Associate Companies/Joint Ventures

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part “A”: Subsidiaries

1	Names of subsidiaries	INSYNC BUSINESS SOLUTIONS LTD.	FCS Software Solutions America Ltd	F.C.S Software Middle East FZE	FCS Software Solutions GmbH	FCS Software (Shanghai) Co., Ltd.
2	Reporting period for the subsidiary concerned	1st April,2014 to 31st March, 2015	1st April,2014 to 31st March, 2015	1st April,2014 to 31st March, 2015	1st April,2014 to 31st March, 2015	1st April,2014 to 31st March, 2015
3	Reporting currency	INR	USD	AED	EURO	YUAN
4	Share capital	50,000 Shares of Rs. 10 each	7,01,000 shares of US\$ 1 each	2,706 Shares of AED 100,000 each	25,000 Shares € 1 each	123,210.36
5	Reserves & surplus	18,246,343	(796,433)	2,888,055	(11,645)	(97,307.72)
6	Total assets	53,431,092	291,779	197,508,185	15962.10	2,161,301.04
7	Total Liabilities	53,431,092	291,779	61,328	15962.10	2,161,301.04
8	Investments	-	-	-	-	
9	Turnover	75,947,295	2,322,791	-	-	2,647,864.10
10	Profit before taxation	7,806,097	(19,039)	(36,372,343)	(6206.44)	(97,307.72)

11	Provision for taxation	2,603,777	-	-	-	(97,307.72)
12	Profit after taxation	5,202,320	(19,039)	(36,372,343)	(6206.44)	0
13	Proposed Dividend	-	-	-	-	-
14	% of shareholding	100	100	100	100	100

For and on behalf of the Board of Directors
For FCS Software Solutions Limited

Place : California USA
Date : August 28, 2015

Sd/-
Dalip Kumar
Chairman & Managing Director

Annexure "B"

Form AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangement or transactions entered by the Company during FY 2014-15 which were not at arm's length basis-

2. Details of material contracts or arrangement or transactions at arm's length basis:

- (a) Name(s) of the related party and nature of relationship: N.A
- (b) Nature of contracts/arrangements/transactions: N.A
- (c) Duration of the contracts / arrangements/transactions: N.A
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: N.A
- (e) Date(s) of approval by the Board, if any: N.A
- (f) Amount paid as advances, if any: N.A

For and on behalf of the Board of Directors
For FCS Software Solutions Limited

Place : California USA
Date: August 28, 2015

Sd/-
Dalip Kumar
Chairman & Managing Director

POLICY FOR SELECTION OF DIRECTOR

A. Objective

The objective of this Policy is to promote an optimal structure of the Board of Directors of FCS Software Solutions Ltd. “(the Company)” to encompass varied expertise, diversity and independence.

B. Responsibility for Selection

The Board has established a Nomination and Remuneration Committee “(the Committee)” to assist in fulfilling its responsibilities relating to the size and composition of the Board. The Committee is responsible for evaluating suitable candidates, for making appropriate recommendations to the Board and to determine the independence of Directors, in case of their appointment as Independent Directors of the Company.

C. Procedure for Nomination, Selection and Appointment of Directors

1. Board Initiation

The Board shall continuously assess its current and requisite strengths and enumerate the desired composition of the Board in line with the Company's strategic priorities. The Board shall interact with the Committee whenever there is a need for induction of new Director/s and shall highlight the attributes of the desirable candidate.

2. Selection Procedure

The Committee shall follow the process as outlined below for short listing suitable candidates for appointment as new Directors on the Board:

- a. The Chairman of the Committee, in consultation with its members, shall prepare the candidate profile.
- b. The Board members may suggest some potential candidates. The Chairman of the Committee may seek external professional advice for developing a list of potential candidates for Directorship.
- c. Profiles of the shortlisted potential candidates shall then be examined by the Committee. The Committee, while evaluating the potential candidates, shall consider a variety of personal attributes, including experience, intellect, foresight, judgment and transparency, and match these with the requirements set out by the Board. While screening the potential candidates, the Committee shall necessarily consider the following:
 - (i) Qualifications, skills and experience
 - (ii) Potential contribution of the candidate to the Board /Company
 - (iii) Time commitment that the candidate can provide
 - (iv) Independence of the candidate in case he/she is being appointed as an Independent Director.
- d. After review and interviews, the Committee shall recommend a candidate/s to the Board for its approval
- e. The Board shall discuss the Committee's proposal and either approve the same or request it to find some more candidates.
- f. Before final appointment, the final shortlisted candidates may also be requested to come for a meeting with the Board members.

- g. The proposed candidate shall also be required to fulfill the requirements as may be prescribed under the Act, Listing Agreement and other relevant laws.

D. Term /Tenure of a Director

1. Managing Director/Whole-Time Director

The Board shall appoint any person as a Managing Director and CEO or Whole-Time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of the term.

2. Independent Director

An Independent Director shall hold office for a term upto five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director. Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly

E. Policy Review

This Policy is purely at the discretion of the Nomination and Remuneration Committee and it reserves its right to recommend modifications in this Policy to the Board, as per applicable laws and regulations, at any time without assigning any reason whatsoever.

Sd/-

Dalip Kumar

Chairman & Managing Director

Sd/-

Shiv Nandan Sharma

Chairman

Nomination and Remuneration Committee

Manju Pathak Khulbe

Practising Company Secretary

24, AIIMS APPARTMENTS, MAYUR KUNJ, MAYUR PHASE-IEXTN., DELHI-96

Tel.: +91-11-2274 3489, +91-98716 25847, +91-96503 96243

E-mail:[dcgprofessionals @ gmail.com](mailto:dcgprofessionals@gmail.com), manju.pathak@rediffmail.com

Annexure “D”

SECRETARIAL AUDIT REPORT FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2015

*[Pursuant to section 204(1) of the Companies Act, 2013 and RuleNo.9 of the Companies
(Appointment and Remuneration Personnel)Rules, 2014]*

To,

The Members,

FCS Software Solutions Limited,

(CIN: L72100DL1993PLC179154)

205,2nd Floor, Agrawal Chamber IV,

27, Near Sawarker Block, Vikas Marg,

Shakerpur, Delhi-110092.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by FCS Software Solutions Limited (hereinafter called the

Company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts / statutory compliances and expressing my opinion thereon.

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and adhered to good corporate practices and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 1956 and Companies Act, 2013 (the Acts) and the rules made there under, as applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999/Securities and Exchange of India (Share Based Employee Benefits) Regulations 2014 (effective 28th October, 2014)- **Not Applicable as the Company has not granted any options to its employees during the financial year under review;**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008-**Not Applicable, as the Company has not issued any debt securities during the financial year under review;**
 - (f) The Securities and Exchange Board of India (Registrars to an issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client-**Not Applicable, as the Company is not registered as Registrar to an Issue and Share Transfer Agent during the financial year under review;**
 - (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009-**Not Applicable, as the Company has not delisted its equity shares from any stock exchange during the financial year under review;** and

- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998-
Not Applicable, as the Company has not bought back any of its securities during the financial year under review;

I further report that, having regard to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof, on test-check basis, the Company has complied with the following laws applicable specifically to the Company:

1. The Special Economic Zones Act, 2005 and the rules made thereunder
2. Policy related to Software Technological Parks of India and its regulations
3. Information Technology Act, 2000 and the rules made thereunder
4. The Trade Marks Act, 1999
5. NORISK AKKREDITERING MSY007 (ISO Certification-ISO/IEC 27001:2005)

I further report that, based on the information provided by the Company, its officers and authorized representatives during the conduct of the audit and also on the review of certificates and reports by respective department heads and other designated professionals, taken on record by the Board of Directors of the Company, in my opinion, adequate systems, processes and control mechanism exist in the Company to monitor and ensure compliance with the applicable general laws.

I further report that, the compliance by the Company of applicable financial laws, like direct and indirect tax laws, has not been reviewed in this audit since the same has been subject to review by statutory financial audit and other designated professionals.

I have also examined compliances with the applicable clauses of the Listing Agreements entered into by the Company with the Stock Exchanges in India and verification of compliances related to Secretarial Standards issued by The Institute of Company Secretaries of India not required as they were not applicable during the year under audit.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.

Based on information received and records maintained, I further report that:

1. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Companies Act, 2013.
2. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
3. All decisions at Board Meetings and Committee Meetings are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors or Committee of the Board, as the case may be.
4. The Company has adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that, during the audit period, except the preferential allotment of 14 Crores convertible warrants at a price of Re. 1/- each per warrant to M/s Prahalad Estates and Properties

Private Limited and M/s SLG Softech Private Limited, non-promoters and Mr. Dalip Kumar belonging to promoter category, there are no other major events/actions have been undertaken by the Company.

Place : New Delhi
Date : 26.08.2015

Sd/-
(Manju Pathak Khulbe)
Practising Company Secretary
M. No. 22770
C P No.: 8191

This report is to be read with my letter of even date which is annexed as Annexure a and forms an integral part of this report.

'Annexure a'

To,
The Members,
FCS Software Solutions Limited,
205,2nd Floor, Agrawal Chamber IV,
27, Near Sawarker Block, Vikas Marg,
Shakerpur, Delhi-110092.

My report of even date is to be read with along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. My responsibility is to express an opinion on these secretarial audit reports based on the audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for my opinion.
3. I have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company. It is subject to internal audit and statutory audit by auditors of the Company.
4. Where ever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. My examination was limited to the verification of procedure on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

Place : New Delhi
Date : 26.08.2015

Sd/-
(Manju Pathak Khulbe)
Practising Company Secretary
M. No. 22770
C P No.: 8191

ANNEXURE “E”

Conservation of Energy, Research and Development, Technology Absorption and Foreign Exchange Earning and Outgo

Particulars pursuant to Companies (Disclosure of particulars in the report of the Board of Directors) Rules, 1988.

Conservation of energy

We continue to strengthen our energy conservation efforts. We are always in lookout for energy efficient measures for operation, and value conservation of energy through usage of latest technologies for quality of services. Although the equipments used by the Company being in the business of software development and education are not energy sensitive by their very nature, still the Company is making best possible efforts for conservation of energy by putting in place a well defined policy, which assures that the Computers and all other equipments purchased by the Company strictly adhere to environmental standards, and they make optimum utilization of energy.

The Company has also put in place, the continuous process of identifying and replacing in a phased manner, the machinery like Computers, Air Conditioners and UPS etc., which are low in efficiency.

Research and Development (R&D)

The Company believes that in order to improve the quality and standards of services, the Company should have a progressive Research and Development Process, which should keep on increasing along with the scale of operations of the Company. Sticking to its policy, the Company has allocated more than 20% time of its senior professionals exclusively for R&D in order to improve the quality of services, increase profitability, enhance the FCS brand and gain a reputation as an innovative business.

Technology absorption, adaptation and innovation

In this era of competition, in order to maintain and increase the clients and customers, we need to provide best quality services to our clients and customers at minimum cost, which is not possible without innovation, and adapting to the latest technology available in the market for providing the services. The senior management of your Company is focussed on the ongoing process of technology up gradation, and reinvention of business model of your Company, as and when required.

Foreign Exchange Earning and Outgo

Activities relating to exports, initiatives taken to increase exports, development of new export markets for products and services, and export plans.

During the year around 75% of revenues were derived from exports. The foreign exchange earned comprising of FOB value of exports, services was Rs. 6,088.51 lakhs whereas total foreign exchange used (comprising of CIF value of imports and other outgoings) was Rs. 4,201.75 lakhs.

Foreign exchange earned and used

	2014-15	2013-14
Earnings	6,088.51	11,521.94
Outflows	3,163.96	10,653.11
Net foreign exchange earnings	2,924.55	868.83

FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2015
Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (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
5	Address of the Registered office & contact details	205, 2nd Floor, Agarwal Chamber IV, 27, Near Sawarker Block, 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, 2nd 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

S. No.	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	-	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	-	Wholly owned subsidiary	100	2(87)(ii)
3	M/s. FCS Software Solutions GmbH Geothestra Be 740237, Dusseldorf	-	Wholly owned subsidiary	100	2(87)(ii)
4	FCS Software Solutions America Limited 2375 Zanker Road, Suit 250 San Jose, CA-95131	-	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	U72900DL2009 PLC196146	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	U72200DL2010 PTC199231	Associate Company	50	Section 2(6)

S. No.	Name and address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
7	Readystate Infraservices Private Limited 811, GH-5 & 7, Paschim Vihar, New Delhi-110087	U74210DL2010 PTC207664	Associate Company	38	Section 2(6)
8	Enstaserv eServices Limited 205, 2nd Floor, Agarwal Chamber IV, 27, Veer Sawarker Block, Vikas Marg, Shakerpur, Delhi -110092	U72200DL1997 PLC090518	Promoter Group	19.86	Section 2(6)

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 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				%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	11.21	185962450	0	185962450	11.21	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.	0	150000000	150000000	9.04	150000000	0	150000000	9.04	0.00
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)	185962450	150000000	335962450	20.24	335962450	0	335962450	20.24	0.00
(2) Foreign									
a) NRI Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Any other	0	0	0	0.00	0	0	0	0.00	0.00
Sub Total (A) (2)	0	0	0	0.00	0	0	0	0.00	0.00
TOTAL (A)	185962450	150000000	335962450	20.24	335962450	0	335962450	20.24	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks / FI	5000	0	5000	0.00	5000	0	5000	0.00	0.00
c) Central Govt	568300	0	568300	0.03	568300	0	568300	0.03	0.00
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIs	0	0	0	0.00	0	0	0	0.00	0.00

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2014]				No. of Shares held at the end of the year[As on 31-March-2015]				%Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	0.00
Sub-total (B)(1):-	573300	0	573300	0.03	573300	0	573300	0.03	0.00
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	256275073	250000000	496275073	29.90	497782364	0	497782364	29.99	0.00
ii) Overseas	0	0	0	0.00	0	0	0	0.00	0.00
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	540486770	137958	540624728	32.58	521734682	143756	521878438	31.45	0.00
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	257115632	320000	257435632	15.51	276309110	320000	276629110	16.67	0.00
c) Others (specify)									
Non Resident Indians	16459475	0	16459475	0.99	18083244	0	18083244	1.09	0.00
Overseas Corporate Bodies	0	0	0	0.00	0	0	0	0.00	0.00
Foreign Nationals	0	0	0	0.00	0	0	0	0.00	0.00
Clearing Members	12066152	0	12066152	0.73	8487904	0	8487904	0.51	0.00
Trusts	1000	0	1000	0.00	1000	0	1000	0.00	0.00
Directors/Relatives	134630	20960	155590	0.00	134630	20960	155590	0.01	0.00
Sub-total (B)(2):-	1072538732	250478918	1323017650	79.72	1322532934	484716	1323017650	79.72	0.00
Total Public (B)	1073112032	250478918	1323590950	79.76	1323106234	484716	1323590950	79.76	0.00
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)	1259074482	400478918	1659553400	100.00	1659068684	484716	1659553400	100.00	0.00

(ii) Shareholding of Promoter

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding 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	185790060	11.20	0	185790060	11.20	0	0.00
2	Janak Sharma	126000	0.01	0	126000	0.01	0	0.00
3	Neelam Sharma	46390	0.00	0	46390	0.00	0	0.00
4	Enstaserv eServices Ltd.	150000000	9.04	0	150000000	9.04	0	0.00

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

S. No.	Particulars			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		Date	Reason	No. of shares	% of total shares	No. of shares	% of total shares
1	At the beginning of the year			0	0.00	0	0.00
	Changes during the year			0	0.00	0	0.00
				0	0.00	0	0.00
				0	0.00	0	0.00
	At the end of the year			0	0.00	0	0.00

(iv) Shareholding Pattern of top ten Shareholders

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

S. No.	Name of Shareholders			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		Date	Reason	No. of shares	% of total shares	No. of shares	% of total shares
1	Prahlad Estates and Properties Private Limited						
	At the beginning of the year	01/04/2014	-	250000000	15.0643	250000000	15.0643
	Changes during the year		-	-	-	-	-
	At the end of the year	31/03/2015	-	250000000	15.0643	250000000	15.0643
2	SLG Softech Private Limited						
	At the beginning of the year	01/04/2014	-	180000000	10.8463	180000000	10.8463
	Changes during the year		-	-	-	-	-
	At the end of the year	31/03/2015	-	180000000	10.8463	180000000	10.8463
3	Pankaj Khanna						
	At the beginning of the year	01/04/2014	-	28499996	1.7173	28499996	1.7173
	Changes during the year	11/04/2014	Purchase	988504		29488500	1.7769
		25/04/2014	Purchase	511500		30000000	1.8077
		27/03/2015	Purchase	1000000		31000000	1.8680
At the end of the year	31/03/2015	-	31000000		31000000	1.8680	
4	Divya Khanna						
	At the beginning of the year	01/04/2014	-	7000000	0.4218	7000000	0.4218
	Changes during the year	09/01/2015	Purchase	2000000		9000000	0.5423
		23/01/2015	Purchase	720903		9720903	0.5858
		30/01/2015	Purchase	1779097		11500000	0.6930
		27/02/2015	Purchase	1000000		12500000	0.7532
At the end of the year	31/03/2015	-	12500000	0.7532	12500000	0.7532	
5	Bonanza Portfolio Limited						
	At the beginning of the year	01/04/2014		5475938	0.3300	5475938	0.3300
	Changes during the year	04/04/2014	Purchase	850		5476788	0.3300
		11/04/2014	Sale	3200		5473588	0.3298
		18/04/2014	Purchase	4300		5477888	0.3301
25/04/2014		Sale	4700		5473188	0.3298	

S. No.	Name of Shareholders	Shareholding at the beginning of the year			Cumulative Shareholding during the year		
		Date	Reason	No. of shares	% of total shares	No. of shares	% of total shares
		02/05/2014	Purchase	12000		5485188	0.3305
		09/05/2014	Purchase	900		5486088	0.3306
		16/05/2014	Purchase	3600		5489688	0.3308
		23/05/2014	Sale	37400		5452288	0.3285
		30/05/2014	Purchase	17441		5469729	0.3296
		13/06/2014	Purchase	22601		5492330	0.3310
		20/06/2014	Purchase	18550		5510880	0.3321
		30/06/2014	Sale	11711		5499169	0.3314
		04/07/2014	Sale	200		5498969	0.3314
		11/07/2014	Sale	18250		5480719	0.3303
		18/07/2014	Purchase	2299		5483018	0.3304
		25/07/2014	Sale	17900		5465118	0.3293
		01/08/2014	Sale	4000		5461118	0.3291
		08/08/2014	Sale	1700		5459418	0.3290
		15/08/2014	Purchase	3000		5462418	0.3291
		22/08/2014	Sale	1100		5461318	0.3291
		29/08/2014	Sale	3551		5457767	0.3289
		05/09/2014	Sale	7100		5450667	0.3284
		12/09/2014	Sale	9052		5441615	0.3279
		19/09/2014	Sale	6000		5435615	0.3275
		30/09/2014	Sale	4800		5430815	0.3272
		10/10/2014	Purchase	3000		5433815	0.3274
		17/10/2014	Sale	6000		5427815	0.3271
		24/10/2014	Sale	2700		5425115	0.3269
		31/10/2014	Sale	202750		5222365	0.3147
		07/11/2014	Purchase	400		5222765	0.3147
		14/11/2014	Sale	1200		5221565	0.3146
		21/11/2014	Purchase	10500		5232065	0.3153
		28/11/2014	Sale	700		5231365	0.3152
		05/12/2014	Purchase	14000		5245365	0.3161
		19/12/2014	Sale	9000		5236365	0.3155
		02/01/2015	Sale	100		5236265	0.3155
		09/01/2015	Sale	5800		5230465	0.3152
		16/01/2015	Purchase	8600		5239065	0.3157
		23/01/2015	Sale	10050		5229015	0.3151
		06/02/2015	Sale	25380		5203635	0.3136
		13/02/2015	Sale	2000		5201635	0.3134
		20/02/2015	Sale	200		5201435	0.3134
		27/02/2015	Purchase	117599		5319034	0.3205

S. No.	Name of Shareholders	Shareholding at the beginning of the year			Cumulative Shareholding during the year		
		Date	Reason	No. of shares	% of total shares	No. of shares	% of total shares
		06/03/2015	Sale	10696		5308338	0.3199
		13/03/2015	Purchase	60000		5368338	0.3235
		20/03/2015	Purchase	3362		5371700	0.3237
		27/03/2015	Sale	6212		5365488	0.3233
		31/03/2015	Sale	1200		5364288	0.3232
	At the end of the year	31/03/2015		5364288	0.3232	5364288	0.3232
6	Karvy Stock Broking Limited						
	At the beginning of the year	01/04/2014	-	5618757	0.3386	5618757	0.3386
	Changes during the year	04/04/2014	Purchase	1168	5619925	0.3386	
		11/04/2014	Purchase	5224		5625149	0.3390
		18/04/2014	Sale	5115		5620034	0.3386
		25/04/2014	Purchase	2153		5622187	0.3388
		02/05/2014	Purchase	5256		5627443	0.3391
		09/05/2014	Purchase	8055		5635498	0.3396
		16/05/2014	Sale	54407		5581091	0.3363
		23/05/2014	Sale	49228		5531863	0.3333
		30/05/2014	Purchase	4842		5536705	0.3336
		06/06/2014	Sale	16915		5519790	0.3326
		13/06/2014	Purchase	25930		5545720	0.3342
		20/06/2014	Purchase	6160		5551880	0.3345
		30/06/2014	Purchase	13282		5565162	0.3353
		04/07/2014	Sale	45538		5519624	0.3326
		11/07/2014	Sale	9086		5510538	0.3320
		18/07/2014	Sale	259		5510279	0.3320
		25/07/2014	Sale	108081		5402198	0.3255
		01/08/2014	Sale	189991		5212207	0.3141
		08/08/2014	Purchase	23678		5235885	0.3155
		15/08/2014	Sale	43000		5192885	0.3129
		22/08/2014	Purchase	42999		5235884	0.3155
		29/08/2014	Sale	6730		5229154	0.3129
		05/09/2014	Purchase	69754		5298908	0.3193
		12/09/2014	Sale	8868		5290040	0.3188
		19/09/2014	Purchase	29345		5260695	0.3170
		30/09/2014	Purchase	1362		5262057	0.3171
		03/10/2014	Purchase	5965		5268022	0.3174
		10/10/2014	Sale	53491		5214531	0.3142
		17/10/2014	Sale	21381		5193150	0.3129
		24/10/2014	Sale	1010		5192140	0.3129
		31/10/2014	Sale	7714		5184426	0.3124

S. No.	Name of Shareholders			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		Date	Reason	No. of shares	% of total shares	No. of shares	% of total shares
		07/11/2014	Sale	1900		5182526	0.3123
		14/11/2014	Purchase	5900		5188426	0.3126
		21/11/2014	Sale	4754		5183972	0.3124
		28/11/2014	Sale	7904		5175768	0.3119
		05/12/2014	Sale	100		5175668	0.3119
		12/12/2014	Sale	9179		5166489	0.3113
		19/12/2014	Purchase	3423		5169912	0.3115
		31/12/2014	Purchase	32522		5202434	0.3135
		02/01/2015	Sale	4983		5197451	0.3132
		09/01/2015	Purchase	1900		5199351	0.3133
		16/01/2015	Purchase	23019		5222370	0.3147
		23/01/2015	Sale	16957		5205413	0.3137
		30/01/2015	Sale	4200		5201213	0.3134
		06/02/2015	Sale	300		5200913	0.3134
		13/02/2015	Sale	86974		5113939	0.3082
		20/02/2015	Sale	493		5113446	0.3081
		21/02/2015	Sale	13430		5100016	0.3073
		06/03/2015	Sale	7060		5092956	0.3069
		13/03/2015	Sale	155		5092801	0.3069
		20/03/2015	Sale	6216		5086585	0.3065
		27/03/2015	Sale	6470		5080115	0.3061
		31/03/2015	Sale	372891		4707224	0.2836
	At the end of the year	06/03/2015	-	4707224	0.2836	4707224	0.2836
7	Master Commodity Services Limited						
	At the beginning of the year	01/04/2014	-	85901	0.0052	85901	0.0052
	Changes during the year	18/04/2014	Sale	1000		84901	0.0051
		13/06/2014	Sale	1000		83901	0.0051
		05/12/2014	Sale	10000		73901	0.0045
		31/12/2014	Purchase	3902712		3975613	0.2396
	At the end of the year	31/03/2015	-	3975613	0.2396	3975613	0.2396
9	Anand						
	At the beginning of the year	01/04/2014	-	5089641	0.3067	5089641	0.3067
	Changes during the year	27/03/2015	Sale	1125000		3964641	0.2389
	At the end of the year	31/03/2015	-	3964641	0.2389	3964641	0.2389
8	Raju P						
	At the beginning of the year	01/04/2014	-	3777596	0.2276	3777596	0.2276
	Changes during the year	16/01/2015	Purchase	110000		3887593	0.2343
	At the end of the year	31/03/2015	-	3887596	0.2343	3887593	0.2343

S. No.	Name of Shareholders			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		Date	Reason	No. of shares	% of total shares	No. of shares	% of total shares
10	Shri Parasram Holdings Pvt. Limited						
	At the beginning of the year	01/04/2014		3234253	0.1949	3234253	0.1949
	Changes during the year	04/04/2014	Sale	6200		3228053	0.1945
		11/04/2014	Sale	6900		3221153	0.1941
		18/04/2014	Sale	3500		3217653	0.1939
		25/04/2014	Purchase	13200		3230853	0.1947
		02/05/2014	Purchase	10000		3240853	0.1953
		09/05/2014	Sale	17150		3223703	0.1943
		16/05/2014	Purchase	7350		3231053	0.1947
		23/05/2014	Purchase	10000		3241053	0.1953
		30/05/2014	Purchase	14080		3255133	0.1961
		06/06/2014	Purchase	210391		3465524	0.2088
		13/06/2014	Sale	101390		3364134	0.2027
		20/06/2014	Purchase	15999		3380133	0.2037
		30/06/2014	Sale	82459		3297674	0.1987
		04/07/2014	Purchase	84400		3382074	0.2038
		11/07/2014	Purchase	73400		3455474	0.2082
		25/07/2014	Sale	4500		3450974	0.2079
		01/08/2014	Purchase	12500		3463474	0.2087
		08/08/2014	Purchase	19800		3483274	0.2099
		15/08/2014	Sale	90000		3393274	0.2045
		22/08/2014	Purchase	18300		3411574	0.2056
		29/08/2014	Purchase	24000		3435574	0.2070
		05/09/2014	Purchase	2500		3438074	0.2072
		12/09/2014	Purchase	98740		3536814	0.2131
		19/09/2014	Purchase	24860		3561674	0.2146
		30/09/2014	Purchase	287598		3849272	0.2319
		03/10/2014	Sale	1000		3848272	0.2319
		10/10/2014	Sale	8500		3839772	0.2314
		17/10/2014	Purchase	5415		3845187	0.2317
		24/10/2014	Purchase	3500		3848687	0.2319
		31/10/2014	Purchase	33000		3881687	0.2339
		07/11/2014	Sale	4800		3876887	0.2336
		14/11/2014	Purchase	67999		3944886	0.2377
		21/11/2014	Sale	13650		3931236	0.2369
		28/11/2014	Sale	500		3930736	0.2369
		05/12/2014	Sale	106700		3824036	0.2304
		12/12/2014	Purchase	44502		3868538	0.2331
		19/12/2014	Sale	9200		3859338	0.2326

S. No.	Name of Shareholders			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		Date	Reason	No. of shares	% of total shares	No. of shares	% of total shares
		31/12/2014	Sale	32400		3826938	0.2306
		02/01/2015	Purchase	2000		3828938	0.2307
		09/01/2015	Purchase	8800		3837738	0.2313
		16/01/2015	Purchase	3998		3841736	0.2315
		23/01/2015	Sale	46800		3794936	0.2287
		30/01/2015	Sale	2700		3792236	0.2285
		06/02/2015	Sale	12000		3780236	0.2278
		13/02/2015	Purchase	4000		3784236	0.2280
		20/02/2015	Sale	1998		3782238	0.2279
		27/02/2015	Sale	5200		3777038	0.2276
		06/03/2015	Purchase	2200		3779238	0.2277
		13/03/2015	Purchase	1500		3780738	0.2278
		20/03/2015	Sale	1500		3779238	0.2277
		27/03/2015	Purchase	2840		3782078	0.2279
		31/03/2015	Purchase	50		3782128	0.2279
	At the end of the year	31/03/2015		3782128		3782128	0.2279

(v) Shareholding of Directors and Key Managerial Personnel:

S. No.	Shareholding of each Directors and each Key Managerial Personnel			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		Date	Reason	No. of shares	% of total shares	No. of shares	% of total shares
1	Dalip Kumar						
	At the beginning of the year	01/04/2014		185790060	11.20		0.00
	Changes during the year	-		0	0.00		0.00
	At the end of the year	31/03/2015		185790060	11.20	185790060	11.20

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

S No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (Rs/Lac)
		Dalip Kumar	Govinda Sahu	
	Name	Managing Director	Whole-time Director	
	Designation			
1	Gross salary			
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	0	23,37,000	23,37,000
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	-
(c)	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	-
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission			
	- as % of profit	0	0	0
	- others, specify	0	0	0

S No.	Particulars of Remuneration	Name of MD/WTD/ Manager		Total Amount (Rs/Lac)
		Dalip Kumar	Govinda Sahu	
	Designation	Managing Director	Whole-time Director	
5	Others, please specify	0	0	0
	Total (A)	-	23,37,000	23,37,000
	Ceiling as per the Act			

B. Remuneration to other Directors

S No.	Particulars of Remuneration	Name of Directors			Total Amount (Rs/Lac)
		Shayam Sunder Sharma	Shiv Nandan Sharma	Shweta Shatsri	
1	Independent Directors				
	Fee for attending board & committee meetings	60,000	60,000	30,000	1,50,000
	Commission	0	0	0	-
	Others, please specify	0	0	0	-
	Total (1)	60,000	60,000	30,000	1,50,000
2	Other Non-Executive Directors				
	Fee for attending board & committee meetings	-	-	-	-
	Commission	-	-	-	-
	Others, please specify	-	-	-	-
	Total (2)	-	-	-	-
	Total (B)=(1+2)	-	-	-	1,50,000
	Total Managerial Remuneration	-	-	-	1,50,000
	Overall Ceiling as per the Act				

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

S No.	Particulars of Remuneration	Name of Key Managerial Personnel			Total Amount (Rs/Lac)
		Rohit Pratap Singh	Anil Kumar Sharma	Gagan Kaushik CS	
	Designation	Director	CFO		
1	Gross salary				
(a)	Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	13,40,254	11,47,200	6,97,200	3,184,654
(b)	Value of perquisites u/s 17(2) Income-tax Act, 1961	0	0	0	0
(c)	Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0	0	0	0
2	Stock Option	0	0	0	0
3	Sweat Equity	0	0	0	0
4	Commission	0	0	0	0
	- as % of profit	0	0	0	0
	- others, specify	0	0	0	0
5	Others, please specify	0	0	0	0
	Total	13,40,254	11,47,200	6,97,200	31,84,654

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.

MANAGEMENT DISCUSSION AND ANALYSIS

Management Discussion and Analysis of the financial condition and results of operations include forward-looking statements based on certain assumptions and expectations of future events. The Company cannot assure that these assumptions and expectations are accurate. Although the Management has considered future risks as part of the discussions, future uncertainties are not limited to Management perceptions. We encourage our shareholders to read the information presented here in conjunction with additional information that we have furnished in the financial statements. FCS Software Solutions Limited (“FCS”), we develop and value critical business solutions that help organizations achieve optimal performance.

A. Industry Structure and Developments

The year 2014-15 has witnessed key policy reforms for the Indian economy, aimed at aiding growth revival and overcoming the structural constraints in the economy. We are a software Company and its various clients. Along with its subsidiaries, FCS provides IT services like e-learning, digital content services, IT consultancy and product engineering services. The industry structure in the IT sector has four major Categories. These are-

- **IT consulting services**
- **IT enabled services**
- **Infra management**
- **Education**

IT Consulting Services

Enterprises are increasingly outsourcing their technology and IT services requirements to global IT services providers who can deliver high quality service on a global scale and at competitive costs. FCS provides consulting services to various companies & corporations. Our Company provides information to in the area of technology consulting services, including software engineering, application development, network administration, client server design, business and systems analysis, database development and administration, network design and engineering, Web based solutions, software quality assurance, business process improvement, project management, and telecommunications.

IT Enabled Services

The services which make extensive use of information and telecommunication technologies are categorized as IT enabled services. The IT enabled services is the most important contributor to the growth of the IT industry of India. Some of the important services covered by the IT & ITES sector in India are –

- Customer-interaction services
- Back-office services
- Data entry and data conversion
- Content development and animation
- Market research
- Including call-centers
- Revenue accounting
- HR services
- Data search

Infra Management

Infra Structure Management offers the full suite of tools and technologies across the value chain of data including Information Architecture & Strategy, Master Data Management (MDM), Information Life cycle Management, Data Quality, Data Migration and Data Integration.

FCS offers a unique methodology for SAP projects, where clients have a full control of the projects. FCS runs a back office support system, with daily log reports on queries received from the customer, response time to attend to that, work done at our end, daily status reporting, version control, R&D efforts, etc.

Education/ E- Learning

E-learning helps employees to improve their performance and deal with fast-changing environments. At FCS, we develop and value critical business solutions that help organizations achieve optimal performance. As leaders in custom e-learning solutions, we deliver results to companies around the world and help them to achieve improved business performance through human capital management. We also apply our expertise to provide a suite of proven workforce solutions that improve our clients' productivity, efficiency and cost containment.

B. Opportunities and Threats

The global financial industry continues to pass through uncertainties. The tighter regulation to combat this uncertainty has led to protectionist tendencies in some of our markets. New projects continue to face budget constraints for IT investments as the focus is still on regulatory compliance. The volatility in currency exchange movements results in transaction and translation exposure. Increasing salary cost and escalating operation expenses creates pressure on margin. However for mitigating these risks FCS is trying to keep proper mechanisms at place.

We believe that our strengths give us the competitive advantage to position ourselves as the leading global solutions and services company. We are able to undertake complex business and technology transformation initiatives that help our clients enhance their performance, increase agility and flexibility, reduce costs, and achieve measurable business value. We have continuously invested in broadening our offerings to span consulting, IT services and business process management.

The operations and execution teams continuously watch for such developments and constraints to business strategy and plans. Strategy and operational plans are continuously recalibrated to minimize the impact of such threats to business objectives and goals.

Evolution of Technology Outsourcing

The nature of technology outsourcing is changing. Historically, enterprises either outsourced their technology requirements entirely, or on a standalone, project-by-project basis. In an environment of rapid technology change, globalization and regulatory changes, the complete outsourcing model is often perceived to limit a Company's flexibility and not fully deliver potential cost savings and efficiency benefits. Similarly, project-by-project outsourcing is also perceived to result in increased operational risk and coordination costs and as failing to leverage technology service providers' entire range of capabilities. To mitigate these issues, Companies are looking at outsourcing models that require their technology service providers to develop specialized systems, processes and solutions along with cost-effective delivery capabilities.

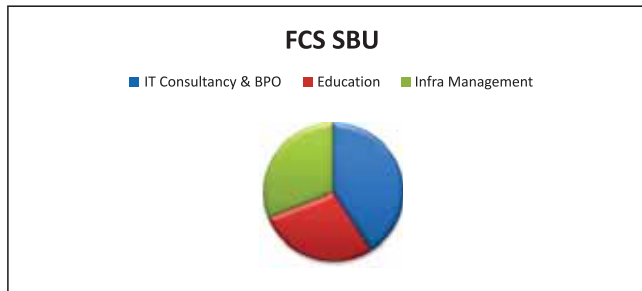
C. Outlook

The future is bright and we believe that with our vision for growth, we have the potential to achieve growth with our specialized software solutions. We have strong branding and an established customer base and need to market and sell more effectively to increase shareholder value. In order to increase our business we will strategize to increase business flow from existing customer and also tap new clients. We seek to provide value-added solutions by leveraging domain expertise and expanding the services offered to clients.

D. Segment-wise / Product-wise Performance

Due to global unrest and slowdown in the market, there is an adverse impact on company performance. The percentage wise revenue contribution of each segment is as below:

- 1. IT Consulting Services and BPO**
- 2. Education/E –Learning**
- 3. Infrastructure management**



IT Consulting and BPO

This financial year IT consulting and BPO segment becomes major contributor in the revenue. 41% of the revenue has been derived from this segment out of which 11% comes from BPO segment. The Company analyzes clients' requirements, develops the scope and finally proposes a solution. Thereafter professional implementation plan is agreed upon. Sometimes projects are loosely defined and are done in an ad hoc manner or involve client's managers to manage day-to-day work, they are done in Time and Material model.

Education

This segment have slight parallel to last year around 28% of its total revenue has been comes from education segment. FCS also provides training and education services to big corporates. In today's era, training of resources has become an essential tool for every corporate to train its employees. FCS has developed over 10,000 learning hours of content for various Corporate, Educational Institutes, and universities across the Country.

Infrastructure Management

During the Financial Year 2014-15 around 31% of its total revenue has been derived from Infrastructure Management segment. FCS has developed its infrastructure accordingly to cope with the increased demand of its services. The infrastructure management division provides hardware solutions, networking solutions, data backup & recovery, etc. These services are offered to different verticals such as banks and financial institutions, insurance companies and healthcare companies.

E. Internal control systems and their adequacy

The Company has disclosure controls and procedures in place that are designed to provide reasonable assurance that material information relating to FCS is disclosed on a timely basis. Management has review the Company's disclosure controls and concluded that they were effective during the reporting period. The Company's management, with the participation of CFO, are also responsible for establishing and maintaining adequate internal control over financial reporting to provide reasonable assurance the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with Indian GAAP.

The Company also has a robust financial control in place through a combination of internal control and processes. The controls ensure that transactions are recorded in timely manner; they are complete in all aspects, effectively utilizing the resources of the company and safeguarding the assets.

The company has a well reputed firm as the Internal Auditor. The internal audit function has been outsourced to a firm of Chartered Accountants, namely Mahajan Rajeev & Co., Chartered Accountants, having address at 206, Pratap Chambers II, 15A/44, WEA, Saraswati Marg, Karol Bagh, New Delhi-110005. The Internal Audit scope includes review of the procedure and policies in place as designed by the management across all functional areas, and assessing the internal control strength in all areas. The Audit Committee reviews the Internal Audit reports and the

status of implementation of the agreed action plan. Internal control system of the Company is an effective system and contributes to safeguarding the Company's assets as well as the efficiency and effectiveness of business transactions, the reliability of financial information and compliance with laws and regulations.

Also the Internal Auditor findings are discussed with the process owners and corrective action is taken as necessary.

In addition to above controls, the company also has a strong Internal Quality team that works on Delivery Quality Assurance increasing operational efficiency, reducing delivery related risk and optimization of process.

F. Financial performance with respect to operational performance

The Company's total revenue from operations has been reported for the year ended as on 31st March 2015 is Rs. 7655.55 Lakhs and operating loss of Rs. 124.43 Lakhs.

G. Investment in Subsidiaries

We made several strategic investments during the past years aimed at deriving business benefits and operational efficiencies in subsidiaries.

Refer to **Annexure A** to the Board's report for the statement pursuant to section 129(3) of the Companies Act, 2013 for the summary of the financial performance of our subsidiaries.

H. Material developments in Human Resources/ Industrial Relations Front, including number of people employed

Our culture and reputation as a leader in consulting, technology, outsourcing and next-generation services enable us to attract and retain some of the best talent in India. Our Professionals are the most valuable assets of the Company. We believe that the quality and level of service that our professionals deliver are among the highest in the global technology services industry. We are committed to remain among the industry's leading employees. We have built our global talent pool by recruiting new students from premier universities, colleges and institute in India, and through the need-based hiring of project leaders and middle managers. FCS has inbuilt HR strategic planning in its overall business plan.

We have also made significant investments in hardware and software assets to boost our infrastructure capabilities. All these changes were incorporated to create a unique learning experience for our employees.

I. Compensation

Our technology professionals receive competitive salaries and benefits. We have a performance-linked compensation program that links compensation to individual performance, as well as our Company's performance.

J. Cautionary Note

The statements in the "Management Discussion and Analysis Report" section describes the Company's objectives, projections, estimates, expectations and predictions, which may be "forward looking statements" within the meaning of the applicable laws and regulations. The annual results can differ materially from those expressed or implied, depending upon the economic and climatic conditions, Government policies and other incidental factors.

For and on behalf of the Board of Directors

For FCS Software Solutions Limited

Place : California USA
Date : August 28, 2015

Sd/-
Dalip Kumar
Chairman & Managing Director

REPORT ON CORPORATE GOVERNANCE

1. **PHILOSOPHY:**

The Company's philosophy on Corporate Governance has been developed with a tradition of fair and transparent governance even before they were mandated by the legislation. Transparency, integrity, professionalism and accountability - based values form the basis of the Company's philosophy for Corporate Governance. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations. Your company has fulfilled all the existing guidelines under clause 49 of the Listing Agreement.

The amended rules required companies to get shareholders' approval for related party transactions, establish whistle blower mechanisms, elaborate disclosures on pay packages and have at least one woman director on their boards. The amended norms are aligned with the provisions of the Companies Act, 2013, and are aimed to encourage companies to 'adopt best practices on Corporate Governance.

Our Corporate Governance framework ensures that we make timely disclosures and share accurate information regarding our financials and performance, as well as the leadership and governance of the Company.

2. **BOARD OF DIRECTORS:**

The current policy is to have an appropriate mix of Executive, Non Executive and Independent Directors to maintain the independence of the Board, and separate its functions of governance and management. As on March 31, 2015, the Board consists of 6 members, three of whom are executive or whole-time directors, and three are independent directors. The Board periodically evaluates the need for change in its composition and size.

a. **Composition, Category of Directors and their other Directorship as on 31st March, 2015**

Name of Director	Category of Directorship	No. of Directorship in other Public & Private Ltd. Companies
Mr. Dalip Kumar	Executive (Chairman & Managing Director)	6
Mr. Shayam Sunder Sharma	Non-Executive (Independent Director)	3
Mr. Shiv Nandan Sharma	Non-Executive (Independent Director)	4
Mr. Govinda Sahu	Executive (Whole Time Director)	4
Mr. Rohit Pratap Singh	Executive (Director)	NIL
Ms. Shweta Shatsri	Non-Executive (Independent Director)	1

b. **Number of Board Meetings**

During the year ended March 31, 2015, Six Board Meeting were held May 27, August 13, August 25, October 14, November 14, 2014 & February 13, 2015.

c. **Director's attendance record:**

Name of Director	Board Meeting attended during the year	Whether attended last AGM
Mr. Dalip Kumar	3	No
Mr. Shayam Sunder Sharma	6	Yes

Name of Director	Board Meeting attended during the year	Whether attended last AGM
Mr. Shiv Nandan Sharma	6	Yes
Mr. Govinda Sahu	5	Yes
Mr. Rohit Pratap Singh	3	No
Mrs. Shweta Shatsri	3	No

3. **COMMITTEES OF THE BOARD:**

a. **Audit Committee:**

(i) **Terms of Reference:** Apart from all the matters provided in Clause 49 of the Listing Agreement and Section 177 of the Companies Act 2013, the Audit Committee reviews reports of the Internal Auditor, meets Statutory Auditors as and when required and discusses their findings, suggestions, observations and other related matters. It also reviews major accounting policies followed by the Company.

(ii) **Composition:** The Audit Committee consists of two Independent Directors, Mr. Shiv Nandan Sharma, Mr. Shayam Sunder Sharma and a Whole Time Director, Mr. Govinda Sahu. Mr. Shiv Nandan Sharma has been designated as Chairman of the Committee. The Committee met 4 times during the financial year ended March 31, 2015. The attendance record of the members at the meeting were as follows

Name of the Member	Designation	No. of Meetings of Attended
Mr. Shiv Nandan Sharma	Chairman	4
Mr. Shayam Sunder Sharma	Member	4
Mr. Govinda Sahu	Member	3

b. **Nomination & Remuneration Committee:**

The Nomination & Remuneration Committee for appointment & remuneration of executive Directors was re-constituted as Nomination and Remuneration Committee from Remuneration Committee with effect from October 14, 2014 with Mr. Shiv Nandan Sharma as Chairman. The Nomination & Remuneration Committee comprises of three Independent Directors and one Executive Director.

Name of Members	Designation
Mr. Shiv Nandan Sharma	Chairman
Mr. Shayam Sunder Sharma	Member
Mr. Shweta Shatsri	Member
Mr. Govinda Sahu	Member

The Committee's constitution are in compliance with the requirements of Section 178 of the Companies Act, 2013 and the revised Clause 49 of the Listing Agreement and Securities and Exchange Board of India (Employee Stock Purchase Scheme) Guidelines, 1999, as amended from time to time.

Terms of Reference of the Committee, inter alia, including the following:

- To identify persons who are qualified to become Directors and who may be appointed in senior management in accordance with the criteria laid down and to recommend to the Board their appointment and/ or removal.

- To carry out evaluation of every Director's performance.
- To formulate the criteria for determining qualifications, positive attributes and independence of a Director, and recommend to the Board a policy, relating to the remuneration for the Directors, key managerial personnel and other employee.
- To formulate the criteria for evaluation of Independent Directors and the Board.
- To devise a policy on board diversity.
- To recommend/ review remuneration of the Managing Director(s) and Whole- time Director(s) based on their performance and defined assessment criteria.
- To administer, monitor and formulate detailed terms and conditions of the Employees Stock Option Scheme including:
 - (a) The quantum of options to be granted under Employee Stock Option Scheme per employee and in aggregate;
 - (b) The conditions under which option vested in employee may lapse in case of termination of employment for misconduct.
 - (c) The exercise period within which the employee should exercise the option, and that the option would lapse on failure to exercise the option within the exercise period;
 - (d) The specified time period within which the employee shall exercise the vested options in the event of termination or resignation of an employee;
 - (e) The right of an employee to exercise all options vested in him at one time or various points of time within the exercise period.
 - (f) The procedure for making a fair and reasonable adjustment to the number of options and to the exercise price in case of corporate actions, such as right issues, bonus issues, merger, sale of division and others;
 - (g) The granting, vesting and exercising of options in case of employees who are on long leave; and the procedure for cashless exercise of options.
- To carry out any other function as is mandated by the Board from time to time and/ or enforced by any statutory notification, amendment or modifications, as may be applicable.
- To perform such other functions as may be necessary or appropriate for the performance of its duties.

The committee met one time during the financial year ended March 31, 2015. The attendance record of the members at the meeting were as follows

Name of the Member	Designation	No. of Meetings of Attended
Mr. Shiv Nandan Sharma	Chairman	1
Mr. Shayam Sunder Sharma	Member	1

The details of Remuneration for the year ended March 31, 2015 to the Executive Directors are as follows

Name	Designation	Remuneration
Mr. Govinda Sahu	Executive (Whole Time Director)	Rs. 23,37,000
Mr. Rohit Pratap Singh	Executive (Director)	Rs. 13,40,254

The Company has paid sitting fees of Rs 10,000/- per Meeting to Non-Executive Independent Directors during the financial year 2014-15.

Remuneration Policy

The remuneration paid to the non-executive Directors of the company is decided by the Board of Directors on the recommendations of the Nomination and Remuneration Committee. The remuneration policy is in consonance with the existing industry practice.

Non executive directors' compensation: The non-executive Directors are paid sitting fees for attending the meetings of the Board of Directors within the ceilings prescribed by the Central Government.

i) **Independent directors' compensation:** Independent Directors are paid sitting fees for attending the meetings of the Board of Directors & Committees.

c. Stakeholders Relationship Committee

The Stakeholders Relationship Committee (SR Committee) was constituted by the Board on 13th August, 2014 consequent to the dissolution of the Investors Grievance Committee. The SR Committee is primarily responsible to review all matters connected with the Company's transfer of securities and redressal of Investors complaints. The Committee also monitors the implementation and compliance with the Company's code of conduct for prohibition of insider trading.

The SR Committee's composition and the terms of reference meet the requirements of Clause 49 of the listing Agreement and provisions of the Companies Act, 2013.

Terms of reference of the Committee, inter alia, includes the following:

- Oversee and review all matters connected with the transfer of the Company's securities.
- Approve issue of the Company's duplicate share/ debenture certificates.
- Monitor redressal of investors/ shareholders/ security holders grievances.
- Oversee the performance of the Company's Registrars and Transfer Agents
- Recommend methods to upgrade the standard of services to investors
- Monitor implementation of the Company's code of conduct for prohibition of insider trading.
- Carry out any other function as is referred by the Board from time to time or enforced by any statutory notification/ amendment or modification as may be applicable.

Compliance officer:

Mr. Gagan Kaushik, Company Secretary is the compliance officer for complying with the requirements of Securities Laws and Listing Agreement with Stock Exchanges.

The attendance record of the members at the meeting of SR Committee were as follows

Name of Directors	Position	Status	No. of Meetings	
			Held	Attended
Mr. Shiv Nandan Sharma	Independent Non Executive Director	Chairman	2	2
Mr. Shayam Sunder Sharma	Independent Non Executive Director	Member	2	2
Mr. Govinda Sahu	Executive director	Member	2	2

***Mr. Gagan Kaushik, Company Secretary of the Company is the Compliance Officer of the Company.**

The Committee in its scope & function of ambit includes approval of issue of duplicate share

certificates, dematerialization/ re-materialization of shares. The Committee also monitors the system of redressal of investor grievances and ensures cordial investor relation.

Number of Shareholder's complaints received by Company from its RTA, BSE, NSE, SEBI and Shareholders, during the financial year ended March 31, 2015 are as under:

S. No.	Authority	No. of complaints
1.	NSE	0
2.	BSE	0
3.	RTA	0
4.	SEBI	0
5.	Shareholders	4
Total Grievances/Complaints received during the financial year		4
Total Grievances attended		4
No. of complaints not solved to the satisfaction of shareholders		NIL
Total Grievances pending		NIL

d. Corporate Social Responsibility(CSR) Committee:

As required under section 135 of the Companies Act, 2013 the company has formed a CSR committee consisting of the following members from August 13, 2014.

Name of Members	Designation
Mr. Shayam Sunder Sharma	Chairman
Mr. Shiv Nandan Sharma	Member
Mr. Govinda Sahu	Member

One CSR Committee meeting was held on August 13, 2014 during the financial year ended March 31, 2015. The attendance record of the members at the meeting was as follows

Name of Members	Designation	No. of Meetings Attended
Mr. Shayam Sunder Sharma	Chairman	1
Mr. Shiv Nandan Sharma	Member	1
Mr. Govinda Sahu	Member	1

The CSR policy of the Company is available on our website: www.fcsltd.com

e. Independent Directors Meeting:

In view of the provisions of Section 149 read with Schedule IV of the Companies Act 2013, the Company was required that the Independent Directors of the Company shall hold at least one meeting in a year.

Independent Directors Meeting comprised of the following Independent Directors of the Company:

Name of Directors	Designation
Mr. Shiv Nandan Sharma	Chairman
Mr. Shayam Sunder Sharma	Independent Director
Ms. Shweta Shatsri	Independent Director

During the year under review, the Independent Directors met on March 27, 2015, inter alia, to discuss:

1. Evaluation of the performance of Non Independent Directors and the Board of Directors as a Whole;
2. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.
3. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

All the independent Directors were present at the meeting.

4. **GENERAL BODY MEETINGS:**

Details of last three Annual General Meetings are as under.

Financial Year	Venue	Day and Date	Time	No. of Special Resolutions Passed
2011- 2012	The Executive Club, 439, Village Shahoorpur, Fatehpur Beri, New Delhi – 110 074.	Tuesday August 28, 2012	9.00 A.M	1
2012-2013	The Executive Club, 439, Village Shahoorpur, Fatehpur Beri, New Delhi – 110 074.	Monday September 30, 2013	1.00 P.M	0
2013-2014	The Executive Club, 439, Village Shahoorpur, Fatehpur Beri, New Delhi – 110 074.	Wednesday September 24, 2014	9.00 A.M	4

Special Resolution passed through Postal Ballot

For the year ended March 31, 2015 there have been no ordinary or special resolutions passed by the Company's Shareholders through postal ballot.

Subsidiary Companies

The Company have a Material Non-Listed Indian Subsidiary Company i.e Insync Business Solutions Limited and as per Clause 49 of the listing agreement, at least one Independent Director on the Board of Directors of the holding company shall be a director on the Board of Directors of the Material Non Listed Indian Subsidiary Company.

The Company has complied with the provision of Listing Agreement as Mr. Shayam Sunder Sharma Independent Director of the Company is already Director on the Board of Directors of the Material Non Listed Indian Subsidiary Company. The Audit Committee also periodically review investments made by the Company's subsidiaries. The Minutes of the subsidiary Companies are placed before the Board of Directors of the Company and the attention of the Directors is drawn to all significant transactions and arrangements entered into by the subsidiary Companies.

Disclosure on materially significant related party transactions, i.e. the Company's transactions that are of material nature, with its promoters, Directors and the management, their relatives or subsidiaries, among others that may have potential conflict with the Company's interest at large.

None of the transactions with any of related parties were in conflict with the Company's interest.

Details of non-compliance by the Company, penalties and structures imposed on the Company by Stock Exchanges or SEBI, or any other statutory authority, on any matter related to capital markets during last three years.

There has been no instance of non-compliances by the Company on any matter related to capital markets during last three years, and hence, no penalties or structures have been imposed on the Company by Stock Exchanges or SEBI or any other statutory authority.

Whistle Blower Policy

The Company has a whistle blower policy to provide opportunity to associates to represent, in good faith, to the Head-Human Resources in case they observe unethical and improper practices or any other wrongful conduct in the Company and to prevent managerial personnel from taking any adverse vindictive personal action against those associates. Any person who observes any unethical & improper practices may disclose it as soon as possible to the Head-Human Resources. During the year no person was denied access to the Head-Human Resources and there was no case reported under the policy.

The Whistle Blower Policy of the Company is available on our website:www.fcsltd.com

Code of Conduct

In compliance with Clause 49 of the Listing Agreement and the Companies Act, 2013, the Company has framed and adopted a Code of Conduct and Ethics ('the Code'). In terms of Code of Conduct, the Directors and Senior Management must act within the boundaries of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interests of the Company and its shareholders and stakeholders. The Company obtains the affirmation compliance of the Code of Conduct from its Directors and senior Management on an annual basis.

All members of the Board, the executive officers and senior financial officers have affirmed compliance to the code as on 31st March 2015.

The Code of Conduct is available on our website:www.fcsltd.com

Mandatory requirements

The company is fully compliant with the applicable mandatory requirements of the revised Clause 49.

Particulars	Clause of Listing agreement	Compliance Status Yes/No
II. Board of Directors	49(II)	
(A) Composition of Board	49(IIA)	Yes
(B) Independent Directors	49 (IIB)	Yes
(C) Non-executive Directors' compensation & disclosures	49(II C)	
(D) Other provisions as to Board and Committees	49 (IID)	Yes
(E) Code of Conduct	49 (IIE)	Yes
(F) Whistle Blower Policy	49(IIF)	
III. Audit Committee	49 (III)	
(A) Qualified & Independent Audit Committee	49 (IIIA)	Yes
(B) Meeting of Audit Committee	49 (IIIB)	Yes

Particulars	Clause of Listing agreement	Compliance Status Yes/No
(C) Powers of Audit Committee	49 (IIIC)	Yes
(D) Role of Audit Committee	49 (IIID)	Yes
(E) Review of Information by Audit Committee	49 (IIIE)	Yes
IV. Nomination and Remuneration Committee	49(IV)	
V. Subsidiary Companies	49 (V)	Yes
VI. Risk Management	49(VI)	N.A.
VII. Related Party Transactions	49(VII)	N.A.
VIII. Disclosures	49(VIII)	
(A) Related party transactions	49 (VIII A)	Yes
(B) Disclosure of Accounting Treatment	49 (VIII B)	Yes
(C) Remuneration of Directors	49 (VIII C)	Yes
(D) Management	49 (VIII D)	Yes
(E) Shareholders	49 (VIII E)	Yes
(F) Proceeds from public issues, rights issues, preferential issues etc.	49 (VIII F)	Yes
IX. CEO/CFO Certification	49 (IX)	Yes
X. Report on Corporate Governance	49 (X)	Yes
XI. Compliance	49 (XI)	Yes

Means of Communication

Quarterly/half-yearly/Annual financial results: The quarterly and half-yearly/Annual financial results are forthwith communicated to the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE), where the shares of the Company are listed, as soon as they are approved and taken on record by the Board of Directors. Public notices and financial results are published in leading newspapers, namely, The Financial Express in English and Haribhumi in Hindi.

Website: The Company's website (www.fcsltd.com) contains a separate dedicated section 'Investor Relations' where shareholders information is available. The Company's Annual Report is also available in a user-friendly and downloadable form.

Annual Report: The Annual Report containing, inter-alia, Audited Accounts, Consolidated Financial Statements, Director's Report, Auditor's Report and other important information is circulated to members and others entitled thereto. The Management Discussion and Analysis (MD& A) Report forms part of the Annual Report and is displayed on the Company's website (www.fcsltd.com).

Corporate Filing and Dissemination System (CFDS)

The CFDS portal jointly owned, managed and maintained by BSE and NSE is a single source to view information filed by listed Companies. All disclosures and communications to BSE and NSE are filed electronically through the CFDS portal, and hard copies of the said disclosures and correspondence are also filed with stock exchanges.

NSE Electronic Application Processing System (NEAPS):

The NEAPS is a web based application designed by NSE for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, are filed electronically on NEAPS.

BSE Corporate Compliance & Listing Centre (the ‘Listing Centre’)

BSE’s Listing Centre is a web based application designed for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, are filed electronically on NEAPS.

SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a centralized web-based complaints redressal systems. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATR’s) by concerned Companies and online viewing by investors of actions taken on the complaint and its current status.

Auditors’ Certificate On Corporate Governance

As required by Clause 49 of the Listing Agreement, the auditor’s certificate is given as an annexure to the Directors’ report.

Chairman & Managing Director/Chief Financial Officer Certification

As required by Clause 49 of the Listing Agreement, the CMD and CFO certification of the financial statements for the year is given separately at the end of the report on corporate Governance and forms part of this Annual Report.

Shareholders information

Annual General Meeting

Date and Time	: September 24, 2015, 9:00 A.M.
Venue	: The Executive Club, 439, Village Shahoorpur, Fatehpur Beri, New Delhi – 110 074
Financial Calendar	: 1st April 2014 to 31st March 2015

Unaudited/Audited Financial Results	Quarter / Year ended	Month of approval of Financial Results
Unaudited financial results for the quarter ended	June, 2014	August, 2014
Unaudited financial results for the quarter and half year ended	September, 2014	November, 2014
Unaudited financial results for the quarter ended.	December, 2014	February, 2015
Audited financial results for the year ended.	March, 2015	May, 2015

Date of Book Closure: September 14, 2015 to September 19, 2015(Both days inclusive)

Name of the Stock Exchange	Exchange code
BSE	532666
NSE	FCSSOFT

Listing fee for 2014-15	: Paid for both the above stock exchanges.
ISIN No.	: INE512B01022 (for fully paid up shares)
ISIN No.	: IN9512B01020 (for partly paid up shares)

Dividend Payment Date:

No Dividend is recommended for the financial year 2014-15.

Stock market price data

Monthly High and Low and the performance of our share price vis-à-vis NSE (Nifty) and BSE (Sensex) is given below and Chart A and B (overleaf) respectively.

Performance comparison with indices:

Month	BSE			NSE			
	High	Low	Volume	High	Low	Volume	Total Volume
	(₹)	(₹)	(Nos.)	(₹)	(₹)	(Nos.)	(Nos.)
Apr-14	0.46	0.35	5813109	0.50	0.35	7132000	12945109
May-14	0.46	0.34	6383474	0.50	0.35	10553635	16937109
Jun-14	0.60	0.41	11003233	0.60	0.40	23862225	34865458
Jul-14	0.54	0.37	6915852	0.55	0.35	7091535	14007387
Aug-14	0.40	0.34	6241892	0.40	0.30	6266503	12508395
Sep-14	0.48	0.32	12160920	0.50	0.30	16313605	28474525
Oct-14	0.38	0.34	5173230	0.40	0.35	5016690	10189920
Nov-14	0.37	0.31	6282781	0.40	0.30	6965456	13248237
Dec-14	0.33	0.26	6830540	0.35	0.25	8480494	15311034
Jan-15	0.39	0.27	6280637	0.40	0.25	12096514	18377151
Feb-15	0.35	0.28	7339381	0.35	0.25	8073482	15412863
Mar-15	0.30	0.26	6686183	0.35	0.20	13334647	20020830
Total			87111232			125186786	212298018

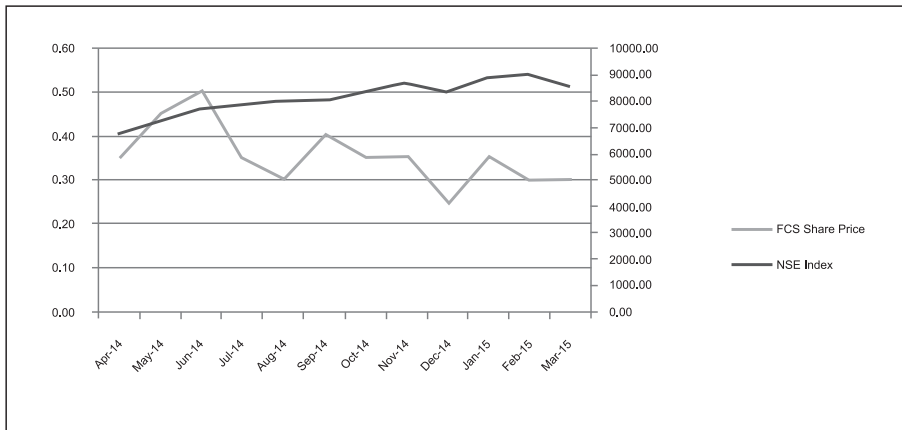


Chart- A

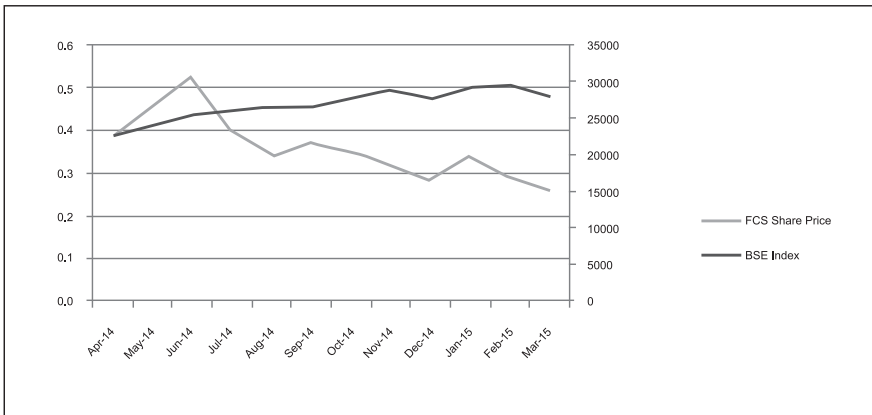


Chart –B

Share transfers in physical form

Shares sent for physical transfer are affected after giving a notice of 15 days to the seller for sale confirmation. Our Investors’ Grievance Committee meets as often as required.

The total number of shares transferred in physical form during the year was Nil.

As the Company’s shares are compulsorily to be traded in dematerialized form, members are requested to send the shares if held in physical form, directly to the Registrars and Transfer Agents for dematerialization. Members have the option to open their accounts either with National Securities Depository Limited or Central Depository Services (India) Limited as the Company has entered into Agreements with both the Depositories.

All physical share transfers are returned within 30 days of lodgment subject to the documents being in order.

Share transfer system

M/s. Link Intime (India) Pvt. Ltd. are the Registrar and Share Transfer Agents for processing transfers, sub-division, consolidation, splitting of shares and for rendering depository services such as Dematerialization and Re-materialization of the Company’s shares.

Distribution of shareholding

Following Tables list the distribution of the shareholding of the equity shares of the company by size and by ownership class as on March 31, 2015.

Shareholding pattern by size

As on 31st March, 2015

Shareholding of Nominal Value (`)	No. of Shareholders	% of Total Shareholders	No. of Shares held	% of TotalShares
Upto 500	36229	95.048	8814911	0.531
501-1000	24076	3.033	22061889	1.329
1001-2000	19553	1.050	34179751	2.060
2001-3000	8234	0.397	22336719	1.346
3001-4000	5359	0.075	20211619	1.218

Shareholding of Nominal Value ()	No. of Shareholders	% of Total Shareholders	No. of Shares held	% of Total Shares
4001-5000	6192	0.041	30118047	1.815
5001-10000	10626	0.016	84572425	5.096
10001- & above	12205	0.046	1437258039	86.605
Total	122474	100	1659553400	100

SHAREHOLDING PATTERN BY OWNERSHIP

Categories	As on March 31, 2015		As on March 31, 2014	
	No. of Share	% of holding	No. of Share	% of holding
Promoter-				
Indian	335962450	20.24	335962450	20.24
Foreign	0	0	0	0
Mutual Fund & UTI	0	0	0	0
Banks and Financial Institution and Insurance Companies	5000	0	5000	0
Central Government/State Government	568300	0.03	568300	0.03
Foreign Institutional Investor	0	0	0	0
Private Bodies Corporate	497782364	29.99	496275073	29.90
Indian Public-Individual	798507548	48.12	798060360	48.09
NRI/OCB's	18083244	1.09	16459475	0.99
Clearing Member	8487904	0.51	12066152	0.73
Other (Director & their relatives, HUF, Clearing Members)	156590	0.01	156590	0.01
Total	1659553400	100	1659553400	100

Dematerialization of the shares and liquidity:

As on March 31, 2015, to the extent of 99.97% shares of the company were held in de-materialized form. Trading in Company's shares is permitted only in dematerialized form as per notifications issued by Securities Exchange Board of India. The Company has entered into agreements with National Securities Depository Ltd. & Central Depository Services (India) Ltd., whereby the investors have the options to dematerialize their shares with either of the depositories.

The Company shares are among the most liquid and actively traded shares on BSE & NSE. The monthly trading volumes of the Company shares on these Exchanges are given above. The status of Dematerialization as on March 31, 2015 is as under:

Segment	No. of Shareholders	% of Total No. of Shareholders	No. of Shares	% of Total No. of Shares
Physical	83	0.07	484716	0.03
Demat	122394	99.93	1659068684	99.97
Total	122477	100	1659553400	100

Plant Locations

The Company has 9 offices as on 31st March, 2015 located in 4 cities across India apart with 1 office in UAE, USA, Germany and China. The addresses of these offices are available on our corporate website/Annual Report.

Address for Correspondence

FCS Software Solutions Limited,
Plot no. 83, NSEZ, Phase-II,
Main Dadri Road, Noida-201305
Tel No's: - 0120-4635900
Fax No: - 0120-4635941
E-Mail ID:-investors@fcsltd.com

Litigation

There is no legal dispute against the company in substantial nature, which creates huge liability in case of the judgment given against the company.

Brand Establishment

An image is not simply a trademark, a design, a slogan or an easily remembered picture. It is a studiously crafted personality profile of an individual, institution, corporation, product or service. Successful branding programs are based on the concept of singularity. The objective is to create in the mind of the prospect the perception that there is no other product on the market quite like your product. Global brands are a language that consumers can understand. Your Company FCS has successfully established its brand, which has gained recognition all over the globe.

Secretarial Audit

A qualified practicing Company Secretary carried out secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and the Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The secretarial audit report confirms that the total issued/paid-up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

Code for prevention of Insider-Trading practices

In compliance with the SEBI regulation on prevention of insider trading, the company has instituted a comprehensive code of conduct for its management and staff. The code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of company, and cautioning them of the consequences of violations.

Disclosure of accounting treatment in preparation of financial statements

The financial statements are prepared to comply in all material aspects with all the applicable accounting principles in India, the applicable accounting standards notified u/s 2(2) of the Companies Act, 2013 (the 'Act') and the relevant provisions of the Act.

Management Discussion and Analysis

The Management Discussion and Analysis is given separately and forms part of this Annual Report.

Reappointment of Directors

As per the requirements of Section 152 of the Companies Act, 2013 two-third of the Board shall consist of retiring directors out of which one third shall retire at every annual general meeting. Accordingly, Mr. Rohit Pratap Singh shall retire and shall seek re-appointment in the ensuing Annual General Meeting of the Company as non –executive Director of the Company.

The relevant information pertaining to Directors seeking re-appointment is given separately in the Notice for the ensuing Annual General Meeting.

**CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE
GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT**

To the Members of **M/s. FCS Software Solutions Limited**

1. We have examined the compliance of conditions of Corporate Governance by **FCS Software Solutions Limited** (“the Company”), for the year ended on 31st March, 2015, as stipulated in Clause 49 of the Listing Agreement of the Company with stock exchanges.
2. The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.
3. In our opinion and to the best of our information and according to the explanations given to us and based on the representations made by the Directors and the Management, we certify that the Company has complied in all material respect with the conditions of Corporate Governance, as stipulated in Clause 49 of the Listing Agreement.
4. We Further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For SPMG & Company

Chartered Accountant

(Firm Registration No. 509249C)

Sd/-

Vinod Gupta

Place: Noida

Partner

Date: 28th August, 2015

Membership No. 90687

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF FCS SOFTWARE SOLUTIONS LIMITED

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of **FCS SOFTWARE SOLUTIONS LIMITED** (hereinafter referred to as "the Holding Company") and its subsidiaries (the Holding Company and its subsidiaries together referred to "the Group"), comprising the Consolidated Balance Sheet as at 31 March, 2015, the Consolidated Statement of Profit and Loss and the Consolidated Cash Flow Statement for the year then ended and a summary of the significant accounting policies and other explanatory information (hereinafter referred to as "the consolidated financial statements").

Management's Responsibility for the Consolidated Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance and consolidated cash flows of the Group in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Holding Company, as aforesaid.

Auditors' Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. While conducting the audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Holding Company's preparation of the consolidated financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Holding Company has in place an adequate internal financial controls system over financial reporting and the operating

effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.

We believe that the audit evidence obtained by us and the audit evidence obtained by the other auditors in terms of their reports referred to in of the Other Matters paragraph below, is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at 31 March, 2015, and their consolidated profit and their consolidated cash flows for the year ended on that date.

Other Matter

We did not audit the financial statements of four subsidiaries, whose financial statements reflect total assets of Rupees 2,502,326,449 as at 31 March, 2015, total revenues of Rupees 168,384,924 and net cash flows amounting to Rupees 31,138,485 for the year ended on that date as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries, is based solely on the reports of the other auditors.

Our opinion on the consolidated financial statements and our report on Other Legal and Regulatory below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of other auditors.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of sub-section (11) of Section 143 of the Act, based on the comments in the auditors' reports of the Holding company and the subsidiary companies incorporated in India, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit of the aforesaid consolidated financial statements.
 - (b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books and the reports of the other auditors.
 - (c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss, and the Consolidated Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

- (d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors of the Holding Companies and the subsidiary companies incorporated in India as on 31 March, 2015 and taken on record by the Board of Directors of the Holding Company and the subsidiary companies incorporated in India, none of the directors of the Holding Company and the subsidiary companies incorporated in India, are disqualified as on 31 March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
- (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- i. There were no pending litigations which would impact the consolidated financial position of the Group;
 - ii. The Group did not have any material foreseeable losses on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Holding Company. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the subsidiary companies incorporated in India.

For **SPMG & Company**
Chartered Accountants
Firm Registration No.: 509249C

Place : Noida
Dated : May 30, 2015

Sd/-
Vinod Gupta
FCA (Partner)
Membership No. 090687

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- i. In respect of the fixed assets of the Holding Company and the subsidiary companies incorporated in India :
 - (a) The respective entities have generally maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The Holding Company and the subsidiary companies incorporated in India have a program of verification of fixed assets to cover all the items in a phased manner, in our opinion, is reasonable having regard to the size of the respective entities and the nature of their assets. Pursuant to the program, certain fixed assets were physically verified by the Management of respective entities during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- ii. The Holding Company and the subsidiary companies incorporated in India do not have any inventory. Accordingly, the provisions of Clause 3 (ii) of the Order are not applicable to the the

Holding Company and the subsidiary companies incorporated in India.

- iii. The Holding Company and the subsidiary companies incorporated in India have not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013 by the respective entities.
- iv. In our opinion and according to the information and explanations given to us, there is an adequate internal control system in the Holding Company and the subsidiary companies incorporated in India, commensurate with the size of the respective entities and the nature of their business with regard to purchase of fixed assets. Having regard to the explanation that services rendered are for the specialised requirements of the buyers and suitable alternative sources are not available to obtain comparable quotations, there is an adequate internal control system commensurate with the size of the respective entities and the nature of their business with regard to sale of services. The operations of the respective entities did not give rise to purchase of inventory and sale of goods during the current year. During the course of our audit, we have not observed any major weakness in such internal control system.
- v. According to the information and explanations given to us, the Holding Company and the subsidiary companies incorporated in India have not accepted any deposit during the year. The Holding Company and the subsidiary companies incorporated in India do not have any unclaimed deposits and accordingly, the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 is not applicable to the the Holding Company and the subsidiary companies incorporated in India.
- vi. According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013 for the Holding Company and the subsidiary companies incorporated in India.
- vii. According to the information and explanations given to us in respect of statutory dues of the Holding Company and the subsidiary companies incorporated in India:
 - (a) The respective entities have generally been regular in depositing undisputed statutory dues, including Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

We are informed that the operations of the aforesaid entities during the year did not give rise to any liability for Customs Duty and Excise Duty.
 - (b) There were no undisputed amounts payable in the respective entities in respect of Provident Fund, Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Value Added Tax, Cess and other material statutory dues in arrears as at 31 March, 2015 for a period of more than six months from the date they became payable.
 - (c) There are no dues of Income-tax, Sales Tax, Wealth Tax, Service Tax, Value Added Tax and cess which have not been deposited as on 31 March, 2015 on account of disputes by the aforesaid entities.
 - (d) The Holding Company has been generally regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder. There are no amounts which are due to be transferred by the subsidiary companies incorporated in India to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made thereunder.

- viii. The Group does not have accumulated losses at the end of the financial year and the Group has not incurred cash losses during the financial year covered by our audit and has incurred cash losses in the immediately preceding financial year.
- ix. According to the information and explanations given to us and the records examined by us, the Company has an overdraft from a Bank to the tune of Rs 579 Lacs against the fixed deposit of the Company.
- x. According to the information and explanations given to us, the Holding Company and the subsidiary companies incorporated in India have not given guarantees for loans taken by others from banks and financial institutions.
- xi. Based on the examination of the books of account and related records and according to the information and explanations given to us, no term loans were obtained by the Holding Company and the subsidiary companies incorporated in India.
- xii. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Holding Company and the subsidiary companies incorporated in India and no material fraud on the Holding Company and the subsidiary companies incorporated in India have been noticed or reported during the year.

For **SPMG & Company**
Chartered Accountants
Firm Registration No.: 509249C

Place : Noida
Dated : May 30, 2015

Sd/-
Vinod Gupta
FCA (Partner)
Membership No. 090687

CONSOLIDATED BALANCE SHEET AS AT 31ST MARCH 2015

PARTICULARS	Note No.	As on 31-03-2015 AMOUNT (`)	As on 31-03-2014 AMOUNT (`)
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1	1,659,553,100	1,659,553,100
(b) Advance Preferential Share Warrants		35,000,000	-
(c) Reserves and Surplus	2	3,237,613,628	3,660,221,001
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowings	3	2,485,309	7,559,851
(b) Deferred tax liabilities (Net)		-	-
(c) Long-term provisions	4	6,414,198	5,627,294
(4) Current Liabilities			
(a) Short-term borrowings	5	57,850,274	80,242,219
(b) Trade payables		62,164,444	50,213,744
(c) Other current liabilities	6	40,078,799	43,582,792
(d) Short-term provisions	7	11,607,219	4,351,919
Total		<u>5,112,766,972</u>	<u>5,511,351,920</u>
II. Assets			
(1) Non-current assets			
<i>(a) Fixed assets</i>			
(i) Tangible assets	8	290,729,636	284,904,763
(ii) Intangible assets	9	2,100,977,434	2,467,218,568
(iii) Capital work-in-progress -Tangible		167,988,919	124,728,926
(iv) Capital work-in-progress - Intangible		-	165,136,501
(b) Non-current investments	10	969,448,400	914,775,900
(c) Deferred tax assets (net)		10,837,025	8,012,379
(d) Long term loans and advances	11	4,114,142	4,319,448
(e) Preliminary & other Misc Expenses	12	380,956,142	460,060,291
(2) Current assets			
(a) Work-in -Process	13	-	28,564,864
(b) Trade receivables	14	94,284,144	294,745,853
(c) Cash and cash equivalents	15	427,643,005	336,050,983
(d) Short-term loans and advances	16	583,638,151	342,772,011
(e) Other current assets	17	82,149,975	80,061,433
Total		<u>5,112,766,972</u>	<u>5,511,351,920</u>

For **SPMG & COMPANY**
 Chartered Accountants
 Firm Registration Number: 509249C
 Sd/-
(Vinod Gupta)
 Partner
 M.No. : 090687

On behalf of the Board of Directors
 For FCS Software Solutions Limited

Sd/-
Dalip Kumar
 Chairman & Managing Director

Sd/-
S.N. Sharma
 Director

Place: Noida
 Date : May 30, 2015

Sd/-
Anil Sharma
 Chief Financial Officer

Sd/-
Gagan Kaushik
 Company Secretary

**CONSOLIDATED PROFIT & LOSS STATEMENT FOR THE
YEAR ENDED 31ST MARCH 2015**

PARTICULARS	Note No.	As on 31-03-2015 AMOUNT (₹)	As on 31-03-2014 AMOUNT (₹)
GROSS REVENUE			
I. Revenue from operations	18	765,555,224	1,334,055,125
II. Other Income	19	63,279,842	47,982,515
III. Total Revenue (I +II)		828,835,066	1,382,037,640
IV. EXPENSES			
Employee benefit expense	20	575,979,515	1,173,642,015
Financial costs	21	8,421,219	8,838,413
Depreciation and amortization expense		484,815,623	476,576,447
Other expenses	22	202,018,926	298,001,470
Total Expenses		1,271,235,283	1,957,058,344
V. Profit before exceptional and extraordinary items and tax (III - IV)		(442,400,217)	(575,020,704)
VI. Exceptional Items (Prior period)		22419	22884
VII. Profit before tax (V - VI)		(442,422,636)	(575,043,588)
VIII. Tax expense:			
(1) Current tax		10,030,000	3,036,402
(2) Deferred tax		(2824646)	(1269443)
(3) Income Tax paid		-	-
IX. Profit/(Loss) from the period from continuing operations (VII - VIII)		(449,627,990)	(576,810,547)
X. Earning per equity share:			
(1) Basic		-0.27	-0.44
(2) Diluted		-0.25	-0.35

For **SPMG & COMPANY**
Chartered Accountants
Firm Registration Number: 509249C

Sd/-
(Vinod Gupta)
Partner
M.No. : 090687

Place: Noida
Date : May 30, 2015

On behalf of the Board of Directors
For FCS Software Solutions Limited

Sd/-
Dalip Kumar
Chairman & Managing Director

Sd/-
Anil Sharma
Chief Financial Officer

Sd/-
S.N. Sharma
Director

Sd/-
Gagan Kaushik
Company Secretary

**CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED
31st MARCH, 2015**

PARTICULARS	Year Ended 31.03.2015 (`)	Year Ended 31.03.2014 (`)
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Profit Before Tax	(442,422,636)	(575,043,588)
Adjustments For :		
Depriciation and Amortization	405,711,473	396,890,423
GDR/Defferred Business Development Expenses W/o	79,104,150	79,686,025
Prior Perod Expenditure	22,419	22,884
Finance Charges	8,421,219	8,838,413
Cash from Operations before Working Capital Changes	50836625	(89605843)
Adjustments for changes in Working Capital:		
Sales of Assests Net	-	-
(Increase)/Decrease in Work-in-Process	28,564,864	8,752,302
(Increase)/Decrease in Trade Receivables	200,461,709	79,847,854
(Increase)/Decrease in Loans and Advances	(240,660,834)	88,832,485
(Increase)/Decrease in Other Current Assets	(2,088,503)	(29,415,468)
Increase/(Decrease) in Trade Payables	11,950,700	(79,484,638)
Increase/(Decrease) in Current Liabilities	(3,503,993)	14,750,282
Increase/(Decrease) in Provisions	1,048,606	2,479,259
NET CASH GENERATED BY OPERATING ACTIVITIES(1)	46,609,175	(3,843,767)
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets and change in Capital Work-In-Progress	(74,442,104)	86,361,427
(Increase)/Decrease in Investments	54,672,500	210,000,000
(Increase)/Decrease in Capital Enhancement Exp	-	-
(Increase)/Decrease in Defferred Business Development Exp	-	-
NET CASH FROM IN INVESTING ACTIVITIES (2)	(19,769,604)	296,361,427

PARTICULARS	Year Ended 31.03.2015 (`)	Year Ended 31.03.2014 (`)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceed from Issue of Share Capital	-	300,000,000
Proceed from Issue of Share Premium	-	-
Advance pursuant to Pref. Share Warrant	35,000,000	-
Proceed from Long Term Borrowings	(23,065,345)	(66322820)
Increase in Foreign Currency transaction Reserve	33,032,197	38324563
Repayment of Long Term Borrowings	(4,401,142)	4301077
Income Tax Paid	(6,908,790)	(3137406)
Prior Perod Expenditure	(22,419)	(22884)
Finance Charges	(8,421,219)	(8838413)
NET CASH USED IN FINANCING ACTIVITIES (3)	25,213,283	264,304,117
NET INCREASE /(DECREASE) IN CASH AND CASH EQUIVALENTS (1+2-3)	91,592,022	(35,901,078)
OPENING BALANCE OF CASH AND CASH EQUIVALENTS	336,050,983	371,952,061
	-	-
CLOSING BALANCE OF CASH EQUIVALENTS	427,643,005	336,050,983

Notes :

- 1 The above Cash Flow Statement has been prepared under the indirect method set out in Accounting Standard-3, Notified u/s 211(3C) of Companies Act, 1956.
- 2 Cash and cash equivalents consist of cash in hand and balances with scheduled/non scheduled banks.
- 3 The previous year's figures have been recast/restated, wherever necessary, to confirm to current year's classification

For **SPMG & COMPANY**
Chartered Accountants
Firm Registration Number: 509249C

Sd/-
(Vinod Gupta)
Partner
M.No. : 090687

Place : Noida
Date : May 30, 2015

On behalf of the Board of Directors
For FCS Software Solutions Limited

Sd/-
Dalip Kumar
Chairman & Managing Director

Sd/-
Anil Sharma
Chief Financial Officer

Sd/-
S.N. Sharma
Director

Sd/-
Gagan Kaushik
Company Secretary

SCHEDULE TO THE BALANCE SHEET AS AT 31ST MARCH, 2015

	2014-2015 ([₹])	2013-2014 ([₹])
1. SHARE CAPITAL		
Equity Share Capital		
Authorised Share capital		
185,00,00,000 Equity Shares of [₹] 1/- each	1,850,000,000	1,850,000,000
	<u>1,850,000,000</u>	<u>1,850,000,000</u>
A. Issued, subscribed & fully paid share capital		
1,659,553,100 EQUITY SHARES OF Rs 1/- EACH	1,659,553,100	1,659,553,100
[Out of the above 30,00,000 shares of Rs. 10/- each have been issued as bonus shares by capitalisation of general reserve dt. 29.9.99]		
[Out of the above 35,00,000 shares of Rs. 10/- each have been issued as bonus shares by capitalisation of general reserve dt. 20.4.00]		
[Out of the above 35,00,000 shares of Rs. 10/- each have been issued as bonus shares by capitalisation of general reserve dt. 20.4.00]		
[Out of the above 200,00,000 shares of Rs. 1/- each have been issued as conversion of preferential warrents dt. 13.11.09]		
[Out of the above 10,00,00,000 shares of Rs. 1/- each have been issued as GDR 5000,000 (1 GDR equal of 20 equity Shares) dt. 02.12.09]		
[Out of the above 26,47,76,550 shares of Rs. 1/- each have been issued as bonus shares by capitalisation of general reserve dt. 02.03.10]		
[Out of the above 23,00,00,000 shares of Rs. 1/- each have been issued upon conversion of preferential warrents dt. 13.02.2013]		
[Out of the above 40,00,00,000 shares of Rs. 1/- each have been issued upon conversion of preferential warrents dt. 26.02.2014]		
Total	<u><u>1,659,553,100</u></u>	<u><u>1,659,553,100</u></u>

B. Shareholders holding more than 5% of the Ordinary Shares in the Company

	2014-2015		2013-2014	
	(No. of Shares)	%	(No. of Shares)	%
Mr. Dalip Kumar	185,790,060	11.20	185,790,060	11.20

C. Bonus Shares allotted as fully paidup Bonus Shares for the period of five immediately preceding Years

PARTICULARS	2014-2015 ([₹])	2013-2014 ([₹])
No Bonus Shares allotted for the period of five immediately preceding Years		

PARTICULARS	2014-2015 (₹)	2013-2014 (₹)
2 RESERVES AND SURPLUS		
Surplus in Statement of Profit & Loss		
At the beginning of the Year	523,877,984	1,101,143,946
Add: opening Surplus fund-newly accrued subsidy.		
Profit & loss account for the year	(449,627,990)	(576,810,547)
Add/(Less): Adjustment on Dep. Previous year	(2,139,153)	-
Add/(Less): Excess Provision Made Last Year	<u>(3,872,427)</u>	<u>(455,416)</u>
	68,238,414	523,877,983
Capital Reserves	188,103,250	188,103,250
Share Premium Account	2,509,944,010	2,509,944,010
General Reserve		
At the beginning of the Year	325,789,411	325,789,411
Add : Transferred during the Year	<u>-</u>	<u>325,789,411</u>
	325,789,411	325,789,411
Foreign Currency Translation Reserve	145,538,544	112506347
Total	<u><u>3,237,613,628</u></u>	<u><u>3,660,221,001</u></u>
3 LONG-TERM BORROWINGS		
Secured		
NOIDA AUTHORITY - (<i>pledged against first charge over Land situated at 1A, Sector-73, Noida</i>)		- 673,400
Unsecured		
Loans From Directors & Others*	2,485,309	6,886,451
Total	<u><u>2,485,309</u></u>	<u><u>7,559,851</u></u>
<i>*represents non-interest bearing borrowings</i>		
4 LONG-TERM PROVISIONS		
Provisions for employee benefits		
Retirement benefits	6,414,198	5,627,294
Total	<u><u>6,414,198</u></u>	<u><u>5,627,294</u></u>

PARTICULARS	2014-2015	2013-2014
	(‘)	(‘)
5 SHORT-TERMS BORROWINGS		
Secured		
Canara Bank OD Account - (<i>Secured against fixed deposit</i>)	57,850,274	0
Canara Bank-Working capital (<i>Secured against Land & Building situated at 54, EHTP Gurgaon, Export Receivables and A-86/Sec-57, NOIDA land & building and Plant & Machineries at NOIDA and personal guarantee of the Directors</i>)	-	80,242,219
Total	57,850,274	80,242,219
6 OTHER CURRENT LIABILITIES		
Other payables	40,078,799	43,582,792
Total	40,078,799	43,582,792
7 SHORT-TERM PROVISIONS		
Provision for employee benefits	1,577,219	1,315,517
Others	10,030,000	3,036,402
Total	11,607,219	4,351,919

8. Tangible

PARTICULARS	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	As at April 1, 2014	ADDITIONS	Deductions	As at March 31, 2015	Upto March 31, 2014	For the Year	Deductions/ Adjustments	As at March 31, 2015	As at April 1, 2015	As at March 31, 2015
	Land									
Freehold/Leasehold	118,959,336	20,476,520	-	139,435,856	-	-	-	-	118,959,336	139,435,856
Buildings	84,560,661	2,838,170	-	87,398,831	22,441,078	3,112,282	-	25,553,360	62,119,583	61,845,471
Furniture, fixtures and office equipment;										
Furniture & Fixtures	38,924,245	2,658,546	-	41,582,791	24,748,624	3,949,304	-	28,697,928	14,175,621	12,894,863
Office Equipment	58,549,680	12,409,648	-	70,959,328	41,976,093	9,981,048	-	51,959,141	16,571,587	19,000,187
Vehicles	3,853,675	-	-	3,853,675	3,437,882	135,507	-	3,573,389	415,793	280,286
Computers	649,779,888	9,051,520	-	658,831,408	579,343,377	22,205,058	-	601,548,435	79,488,031	57,282,973
Total (Tangible)	954,627,485	47,434,404	-	1,002,061,889	671,949,054	39,383,199	-	711,332,253	291,729,951	290,729,636
Capital WIP (Tangible)	124,728,926	43,259,993	-	167,988,919	-	-	-	-	124,728,926	167,988,919

9. Intangible

PARTICULARS	GROSS BLOCK			DEPRECIATION				NET BLOCK		
	As at April 1, 2014	ADDITIONS	Deductions	As at March 31, 2015	Upto March 31, 2014	For the Year	Deductions/ Adjustments	As at March 31, 2015	As at April 1, 2014	As at March 31, 2015
	Software & IPR	3,582,419,243	-	-	3,582,419,243	1,115,113,535	366,328,274	-	1,481,441,809	2,467,305,708
Total (Intangible)	3,582,419,243	-	-	3,582,419,243	1,115,113,535	366,328,274	-	1,481,441,809	2,467,305,708	2,100,977,434
Capital WIP (Intangible)	165,136,501		165,136,501	-	-	-	-	-	165,136,501	-

PARTICULARS	2014-2015 ([₹])	2013-2014 ([₹])
10 NON-CURRENT INVESTMENTS (AT COST UNLESS STATED OTHERWISE)		
Investments in Equity instruments-Non Traded Unquoted		
In Associates		
<i>M/s.Enstaserv eServices Ltd 9980 Equity shares of Rs.10/- each fully paidup.</i>	99,800	99,800
<i>M/s Myzeal IT Solutions Pvt. Ltd. 5000 Equity Shares of Rs.10/- fully paid</i>	50,000	50,000
Others		
<i>M/s. Pumarth Prperties & Holdings Private 400000 equity shares @ Rs. 10 each at premium of Rs 215</i>	90,000,000	90,000,000
<i>M/s Indian Durobuild Private Limited, 250000 Equity Sharesof Rs. 10 each fully paid up</i>	2,500,000	2,500,000
<i>M/s Master Talant Eduservices Pvt. Ltd. 360000 Equity Shares of Rs.1700/- at premium i.e. Rs. 10 each per Share and premium @ Rs.1690</i>	612,000,000	612,000,000
<i>M/s Readystate Infraservices Private Limited 1,40,000 Equity Shares of Rs.1500/- at premium i.e. Rs. 10 each per Share and premium @ Rs.1490 and 47500 Equity Shares of Rs.1151/- at premium i.e. Rs. 10 each per Share and premium @ Rs.1141</i>	264,672,500	210,000,000
<i>Good will M/s Insync Business Solutions Limited*</i>	126,100	126,100
Total	<u>969,448,400</u>	<u>914,775,900</u>
* Note: Represents the amount paid over and above NAV by FCS Software Solutions Ltd commensurate with the AS-23 issued by ICAI		
11 LONG TERM LOANS AND ADVANCES		
Unsecured considered good		
Security Deposits	4,108,598	4,313,904
Excise Deposits (PLA)	5,544	5,544
Total	<u>4,114,142</u>	<u>4,319,448</u>
12 PRELIMINARY & OTHER MISC EXPENSES		
Deferred Business Development Exp	456,025,133	532,029,322
Preliminery Exp	4,857	14,573
GDR Expenses	4,030,301	7,702,421
Sub total	<u>460,060,291</u>	<u>539,746,316</u>
Less: Deferred Business Development Exp W/o	76,004,189	76,004,189
Less: Preliminery Exp W/o	4,857	9,716
Less: GDR Expenses W/o	1,067,404	1,644,420
Less: Capital Enhancement Exp W/o	2,027,700	2,027,700
Total	<u>380,956,142</u>	<u>460,060,291</u>

PARTICULARS	2014-2015 ([₹])	2013-2014 ([₹])
13 INVENTORIES		
Work-in-Process	-	28,564,864
Total	-	28,564,864
14 TRADE RECEIVABLES		
Unsecured		
Sundry Debtors	94,284,144	294,745,853
Total	94,284,144	294,745,853
15 CASH AND CASH EQUIVALENTS		
Balances with banks	353,776,323	276,561,069
Cash on hand	1,288,247	2,795,593
Others	72,578,435	56,694,322
Total	427,643,005	336,050,983
16 SHORT TERM LOANS AND ADVANCES		
Unsecured and Considered Good		
Other Loans and Advances (Employees, unexpired expenses etc.)	6,159,325	6,211,673
Advance to Suppliers	8,437,959	27,030,467
Loans to others	569,040,867	309,529,871
Total	583,638,151	342,772,011
17 OTHER CURRENT ASSETS		
Interest Accrued on Fixed Deposit	6,426,969	792,357
With Statutory Authorities <i>(Includes earlier years)</i>	73,725,728	59,832,241
CENVAT Credits	830,720	1,162,332
Income accrued, but not due	1,166,519	18,274,503
Total	82,149,936	80,061,433

PARTICULARS	2014-2015 ([^])	2013-2014 ([^])
18 REVENUE FROM OPERATIONS (FOR COMPANIES OTHER THAN A FINANCE COMPANY)		
Revenue from - Software Development & Other Services	794,120,088	1,342,807,427
- Decrease/Increase in Work-in-Process	(28,564,864)	(8,752,302)
Total	765,555,224	1,334,055,125
19 OTHE INCOME		
Interest income	46,930,394	22,962,499
Applicable net gain foreign currency transactions	3,096,721	8,845,229
Rent Income	13,080,080	10,167,126
Amount Written Back	172,648	6,007,662
Total	63,279,842	47,982,515
20 EMPLOYEE BENEFITS EXPENSE		
Salaries, wages, Bouns & Subcontracting exp	553,349,904	1,160,937,806
Contribution to provident and other funds	7,497,481	4,228,809
Software Consultancy Charges	7,622,080	1,216,600
Staff welfare expenses	7,510,050	7,258,800
Total	575,979,515	1,173,642,015
21 FINANCE COSTS		
Interest expenses	8,421,219	8,838,413
Total	8,421,219	8,838,413

PARTICULARS	2014-2015 ([₹])	2013-2014 ([₹])
22 OTHER EXPENSES		
Salaries & Staff Benefits	30,568,037	109,289,160
Advertisement Expenses	100,861	81,450
Bank Charges/Interest	3,598,559	3,147,458
Travelling & Conveyance	28,070,836	33,556,424
Power & Fuel	21,264,667	14,702,641
Computer Consumables	65,166	75,044
Telephone, Postage & Telegraph	46,993,845	42,774,534
Rent	2,619,230	4,269,854
Legal & Professional charges	11,933,551	14,209,275
Insurance Charges	3,094,028	2,793,079
Meeting Fees	246,000	100,000
<u>Auditor's Remuneration</u>		
- <i>Audit Fees</i>	885,591	977,897
- <i>Tax Audit Fee</i>	142,500	167,613
Printing & Stationary	3,587,207	3,420,667
Repair And Maintenance	9,719,073	10,528,048
Security Charges	3,709,534	2,785,841
Membership, Subscription & Donation	-	47,650,000
Rates & Taxes	550,034	371,465
Filing Fee/ Other Roc Expenses	87,658	7,000
News Papers, Books & Periodicals	18,233	55,946
Office Maintenance	5,807,116	4,106,599
Amount Written Off	690,297	-
Bad & Doubtful Debts	28,266,903	2,931,474
Total	202,018,926	298,001,470

SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

23.0 FCS Software Solutions Limited ('FCS' or 'the Company' or 'the holding Company') was incorporated on 05th May, 1993. The initial public offer was made in 2005, the company is listed on two stock exchanges in India namely National Stock exchange and Bombay stock exchange.

The Company has its wholly owned subsidiaries in USA, China, Germany, UAE and India (the Company and its subsidiaries constitute 'the group'). The group business consists of software product development and marketing and providing support services mainly for corporate business entities in the BPO, software development and e-learning service sector.

23. Significant Accounting Policies

23.1 Basis for preparation.

The consolidated financial statements are prepared under the historical cost convention on the accrual basis, in accordance with the Indian Generally Accepted Accounting Principles ("GAAP") and mandatory accounting standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant

provisions of the Companies Act, 2013 (“2013 Act”), as applicable and guidelines issued by the Securities and Exchange Board of India (“SEBI”). Accounting policies have been consistently applied except where a newly issued accounting standard, if initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised accounting standards on an ongoing basis.

23.2 Principles of consolidation

These consolidated financial statements relate to the holding company and its subsidiaries (hereinafter collectively referred as “the Group”), which are as follows:

Name of the Company	% Shareholding	Country of incorporation
FCS Software Solutions America Ltd.	100	USA
F.C.S SOFTWARE MIDDLE EAST FZE	100	UAE
FCS Software (Shanghai) Co., Ltd	100	China
Insync Business Solutions Ltd	100	India
FCS SOFTWARE SOLUTIONS GmbH	100	Germany

The consolidated financial statements have been prepared in accordance with the principles and procedures for the preparation and presentation as laid down under Accounting Standard 21 on “Consolidated Financial Statements” specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act, 2013 (“2013 Act”), as applicable.

The financial statements of all the subsidiary companies used in the consolidation are drawn upto the same reporting date as that of the Company i.e., 31 March, 2015.

The financial statements of the parent company and its subsidiaries have been combined on a line by line basis by adding together the book values of all items of assets, liabilities, incomes and expenses after eliminating inter company balances/transactions and resulting unrealised profits in full. Unrealised losses resulting from inter company transactions have also been eliminated except to the extent that the recoverable value of related assets is lower than their cost to the Group. The amount shown in respect of reserves comprise the amount of relevant reserves as per the Consolidated Balance Sheet of the parent company and its share in the post acquisition increase in the relevant reserves of the subsidiaries.

The consolidated financial statements are prepared, to the extent possible, in the same format as that adopted by the parent company for its separate financial statements.

The consolidated financial statements are prepared using uniform accounting policies for the transaction and other events in similar circumstances, except as disclosed otherwise.

23.3 Revenue recognition.

Revenue from software development services and other projects on a time-and –material basis is recognized based on services rendered and billed to clients as per the terms of specific contracts. In the case of fixed-price contracts, revenue is recognized based on the milestones achieved, as specified in the contracts, on a percentage of completion basis. Interest on development of surplus funds is recognized using the time-proportion method, based on interest rates implicit in the transaction. However, those expenses on which revenue had not recognized was considered as work in process as per para 239.

23.4 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Group are segregated based on the available information.

23.5 Cash and cash equivalents (for purposes of Cash Flow Statement)

Cash comprises cash on hand and demand deposits with banks. Cash equivalents are short-term balances (with an original maturity of three months or less from the date of acquisition), highly liquid investments that are readily convertible into known amounts of cash and which are subject to insignificant risk of changes in value.

23.6 Foreign exchange transactions and translation of financial statements of foreign subsidiaries

Foreign exchange transactions are recorded at the exchange rates prevailing at the date of transaction. Realised gains and losses on foreign exchange transactions during the year are recognised in the Consolidated Statement of Profit and Loss. Monetary current assets and monetary current liabilities that are determined in foreign currency are translated at the exchange rate prevalent at the date of Consolidated Balance Sheet. The resulting difference is recorded in the Consolidated Statement of Profit and Loss.

The Group follows Accounting Standard (AS) 30 – “Financial Instruments: Recognition and Measurement” to the extent that the adoption does not conflict with existing mandatory accounting standards and other authoritative pronouncements, Company law and other regulatory requirements.

The financial statements of the foreign subsidiaries being integral operations are translated into Indian rupees as follows:

- a) Income and expense items are translated at the weighted average exchange rates.
- b) Monetary assets and liabilities denominated in foreign currencies as at the Consolidated Balance Sheet date are translated at the exchange rates on that date.
- c) Non-monetary items which are carried in terms of historical cost denominated in foreign currency are reported using the exchange rate at the date of transaction.
- d) All resulting exchange differences are recognised in the Consolidated Statement of Profit and Loss of the reporting period.
- e) Contingent liabilities are translated at the closing rate.

The financial statements of the foreign subsidiaries being non-integral operations are translated into Indian rupees as follows:

- a) Income and expense items are translated at the weighted average exchange rates.
- b) Assets and liabilities, both monetary and non-monetary are translated at the closing rate.
- c) All resulting exchange differences are accumulated in a foreign currency translation reserve which is reflected under reserves and surplus.
- d) Contingent liabilities are translated at the closing rate.

23.7 Other Income

Interest income is accounted on accrual basis Rental income comprising of rent and other related services from operating lease is recognised in the Consolidated Statement of Profit and Loss on accrual basis.

23.8 Expenditure

Expenses are accounted for on accrual basis and provisions are made for all known losses and liabilities.

23.9 Depreciation

Depreciation on fixed assets is provided using the written down value method, as rates specified in schedule II of the Companies Act, 2013. Depreciation is charged on a pro-rata basis for assets purchased/sold during the year.

23.10 Fixed Assets

Fixed assets are stated at the cost of acquisition including incidental costs related to acquisition and installation. All direct costs are capitalized till the assets are ready to be put to use. Fixed assets under construction, advances paid towards acquisition of fixed assets and cost of assets not put to use before the period/year end, are disclosed as capital work in progress.

(a) Tangible fixed assets and capital work-in-progress

Tangible fixed assets are stated at cost of acquisition less accumulated depreciation and impairment loss, if any. Cost of acquisition includes freight inward, duties, taxes and other directly attributable expenses incurred to bring the assets to their working condition. For Fixed assets under construction and cost of assets not ready for use before the year-end, are disclosed as capital work-in-progress.

(b) Intangible fixed assets

Intangible fixed assets comprising of computer software, are stated at cost of acquisition less accumulated amortization and impairment loss, if any. Intangible fixed assets are capitalized where they are expected to provide future enduring economic benefits. Capitalization costs include license fees and cost of implementation/system integration services. The costs are capitalized in the year in which the software is fully implemented for use.

23.11 Investment

Investments are classified into long-term and current investments based on the intent of management at the time of acquisition. Long-term investments including investment in subsidiaries are stated at cost. Current investments are stated at the lower of cost and the fair value.

23.12 Retirement Benefits.

Contributions to provident fund are charged to the profit and loss account as incurred. Provisions for gratuity and leave encashment are accounted at the year-end and charged off to the profit and loss account.

Company is not providing for the gratuity on the basis of actuarial valuation as prescribed under AS-15 prescribed by ICAI and liability was provided only for those employees who are covered under Gratuity Act as determined by the management.

Company does not owe any liability for bonus as no employee is covered under Payment of Bonus Act and hence no provisions made for Bonus or Ex Gratia.

23.13 Earnings per Share.

Basic earning per share is computed using the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of equity and diluted equity equivalent shares outstanding during the year-end, except where the results would be anti-dilutive.

23.14 Taxation

Current tax is determined on the basis of taxable income and tax credits computed for each of the entities in the Group in accordance with the provisions of applicable tax laws of the respective jurisdictions where the entities are located. Minimum Alternate Tax (MAT) considered in accordance with the tax laws.

Deferred tax is recognized on timing differences, being the differences between the taxable income and the accounting income that originate in one period and are capable of reversal in one or more subsequent periods. Deferred tax is measured using the tax rates and the tax laws enacted or substantively enacted as at the reporting date. Deferred tax liabilities are recognised for all timing differences. Deferred tax assets are recognised for timing differences of items other than unabsorbed depreciation and carry forward losses only to the extent that reasonable certainty exists that sufficient future taxable income will be available against which these can be realised. However, if there are unabsorbed depreciation and carry forward of losses, deferred tax assets are recognised only if there is virtual certainty supported by convincing evidence that there will be sufficient future taxable income available to realise the assets. Deferred tax assets and liabilities are offset if such items relate to taxes on income levied by the same governing tax laws and the entity has a legally enforceable right for such set off. Deferred tax assets are reviewed at each Consolidated Balance Sheet date for their realisability.

The Group offsets deferred tax assets and deferred tax liabilities, and advance income tax and provision for tax, if it has a legally enforceable right and these relate to taxes in income levies by the same governing taxation laws.

23.15 Impairment

Management periodically assesses using external and internal sources where there is an indication that an asset may be impaired. Impairment occurs where the carrying value exceed the present value of future cash flow expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of carrying amount over the higher of the assets net sales price or present value as determined above. The management is of the view that impairment does not apply to the Company, hence not recognized.

23.16 Service tax /VAT input credit

Service tax/VAT input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing / utilising the credits.

23.17 Segment Reporting

The Segment reporting policy complies with the accounting policies adopted for preparation and presentation of financial statements of the Company and is in conformity with Accounting Standard –17 on “Segment Reporting”, on ‘Segment Reporting’ specified as per section 133 of the Companies Act, 2013 read with Rule 7 of the Companies (Accounts) Rules 2014. The segment is based on the Geographies in which group operates and internal reporting systems.

The Profit and Loss for reportable primary Segment is setout below: -

For the Year Ended 31st March 2015						(Amount in Lacs)
Description	INDIA	USA	UAE	CHINA	Total	
Revenue from external customers	1,852.69	5,825.05	-	263.46	7,941.20	
Expenses	708.65	5,131.01	-	205.79	6,045.44	
Segment Result	1,144.03	694.05	-	57.68	1,895.76	
Unallocated Expenses						6,868.35
Operating Profit Before Taxation						(4,972.59)
Other Income						632.80
Finance Charges						84.21
Profit Before Tax & Prior Period Adj.						(4,424.00)
Prior Period Adjustment (Income)/ Expenses						0.22
Provision for Taxation						100.30
Provision for Deferred Tax						(28.25)
Net Profit After Tax						(4,496.28)

For the Year Ended 31st March 2014						(Amount in Lacs)
Description	INDIA	USA	UAE	CHINA	Total	
Revenue from external customers	1,906.13	8,854.21	2,667.73	-	13,428.07	
Expenses	926.38	7,187.10	4,470.51	-	12,583.99	
Segment Result	979.75	1,667.11	(1,802.78)	-	844.09	
Unallocated Expenses						6,981.13
Operating Profit Before Taxation						(6,137.04)
Other Income						479.83
Finance Charges						88.38
Profit Before Tax & Prior Period Adj.						(5,745.60)
Prior Period Adjustment (Income)/ Expenses						0.23
Provision for Taxation						30.36
Provision for Deferred Tax						(12.69)
Net Profit After Tax						(5,763.50)

23.18 Earnings per Share

Basic earning per share is computed using the weighted average number of equity shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of equity and diluted equity equivalent shares outstanding during the year-end, except where the results would be anti-dilutive.

	Year Ended 31.03.2015	Year Ended 31.03.2014
Profit After taxation available to equity shareholders(rupees)	(449,627,990)	(576,810,547)
Weighted average number of equity shares used in Calculating basic earnings per share	1659553100	1,296,813,374
Add: Effect of diluted issue of shares	-	Nil
Weighted average number of equity shares used in Calculating diluted earnings per share	1799553100	1,659,553,100
Face Value of Shares (Rupees)	Rs. 1/-	Rs. 1/-
Basic earnings per share (Rupees)	(0.27)	(0.44)
Diluted earnings per share (Rupees)	(0.25)	(0.35)

23.19 Related Party Transactions:

Lord Buddha Educational Society:

	Year Ended 31.03.2015 (`)	Year Ended 31.03.2014 (`)
- Loans & Advances	193,699,560/-	Nil
- REPAYMENT OF LOAN	Nil	78,000,000/-
- DONATION Paid	Nil	47,650,000/-
- INTEREST Received	33,891,401/-	17,394,396/-
Outstanding Balances as at year end:	March 31, 2015	March 31, 2014
1. Lord Buddha Educational Society	460,788,670/-	269,605,392/-

23.20 Material Events.

Material events occurring after the Balance Sheet date taken into consideration.

23.21 Contingent liabilities

The company has no letters of credit outstanding issued to various vendors as at March 31, 2015.

23.22 Payment to Auditors.

	Current Year	Previous Year
Audit Fee	835,597/-	935,397/-
Tax Audit Fee	142,500/-	160,113/-
Internal Audit	50,000/-	50,000/-
In other capacity	NIL	NIL

23.23 Quantitative Details

The Company is engaged in the software consultancy, technical support services, e-learning and other related allied services. These services cannot be expressed in any generic unit. Hence it is not possible to give the quantitative details of sales and the information as required under paragraphs 3, 4C and 4D of part II of Schedule VI of the Companies Act 1956.

23.24 Imports On CIF basis

	(Amt. in `)	
	31.03.2015	31.03.2014
Capital Goods	Nil	Nil
Capital Goods	Nil	Nil
Software Packages	Nil	Nil

23.25 Expenditure in Foreign Currency

	31.03.2015	31.03.2014
Expenditure incurred overseas:		
- By USA	285,848,405	686,032,611
- By UAE	2,751,826	378,817,908
- By China	27,314,456	Nil
- By Germany	480,814	460,537
- By India Office	Nil	Nil

23.26 Earning in foreign exchange

	31.03.2015	31.03.2014
Income from software development services and products	608,851,452	1,152,194,365

23.27 As explained to us, during the year the Corporate Social Responsibility (CSR) committee has been formed by the Company, however the Company does not qualified the norms specified as required under section 135 of Companies Act, 2013 to contribute towards CSR.

23.28 Previous year figures have been regrouped/ reclassified wherever necessary to correspond with the current year's classification/disclosures.

AUDITOR'S REPORT

As per our separate report of even date

For **SPMG & COMPANY**
Chartered Accountants
Firm Registration Number: 509249C

Sd/-
(Vinod Gupta)
Partner
M.No. : 090687

Place: Noida
Date : May 30, 2015

On behalf of the Board of Directors
For FCS Software Solutions Limited

Sd/-
Dalip Kumar
Chairman & Managing Director

Sd/-
Anil Sharma
Chief Financial Officer

Sd/-
S.N. Sharma
Director

Sd/-
Gagan Kaushik
Company Secretary

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF FCS SOFTWARE SOLUTIONS LIMITED

Report on the Standalone Financial Statements

We have audited the accompanying financial statements of **FCS SOFTWARE SOLUTIONS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2015, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March, 2015, and its profit and its cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - (d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31 March, 2015 and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company does not have any pending litigations which would impact its financial position;
 - ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

For **SPMG & Company**
Chartered Accountants
Firm Registration No.: 509249C

Sd/-

Vinod Gupta

FCA (Partner)

Membership No. 090687

Place : Noida
Dated : May 30, 2015

ANNEXURE TO THE INDEPENDENT AUDITORS' REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- i. In respect of its fixed assets:
 - (a) The Company has generally maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
 - (b) The fixed assets were physically verified during the year by the management in accordance with regular programme of verification which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
- ii. The Company does not have any inventory. Accordingly, the provisions of Clause 3 (ii) of the Order are not applicable to the Company.
- iii. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013.
- iv. In our opinion and according to the information and explanations given to us there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets. Having regard to the explanation that services rendered are for the specialised requirements of the buyers and suitable alternative sources are not available to obtain comparable quotations, there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to sale of services. The Company's operations did not give rise to purchase and sale of inventory during the current year. During the course of our audit, we have not observed any major weakness in such internal control system.
- v. According to the information and explanations given to us, the Company has not accepted any deposit during the year. The Company does not have any unclaimed deposits and accordingly, the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 are not applicable to the Company.
- vi. According to the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under sub-section (1) of Section 148 of the Companies Act, 2013 for the Company.
- vii. According to the information and explanations given to us in respect of statutory dues:
 - (a) The Company has generally been regular in depositing undisputed statutory dues, including Provident Fund, , Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Value Added Tax, Cess and other material statutory dues applicable to it with the appropriate authorities.

We are informed that the operations of the Company during the year did not give rise to any liability for Excise Duty and Customs Duty.
 - (b) There were no undisputed amounts payable in respect of Provident Fund, , Employees' State Insurance, Income-tax, Sales Tax, Wealth Tax, Service Tax, Value Added Tax, Cess and other material statutory dues in arrears as at 31 March, 2015 for a period of more than six months from the date they became payable.

- (c) There are no dues of Income-tax, Sales Tax, Wealth Tax, Value Added Tax and cess which have not been deposited as on 31 March, 2015 on account of disputes.
 - (d) The Company has generally been regular in transferring amounts to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and Rules made there under within time.
- viii. The Company does not have accumulated losses at the end of the financial year and the Company has not incurred cash losses during the financial year covered by our audit and in the immediately preceding financial year.
- ix. According to the information and explanations given to us and the records examined by us, the Company has an overdraft from a Bank to the tune of Rs 579 Lacs against the fixed deposit of the Company.
- x. According to the information and explanations given to us, the Company has not given guarantees for loans taken by others from banks and financial institutions.
- xi. Based on the examination of the books of account and related records and according to the information and explanations given to us, no term loans were obtained by the Company.
- xii. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company and no material fraud on the Company has been noticed or reported during the year.

For **SPMG & Company**
Chartered Accountants
Firm Registration No.: 509249C

Place : Noida
Dated : May 30, 2015

Sd/-
Vinod Gupta
FCA (Partner)
Membership No. 090687

BALANCE SHEET AS AT 31ST MARCH 2015

PARTICULARS	Note No.	As on 31-03-2015 AMOUNT (`)	As on 31-03-2014 AMOUNT (`)
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1	1,659,553,100	1,659,553,100
(b) Advance Preferential Share Warrants		35,000,000	-
(c) Reserves and Surplus	2	4,192,298,222	4,156,753,555
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowings	3	-	673,400
(b) Long-term provisions	4	6,349,641	5,178,614
(4) Current Liabilities			
(a) Short-term borrowings	5	57,850,274	80,242,219
(b) Trade payables		15,620,131	17,545,357
(c) Other current liabilities	6	35,397,646	40,156,031
(d) Short-term provisions	7	8,963,824	1,889,785
Total		<u>6,011,032,838</u>	<u>5,961,992,061</u>
II. Assets			
(1) Non-current assets			
<i>(a) Fixed assets</i>			
(i) Tangible assets	8	290,540,622	284,592,205
(ii) Intangible assets	9	19,408,835	31,887,877
(iii) Capital work-in-progress-Tangible		167,988,919	124,728,926
(iv) Capital work-in-progress-Intangible		-	165,136,501
(b) Non-current investments	10	4,396,195,509	4,340,306,569
(c) Deferred tax assets (net)		10,791,071	7,980,648
(d) Long term loans and advances	11	4,099,142	4,304,448
(e) Preliminary & other Misc Expenses	12	935,197	4,030,301
(2) Current assets			
(a) Work-in -Process	13	-	28,564,864
(b) Trade receivables	14	84,264,727	245,223,701
(c) Cash and cash equivalents	15	386,898,374	319,515,714
(d) Short-term loans and advances	16	576,752,647	342,632,430
(e) Other current assets	17	73,157,795	63,087,877
Total		<u>6,011,032,838</u>	<u>5,961,992,061</u>

For **SPMG & COMPANY**
Chartered Accountants
Firm Registration Number: 509249C
Sd/-
(Vinod Gupta)
Partner
M.No. : 090687

Place : Noida
Date : May 30, 2015

On behalf of the Board of Directors
For FCS Software Solutions Limited

Sd/-
Dalip Kumar
Chairman & Managing Director

Sd/-
S.N. Sharma
Director

Sd/-
Anil Sharma
Chief Financial Officer

Sd/-
Gagan Kaushik
Company Secretary

**PROFIT & LOSS STATEMENT FOR THE
YEAR ENDED 31ST MARCH 2015**

PARTICULARS	Note No.	As on 31-03-2015 AMOUNT (₹)	As on 31-03-2014 AMOUNT (₹)
GROSS REVENUE			
I. Revenue from operations	18	548,496,819	830,821,619
II. Other Income	19	63,978,077	49,517,162
III. Total Revenue (I +II)		612,474,897	880,338,781
IV. EXPENSES			
Employees benefit expenses	20	397,514,760	598,226,435
Financial costs	21	8,421,219	8,838,413
Depreciation and amortization expense		54,933,889	46,637,203
Other expenses	22	138,423,354	265,533,037
Total Expenses		599,293,221	919,235,088
V. Profit(Loss) before exceptional and extraordinary items and tax (III - IV)		13,181,676	(38,896,307)
VI. Exceptional Items (Prior period)		22,419	22,884
VII. Profit before tax (V - VI)		13,159,257	(38,919,191)
VIII. Tax expense:			
Current tax		7,412,000	618,621
Deferred tax		(2,810,423)	(1,297,098)
IX. Profit/(Loss) from the peroid from continuing operations (VII - VIII)		8,557,680	(38,240,714)
X. Earning per equity share:			
(1) Basic		0.01	(0.02)
(2) Diluted		0.01	(0.02)

For **SPMG & COMPANY**
Chartered Accountants
Firm Registration Number: 509249C

Sd/-
(Vinod Gupta)
Partner
M.No. : 090687

Place : Noida
Date : May 30, 2015

On behalf of the Board of Directors
For FCS Software Solutions Limited

Sd/-
Dalip Kumar
Chairman & Managing Director

Sd/-
S.N. Sharma
Director

Sd/-
Anil Sharma
Chief Financial Officer

Sd/-
Gagan Kaushik
Company Secretary

**CASH FLOW STATEMENT FOR THE YEAR ENDED
31st MARCH, 2015**

PARTICULARS	Year Ended 31.03.2015 (`)	Year Ended 31.03.2014 (`)
CASH FLOWS FROM OPERATING ACTIVITIES		
Net Profit Before Tax	13,159,257	(38,919,191)
Adjustments For :		
Depriciation and Amortization	51,838,785	42,965,083
GDR/Deferred Business Development Expenses W/o	3,095,104	3,672,120
Prior Perod Expenditure	22,419.00	22,884
Finance Charges	8,421,219	8,838,413
Cash from Operations before Working Capital Changes	76,536,784	16,579,309
Adjustments for changes in Working Capital:		
Sales of Assests Net	-	-
(Increase)/Decrease in Work-in-Process	28,564,864	8,752,302
(Increase)/Decrease in Trade Receivables	160,958,974	(29,951,751)
(Increase)/Decrease in Loans and Advances	(233,914,911)	88,892,400
(Increase)/Decrease in Other Current Assets	(10,069,918)	(21,030,125)
Increase/(Decrease) in Trade Payables	(1,925,226)	(4,067,663)
Increase/(Decrease) in Current Liabilities	(4,758,385)	18,281,448
Increase/(Decrease) in Provisions	1,451,687	2,278,121
NET CASH GENERATED BY OPERATING ACTIVITIES (1)	16,843,869	79,734,041
CASH FLOWS FROM INVESTING ACTIVITIES		
Purchase of Fixed Assets and change in Capital Work-In-Progress	(74,442,104)	86,330,427
(Increase)/Decrease in Investments	55,888,940	256,979,587
(Increase)/Decrease in Capital Enhancement Exp	-	-
(Increase)/Decrease in Defferred Business Development Exp	-	-
NET CASH FROM IN INVESTING ACTIVITIES (2)	(18,553,164)	343,310,014

PARTICULARS	Year Ended 31.03.2015 (`)	Year Ended 31.03.2014 (`)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceed from Issue of Share Capital	-	300,000,000
Proceed from Issue of Share Premium	-	-
Advance pursuant to Pref. Share Warrant	35,000,000	-
Proceed from Long Term Borrowings	(23,065,345)	(66,322,820)
Increase in Foreign Currency transaction Reserve	33,009,558	31,519,548
Repayment of Long Term Borrowings	-	(425,656)
Income Tax Paid	(4,514,948)	(1,559,357)
Prior Period Expenditure	(22,419)	(22,884)
Finance Charges	(8,421,219)	(8,838,413)
NET CASH USED IN FINANCING ACTIVITIES (3)	31,985,628	254,350,418
NET INCREASE /(DECREASE) IN CASH AND CASH EQUIVALENTS (1+2+3)	67,382,661	(9,225,555)
OPENING BALANCE OF CASH AND CASH EQUIVALENTS	319,515,714	328,741,269
CLOSING BALANCE OF CASH EQUIVALENTS	386,898,375	319,515,714

Notes :

- 1 The above Cash Flow Statement has been prepared under the indirect method set out in Accounting Standard-3, Notified u/s 133 of Companies Act, 2013.
- 2 Cash and cash equivalents consist of cash in hand and balances with scheduled/non scheduled banks.
- 3 The previous year's figures have been recast/restated, wherever necessary, to confirm to current year's classification

For **SPMG & COMPANY**
Chartered Accountants
Firm Registration Number: 509249C

Sd/-
(Vinod Gupta)
Partner
M.No. : 090687

Place : Noida
Date : May 30, 2015

On behalf of the Board of Directors
For FCS Software Solutions Limited

Sd/-
Dalip Kumar
Chairman & Managing Director

Sd/-
Anil Sharma
Chief Financial Officer

Sd/-
S.N. Sharma
Director

Sd/-
Gagan Kaushik
Company Secretary

SCHEDULE TO THE BALANCE SHEET AS AT 31ST MARCH, 2015

	2014-2015 ([₹])	2013-2014 ([₹])
1. SHARE CAPITAL		
Equity Share Capital		
Authorised Share capital		
185,00,00,000 Equity Shares of [₹] 1/- each	1,850,000,000	1,850,000,000
	<u>1,850,000,000</u>	<u>1,850,000,000</u>
A. Issued, subscribed & fully paid share capital		
165,95,53,100 EQUITY SHARES OF Re. 1/- EACH	1,659,553,100	1,659,553,100
[Out of the above 30,00,000 shares of Rs. 10/- each have been issued as bonus shares by capitalisation of general reserve dt. 29.9.99]		
[Out of the above 35,00,000 shares of Rs. 10/- each have been issued as bonus shares by capitalisation of general reserve dt. 20.4.00]		
[Out of the above 35,00,000 shares of Rs. 10/- each have been issued as bonus shares by capitalisation of general reserve dt. 20.4.00]		
[Out of the above 200,00,000 shares of Rs. 1/- each have been issued as conversion of preferential warrents dt. 13.11.09]		
[Out of the above 10,00,00,000 shares of Rs. 1/- each have been issued as GDR 5000,000 (1 GDR equal of 20 equity Shares) dt. 02.12.09]		
[Out of the above 26,47,76,550 shares of Rs. 1/- each have been issued as bonus shares by capitalisation of general reserve dt. 02.03.10]		
[Out of the above 23,00,00,000 shares of Rs. 1/- each have been issued upon conversion of preferential warrents dt. 13.02.2013]		
[Out of the above 40,00,00,000 shares of Rs. 1/- each have been issued upon conversion of preferential warrents dt. 26.02.2014]		
Total	<u><u>1,659,553,100</u></u>	<u><u>1,659,553,100</u></u>
B. Shareholders holding more than 5% of the Ordinary Shares in the Company		
	2014-2015	2013-2014
	(No. of Shares) %	(No. of Shares) %
Mr. Dalip Kumar	185,790,060 11.20	185,790,060 11.20
C. Bonus Shares allotted as fully paidup Bonus Shares for the period of five immediately preceding Years		
PARTICULARS	2014-2015 ([₹])	2013-2014 ([₹])
No Bonus Shares allotted for the period of five immediately preceding Years		

PARTICULARS	2014-2015 (₹)	2013-2014 (₹)
2 RESERVES AND SURPLUS		
Surplus in Statement of Profit & Loss		
At the beginning of the Year	1,059,206,040	1,097,981,110
Profit & loss account for the year	8,557,680	(38,240,714)
Add/(Less): Adjustment on Dep. Previous year	(2,126,205)	-
Add/(Less): Excess Provision Made Last Year	(3,896,366)	(534,356)
	<u>-</u>	<u>-</u>
	1,061,741,149	1,059,206,040
Capital Reserves	188,103,250	188,103,250
Share Premium Account	2,509,944,010	2,509,944,010
General Reserve		
At the beginning of the Year	290,430,982	290,430,982
Add : Transferred during the Year	-	-
	<u>290,430,982</u>	<u>290,430,982</u>
Foreign Currency Transalation Reserve	142,078,831	109,069,273
Total	<u><u>4,192,298,222</u></u>	<u><u>4,156,753,555</u></u>
3 LONG-TERM BORROWINGS		
Secured		
NOIDA AUTHORITY - <i>(pledged against first charge over Land situated at 1A, Sector-73, Noida)</i>	-	673,400
	<u>-</u>	<u>673,400</u>
Total	<u><u>-</u></u>	<u><u>673,400</u></u>
4 LONG-TERM PROVISIONS		
Provisions for employee benefits		
Retirement benefits	6,349,641	5,178,614
	<u>6,349,641</u>	<u>5,178,614</u>
Total	<u><u>6,349,641</u></u>	<u><u>5,178,614</u></u>

PARTICULARS	2014-2015	2013-2014
	(‘)	(‘)
5 SHORT-TERMS BORROWINGS		
Secured		
Canara Bank-Working capital (Secured against Land & Building situated at 54, EHTP Gurgaon, Export Receivables and A-86/Sec-57, NOIDA land & building and Plant & Machineries at NOIDA and personal guarantee of the Directors)	-	80,242,219
Canara Bank OD Account - (<i>Secured against fixed deposit</i>)	57,850,274	-
Total	57,850,274	80,242,219
6 OTHER CURRENT LIABILITIES		
Other payables	35,397,646	40,156,031
Total	35,397,646	40,156,031
7 SHORT-TERM PROVISIONS		
Provision for employee benefits	1,551,824	1,271,164
Others	7,412,000	618,621
Total	8,963,824	1,889,785

8. Tangible

PARTICULARS	GROSS BLOCK			DEPRECIATION/AMORTIZATION			NET BLOCK			
	As at April 1, 2014	ADDITIONS	Deductions	As at March 31, 2015	Upto March 31, 2014	For the Year	Deductions/ Adjustments	As at March 31, 2015	As at April 1, 2015	As at March 31, 2015
	Land									
Freehold/Leasehold	118,959,336	20,476,520	-	139,435,856	-	-	-	-	118,959,336	139,435,856
Buildings	84,560,661	2,838,170	-	87,398,831	22,441,078	3,112,282	-	25,553,360	62,119,583	61,845,471
Furniture, fixtures and office equipment										
Furniture & Fixtures	38,730,345	2,658,546	-	41,448,891	24,668,055	3,935,496	-	28,603,551	14,122,290	12,845,340
Office Equipment	58,549,680	12,409,648	-	70,959,328	41,976,093	9,981,048	-	51,959,141	16,571,587	19,000,187
Vehicles	3,853,675	-	-	3,853,675	3,437,882	135,507	-	3,573,389	415,793	280,286
Computers	648,987,288	9,051,520	-	658,038,808	578,797,056	22,108,270	-	600,905,326	79,241,752	57,133,482
Total (Tangible)	953,700,985	47,434,404	-	1,001,135,389	671,322,164	39,272,603	-	710,594,767	291,430,341	290,540,622
Capital WIP (Tangible)	124,728,926	43,259,993	-	167,988,919	-	-	-	-	124,728,926	167,988,919

9. Intangible

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As at April 1, 2014	ADDITIONS	Deductions	As at March 31, 2015	Upto March 31, 2014	For the Year	Deductions/ Adjustments	As at March 31, 2015	As at April 1, 2015	As at March 31, 2015
	Software & IPR	36,867,259	-	-	36,867,259	4,892,242	12,566,182	-	17,458,424	31,975,017
Total (Intangible)	36,867,259	-	-	36,867,259	4,892,242	12,566,182	-	17,458,424	31,975,017	19,408,835
Capital WIP (Intangible)	165,136,501	-	165,136,501	-	-	-	-	-	165,136,501	-

PARTICULARS	2014-2015 ([^])	2013-2014 ([^])
10 NON-CURRENT INVESTMENTS (AT COST UNLESS STATED OTHERWISE)		
Investments in Equity instruments-Non Traded Unquoted		
In Associates		
M/s.Enstaserv eServices Ltd 9980 Equity shares of Rs.10/- each fully paidup.	99,800	99,800
M/s Myzeal IT Solutions Pvt. Ltd. 5000 Equity Shares of Rs.10/- fully paid	50,000	50,000
Others		
M/s. Pumarth Prperties & Holdings Private 400000 equity shares @ Rs. 10 each at premium of Rs 215	90,000,000	90,000,000
M/s Readystate Infraseservices Private Limited 1,40,000 Equity Shares of Rs.10/- at premium of 1490/- and 47500 Equity Shares of Rs.10/- at premium of Rs. 1141/-	264,672,500	210,000,000
M/s Indian Durobuild Private Limited, 250000 Equity Sharesof Rs. 10 each fully paid up	2,500,000	2,500,000
M/s Master Talant Eduservices Pvt. Ltd. 360000 Equity Shares of Rs.10/- at premium of Rs. 1690/-	612,000,000	612,000,000
In Subsidiaries		
2706 Equity shares of AED 100000/- each fully paidup in M/s.FCS SOFTWARE MIDDLE EAST FZE	3,378,045,643	3,378,045,643
M/s Insync Business Solutions Limited 50000 Equity Shares of Rs.10/- fully paid USD 1.00 PAR VALUE OF 701,000 COMMON STOCK In FCS Software Solutions America Ltd.	626,100 44,858,742	626,100 44,858,742
25000 Equity shares of URO 1/- each fully paidup in M/s.FCS SOFTWARE SOLUTIONS GmbH	2,126,285	2,126,285
FCS Software (Shanghai) Co., Ltd Limited liability Company with registered capital of USD 50000, out of which USD 19990 invested so far	1,216,440	-
Total	4,396,195,509	4,340,306,569
11 LONG TERM LOANS AND ADVANCES		
Unsecured considered good		
Security Deposits	4,093,598	4,298,904
Excise Deposits (PLA)	5,544	5,544
Total	4,099,142	4,304,448

PARTICULARS	2014-2015 ([^])	2013-2014 ([^])
12 PRELIMINERY & OTHER MISC EXPENSES		
Deferred Business Development Exp		
GDR Expenses	4,030,301	7,702,421
Sub total	4,030,301	7,702,421
Less: GDR Expenses W/o	1,067,404	1,644,420
Less: Capital Enhancement Exp. W/O	2,027,700	2,027,700
Total	935,197	4,030,301
13 INVENTORIES		
Work-in-Process	-	28,564,864
Total	-	28,564,864
14 TRADE RECEIVABLES		
Unsecured		
Sundry Debtors	84,264,727	245,223,701
Total	84,264,727	245,223,701
15 CASH AND CASH EQUIVALENTS		
Balances with banks	314,149,258	261,342,939
Cash on hand	610,682	1,918,454
Deposits Account	72,138,435	56,254,322
Total	386,898,374	319,515,714
16 SHORT TERM LOANS AND ADVANCES		
Unsecured and Considered Good		
Other Loans and Advances (Employees, unexpired expenses etc.)	5,560,493	6,072,092
Advance to Suppliers	8,437,959	27,030,467
Loans to others	562,754,195	309,529,871
Total	576,752,647	342,632,430

PARTICULARS	2014-2015 ([^])	2013-2014 ([^])
17 OTHER CURRENT ASSETS		
Interest Accrued on Deposits	6,365,156	765,779
With Statutory Authorities (<i>Includes earlier years</i>)	64,975,027	47,304,143
CENVAT Credits	651,092	968,624
Income accrued, but not due	1,166,519	14,049,330
Total	73,157,795	63,087,877
18 REVENUE FROM OPERATIONS		
Revenue from - Software Development & Other Services	577,061,683	839,573,921
- (Decrease)/Increase in Work-in-Process	(28,564,864)	(8,752,302)
Total	548,496,819	830,821,619
19 OTHE INCOME		
Interest income	46,077,181	22,937,146
Net gain\Loss) on foreign currency transactions	3,096,721	8,845,229
Rent Income	14,640,080	11,727,126
Amount Written Back	164,096	6,007,662
Total	63,978,077	49,517,162
20 EMPLOYEE BENEFITS EXPENSE		
Salaries, wages, Bouns & Subcontracting exp	374,245,322	582,952,339
Contribution to provident and other funds	5,723,968	2,760,418
Gratuity	2,414,340	4,077,620
Software Consultancy Charges	7,622,080	1,216,600
Staff welfare expenses	7,509,050	7,219,458
Total	397,514,760	598,226,435
21 FINANCE COSTS		
Interest expenses	8,421,219	8,838,413
Total	8,421,219	8,838,413

PARTICULARS	2014-2015 ([₹])	2013-2014 ([₹])
22 OTHER EXPENSES		
Salaries & Staff Benefits (Administrative)	20,831,444	104,832,341
Advertisement Expenses	100,861	81,450
Bank Charges/Interest	1,048,824	2,824,664
Travelling & Conveyance	25,940,309	29,010,173
Power & Fuel	21,264,667	14,702,641
Computer Consumables	65,166	75,044
Telephone, Postage & Telegraph	30,675,824	25,831,825
Rent	1,725,890	2,624,099
Legal & Professional charges	9,140,697	11,876,606
Insurance Charges	3,078,915	2,774,929
Meeting Fees	246,000	100,000
<u>Auditor's Remuneration:</u>		
- <i>Audit Fees</i>	857,500	949,807
- <i>Tax Audit Fee</i>	142,500	167,613
Printing & Stationary	3,521,293	3,390,279
Repair And Maintenance	9,719,073	8,891,820
Security Charges	3,709,534	2,785,841
Membership, Subscription and Donations	-	47,650,000
Rates & Taxes	1,320	371,465
Filing Fee/ Other Roc Expenses	68,386	1,000
News Papers, Books & Periodicals	18,233	49,405
Office Maintenance	5,576,622	3,592,233
Amount Written Off	690,297	18,328
Bad & Doubtful Debts written off	-	2,931,474
Total	138,423,354	265,533,037

NOTE-23: SIGNIFICANT ACCOUNTING POLICIES AND NOTES ON ACCOUNTS

Company Overview

FCS Software Solutions Limited ('FCS or 'the Company') was incorporated on 5 May, 1993 in India. The Company made an initial public offer in September 2005. As at 31 March, 2015, the Company is listed on two stock exchanges in India namely National Stock Exchange and Bombay Stock Exchange. The Company has its wholly owned subsidiaries in USA, China, Germany, UAE and India (the Company and its subsidiaries constitute 'the group'). The group business consists of software product development and marketing and providing support services mainly for corporate business entities in the BPO, software development and e-learning service sector.

23. Significant Accounting Policies

23.1 Basis for preparation.

- (i) The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) to comply with the Accounting Standards specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of

the Companies Act, 2013 (“2013 Act”), as applicable and guidelines issued by the Securities and Exchange Board of India (“SEBI”). Accounting policies have been consistently applied except where a newly issued accounting standard, if initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use. Management evaluates all recently issued or revised accounting standards on an ongoing basis. All Income and expenditure having a material bearing on the financial statements are recognized on the accrual Basis.

(ii) **Use of estimates**

The preparation of financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the reporting period. Examples of such estimates include estimates of expected contract costs to be incurred to complete contracts, future obligations under employee retirement benefit plans. Actual result could differ from these estimates.

23.2 Revenue recognition.

Revenue is recognized in accordance with the completion method. Income accrued but not due represents revenue recognized on contracts to be billed in the subsequent period, in accordance with terms of the contract. Further Revenue from software development services and other projects on a time-and –material basis is recognized based on services rendered and billed to clients as per the terms of specific contracts as per milestones achieved, as specified in the contracts, on a percentage of completion basis. Interest on deployment of surplus funds is recognized using the time-proportion method, based on interest rates implicit in the transaction.

23.3 Cash flow statement

Cash flows are reported using the indirect method, whereby profit / (loss) before extraordinary items and tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

23.4 Expenditure

Expenses are accounted for on accrual basis and provisions are made for all known losses and liabilities. Company has booked sales incentive on cash basis.

23.5 Fixed Assets

Fixed assets are stated at the cost of acquisition including incidental costs related to acquisition and installation. All direct costs are capitalized till the assets are ready to be put to use. Fixed assets under construction, advances paid towards acquisition of fixed assets and cost of assets not put to use before the period/year end, are disclosed as capital work in progress.

(a) **Tangible fixed assets and capital work-in-progress**

Tangible fixed assets (except freehold land which is carried at cost) are stated at cost of acquisition less accumulated depreciation and impairment loss, if any. Cost of acquisition includes freight inward, duties, taxes and other directly attributable expenses incurred to bring the assets to their working condition for

Fixed assets under construction and cost of assets not ready for use before the year-end, are disclosed as capital work-in-progress.

(b) Intangible fixed assets

Intangible fixed assets comprising of computer software, are stated at cost of acquisition less accumulated amortization and impairment loss, if any. Intangible fixed assets are capitalized where they are expected to provide future enduring economic benefits. Capitalization costs include license fees and cost of implementation/system integration services. The costs are capitalized in the year in which the software is fully implemented for use.

23.6 Depreciation

Depreciation on fixed assets is provided using the written down value method, as rates specified in schedule II of the Companies Act, 2013. Depreciation is charged on a pro-rata basis for assets purchased/sold during the year.

23.7 Impairment of assets

Management periodically assesses using external and internal sources where there is an indication that an asset may be impaired. Impairment occurs where the carrying value exceed the present value of future cash flow expected to arise from the continuing use of the asset and its eventual disposal. The impairment loss to be expensed is determined as the excess of carrying amount over the higher of the assets net sales price or present value as determined above. The management is of the view that impairment does not apply to the Company, hence not recognized.

23.8 Foreign Currency Transactions.

Foreign exchange transactions are recorded at the exchange rates prevailing at the date of transaction. Realized gains or losses on foreign exchange transactions during the period are recognized in profit and loss account. However, sundry debtors are accounted upon the prevailing rates on the date of invoice issuance. Expenditure in foreign currency is accounted at the conversion rate prevalent when such expenditure is incurred. Where realizations are deposited into, and disbursements made out of, a foreign currency bank account, all transactions during the month are reported at a rate as per the actual monthly rate.

In the case of current assets and current liabilities expressed in foreign currency, the exchange rate prevalent at the end of the year is taken for the purposes of transaction. Exchange differences are arising on foreign currency transactions are recognized as income or expenses in the year in which they arise. In the case of forward contracts, the difference between the forward rate and the exchange rate on the date of the transaction is recognized as income or expenses over the life of the contracts.

23.9 Investment

Investments are classified into long-term and current investments based on the intent of management at the time of acquisition. Long-term investments including investment in subsidiaries are stated at cost. Current investments are stated at the lower of cost and the fair value.

Particulars	2014-15 ([^])	2013-14 ([^])
NON-CURRENT INVESTMENTS		
(AT COST UNLESS STATED OTHERWISE)		
Investments in Equity instruments - Non Traded Unquoted		
In Associates		
M/s.Enstaserv eServices Ltd 9980 Equity shares of Rs.10/- each fully paid up.	99,800	99,800
M/s Myzeal IT Solutions Pvt. Ltd. 5000 Equity Shares of Rs.10/- fully paid	50,000	50,000
Others		
M/s. Pumarth Properties & Holdings Private 400000 equity shares @ Rs. 10 each at premium of Rs 215	90,000,000	90,000,000
M/s Readystate Infraservices Private Limited 1,40,000 Equity Shares of Rs.10/- at premium of 1490/- and 47500 Equity Shares of Rs.10/- at premium of Rs. 1141/-	264,672,500	210,000,000
M/s Indian Durobuild Private Limited, 250000 Equity Shares of Rs. 10 each fully paid up	2,500,000	2,500,000
M/s Master Talant Eduservices Pvt. Ltd. 360000 Equity Shares of Rs.10/- at premium of Rs. 1690/-	612,000,000	612,000,000
In Subsidiaries		
2706 Equity shares of AED 100000/- each fully paidup in M/s.FCS SOFTWARE MIDDLE EAST FZE	3,378,045,643	3,378,045,643
M/s Insync Business Solutions Limited 50000 Equity Shares of Rs.10/- fully paid	626,100	626,100
USD 1.00 PAR VALUE OF 701,000 COMMON STOCK In FCS Software Solutions America Ltd.	44,858,742	44,858,742
25000 Equity shares of URO 1/- each fully paidup in M/s.FCS SOFTWARE SOLUTIONS GmbH	2,126,285	2,126,285
FCS Software (Shanghai) Co., Ltd Limited liability Company with registered capital of USD 50000, out of which USD 19990 invested so far	1,216,440	-
	4,396,195,510	4,340,306,569

23.10 Retirement Benefits.

Own Contributions to provident fund and ESI are charged to the profit and loss account as incurred. Provisions for gratuity and leave encashment are accounted at the year-end and charged off to the profit and loss account.

Company has provided the provision for gratuity and leave encashment on the basis of actuarial valuation as prescribed under AS-15 prescribed by ICAI and liability was provided only for those employees who are covered under Gratuity Act as certified by valuer.

Company does not owe any liability for bonus as no employee is covered under Payment of Bonus Act and no provision for Bonus or Ex Gratia was made.

23.11 Earning per Share

Basic earning per share is computed using the weighted average number of equity shares outstanding during the year in pursuance with AS-20 prescribed by ICAI. Diluted earnings per share is computed using the weighted average number of equity and diluted equity equivalent shares outstanding during the year-end, except where the results would be anti-dilutive.

	Year Ended 31.03.2015	Year Ended 31.03.2014
Profit After taxation available to equity shareholders(rupees)	8,557,680	(38,240,714)
Weighted average number of equity shares used in Calculating basic earning per share	1,659,553,100	1,296,813,374
Add: Effect of diluted issue of shares	Nil	Nil
Weighted average number of equity shares used in Calculating diluted earning per share	1,799,553,100	1,659,553,100
Face Value of Shares (Rupees)	Rs. 1/-	Rs. 1/-
Basic earnings per share (Rupees)	0.01	(0.03)
Diluted earnings per share (Rupees)	0.01	(0.023)

23.12 Income Tax

- a. Provision is made for income tax on a yearly basis in pursuance with the provision prescribed under Income Tax Act, 1961 under the tax-payable method, based on the tax liability as computed after taking credit for allowances and exemptions as the case may be.
- b. In compliance of Accounting Standard-22 on "Accounting for taxes on Income" issued by ICAI, the company has recorded the deferred tax Asset of Rs. 2,810,423/- for the year ended March 31, 2015, has been provided and the post tax profit has accordingly increased

The item-wise details of deferred tax liability are as under: -

	Year Ended 31.03.2015 (`)	Year Ended 31.03.2014 (`)
Deferred Tax(Liability)/Assets		
(1) Depreciation	8,802,407	6,462,984
Add: Deferred Tax Assets		
(2) Provision for Retirement Benefits		
- For Gratuity	792,267	412,327
- Leave Encashment	1,196,397	1,105,337
Deferred Tax (Liability)/Assets (Net)	10,791,071	7,980,648

23.13 Employees Stock Option Plan (ESOP).

During the fiscal the company had not issued shares under employees' stock option scheme.

23.14 Managerial Remuneration*

	Year Ended 31.03.2015 ([₹])	Year Ended 31.03.2014 ([₹])
A. Managing Director		
Salary and perquisites	Nil	Nil
Contribution to Provident Fund and other funds	Nil	Nil
Commission	Nil	Nil
B. Executive Directors		
Salary and perquisites	3,677,254	2,457,000
Contribution to Provident Fund and other funds	Nil	Nil
Commission	Nil	Nil
C. Non Executive Directors		
Salary and perquisites	Nil	Nil
Contribution to Provident Fund and other funds	Nil	Nil
Commission	Nil	Nil
Sitting Fee	<u>246,000</u>	<u>100,000</u>
	3,923,254	2,557,000

23.15 Research & Development

Revenue Expenditure incurred on research and development is charged to revenue in the year it is incurred. Assets used for research and development activities are included in fixed assets.

23.16 Foreign Branch

All revenue and expenses transactions are during the year reported at average rate. The assets and liabilities both monetary and non-monetary are translated at the rate prevailing on the balance sheet date. All resulting exchange differences are accumulated in a foreign currency translation reserve until the disposal of the net investment. However the Balance sheet of branch as on 31st March 2015 has been considered and accounted as certified by the certified public accountant and as certified by the management for the purpose of this Balance Sheet.

23.17 Segment Reporting

The Segment reporting policy complies with the accounting policies adopted for preparation and presentation of financial statements of the Company and is in conformity with Accounting Standard –17 on “Segment Reporting”, issued by ICAI. The primary segmentation is based on the Geographies in which Company operates and internal reporting system. The Company operates in two main Geographical Segments India and USA.

The Profit and Loss for reportable primary Segment is setout below: -

For the Year Ended 31st March 2015 (Amount in Lacs)

Description	India	USA	Total
Revenue from external customers	1,365.95	4,404.67	5,770.62
Expenses	545.43	3,715.36	4,260.80
Segment Result	820.52	689.30	1,509.82
Unallocated Expenses			1,933.57
Operating Profit Before Taxation			(423.75)
Other Income			639.78
Finance Charges			84.21
Profit Before Tax & Prior Period Adj.			131.82
Prior Period Adjustment (Income)/ Expenses			0.22
Provision for Taxation			74.12
Provision for Deferred Tax			(28.10)
Net Profit After Tax			85.58

For the Year Ended 31st March 2014 (Amount in Lacs)

Description	India	USA	Total
Revenue from external customers	1340.21	7,055.53	8,395.74
Expenses	535.15	5,534.63	6,069.79
Segment Result	805.05	1520.9	2,325.95
Unallocated Expenses			3,121.70
Operating Profit Before Taxation			(795.75)
Other Income			495.17
Finance Charges			88.38
Profit Before Tax & Prior Period Adj.			(388.96)
Prior Period Adjustment Income/ Expenses			0.23
Provision for Taxation			6.19
Provision for Deferred Tax (Assets)/Liability			(12.97)
Net Profit After Tax			(382.41)

23.18 Provision and contingencies

The Company recognizes a provision when there is a present obligation as a result of a past event and it is probable that it would involve an outflow of resources and a reliable estimate can be made of the amount of such obligation. Such provisions are not discounted to their present value and are determined based on the management's estimation of the obligation required to settle the obligation at the balance sheet date. These are reviewed at each balance sheet date and adjusted to reflect management's current estimates. Contingent assets are not recognized in the financial statements.

23.19 Service tax input credit

Service tax input credit is accounted for in the books in the period in which the underlying service received is accounted and when there is reasonable certainty in availing / utilising the credits.

23.20 Related Party Transactions:

	(Amt. in `)	
	31.03.2015	31.03.2014
A. List of Related parties-Where control exists		
Wholly owned subsidiary companies		
Insync Business Solutions Limited:		
- Provision for Services	26,412,050/-	38,821,009/-
Investments in Subsidiaries:		
- FCS Software Solutions GmbH	Nil	2,126,285/-
- FCS Software Solutions America Ltd.	Nil	44,746,824/-
- FCS Software (Shanghai) Co., Ltd	1,216,440/-	Nil
B. Others		
Lord Buddha Educational Society:		
- Loans & Advances	193,699,560/-	Nil
- REPAYMENT OF LOAN	Nil	78,000,000/-
- DONATION Paid	Nil	47,650,000/-
- INTEREST Received	33,891,401/-	17,394,396/-
Outstanding Balances as at year end:	March 31, 2015	March 31, 2014
1. Lord Buddha Educational Society	460,788,670/-	269,605,392/-
2. Insync Business Solutions Limited	26,217,159/-	22,410,877/-
3. FCS Software Solutions GmbH	2,126,285/-	2,126,285/-
4. FCS Software Solutions America Ltd.	44,746,824/-	44,746,824/-
5. FCS Software (Shanghai) Co., Ltd	1,216,440/-	Nil

23.21 Material Events.

Material events occurring after the Balance Sheet date taken into consideration while preparing the financial statement for the year.

23.22 Payment to Auditors.

	Current Year	Previous Year
Audit Fee	807,500/-	907,307/-
Tax Audit Fee	142,500/-	160,113/-
Internal Audit	50,000/-	50,000/-
In other capacity	NIL	NIL

23.23 Imports On CIF basis.

(Amt. in Rs.)

	Current Year	Previous Year
1. Capital Goods	Nil	Nil
2. Software Packages	Nil	Nil

23.24 Expenditure in Foreign Currency

	Current Year	Previous Year
<u>Expenditure incurred overseas:</u>		
- Incurred by US Branch	142,645,494	505,008,444
- By India Office	Nil	Nil

23.25 Earning in foreign exchange

	Current Year	Previous Year
Income from software development services and products including US Branch	440,466,528	705,553,258

23.26 As explained to us, during the year the Corporate Social Responsibility (CSR) committee has been formed by the Company, however the Company does not qualified the norms specified as required under section 135 of Companies Act, 2013 to contribute towards CSR.

23.27 The Previous year figures have been regrouped/ reclassified wherever necessary to make them comparable with the current year figures.

AUDITOR'S REPORT

As per our separate report of even date

For **SPMG & COMPANY**
Chartered Accountants
Firm Registration Number: 509249C

Sd/-
(Vinod Gupta)
Partner
M.No. : 090687

Place: Noida
Date : May 30, 2015

On behalf of the Board of Directors
For FCS Software Solutions Limited

Sd/-
Dalip Kumar
Chairman & Managing Director

Sd/-
Anil Sharma
Chief Financial Officer

Sd/-
S.N. Sharma
Director

Sd/-
Gagan Kaushik
Company Secretary

**FCS SOFTWARE SOLUTIONS AMERICA LIMITED
BALANCE SHEET AS AT 31ST MARCH 2015**

ASSETS

	Schedule	As at Mar 31, 2015 (Amt. in USD)	As at Mar 31, 2015 (Amt. in `)	As at Mar 31, 2014 (Amt. in USD)	As at Mar 31, 2014 (Amt in `)
Current Assets					
Cash and Bank Balances	4	200,347	12,539,736	144,932	8,710,443
Sundry Debtors	3	74,163	4,461,852	256,617	15,422,682
Other current assets	5	17,269	1,080,836	17,706	1,064,102
Total current assets		291,779	18,262,424	419,255	25,197,227

LIABILITIES AND STOCKHOLDERS' EQUITY

Current liabilities

Accounts payables	6	387,212	24,235,601	495,649	29,788,530
Accounts payable- expenses	-	-	-	-	-
Total current liabilities		387,212	24,235,601	495,649	29,788,530
Accounts Payable - FCS USA	-	-	-	-	-
Share Capital	1	701,000	44,858,742	701,000	44,858,742
Reserves and surplus	2	(7,964,33)	(50,831,919)	(777,394)	(44,450,045)
Total liabilities and stockholder's equity		291,779	18,262,424	2,214,741	25,197,227

For FCS Software Solutions America Limited
Sd/-
Director
Place: Noida
Date: 20th May 2015

FCS SOFTWARE SOLUTIONS AMERICA LIMITED
STATEMENT OF INCOME AND RETAINED EARNINGS FOR THE PERIOD ENDED
31ST MARCH, 2015

Schedule	As at Mar 31, 2015 (Amt. in USD)	As at Mar 31, 2015 (Amt. in `)	As at Mar 31, 2014 (Amt. in USD)	As at Mar 31, 2014 (Amt. in `)
Income				
Software Development Services	2,322,791	142,038,676	2,973,021	179,867,749
TOTAL	2,322,791	142,038,676	2,973,021	179,867,749
Expenses				
Software Development, Delivery and Support Expenses	7	2,149,184	131,422,602	2,796,975
Administration, Selling and Other Expenses	8	192,646	11,780,308	195,160
Total Operating Expenses		2,341,830	143,202,910	2,992,135
Operating Profit/ (Loss)		(19,039)	(1,164,234)	(19,114)
Financial Expenses			-	-
Income (loss) before income taxes		(19,039)	(1,164,234)	(19,114)
Provision for income taxes		-	-	-
Net Income (loss)		(19,039)	(1,164,234)	(19,114)
Retained earnings, beginning of period		(777,394)	(36,207,811)	(758,280)
Distribution		-	-	-
Retained earnings, end of period & transferred to balance sheet		(796,433)	(37,372,045)	(777,394)

For FCS Software Solutions America Limited
Sd/-
Director
Place: Noida
Date: 20th May 2015

F.C.S SOFTWARE MIDDLE EAST FZE RAS AL KHAIMAH, U.A.E.
BALANCE SHEET AS ON MARCH 31, 2015

	Notes	31-03-2015 USD	31-03-2015 AED	31-03-2015 INR	31-03-2014 USD	31-03-2014 AED	31-03-2014 INR
NON-CURRENT ASSETS							
FIXED ASSETS - INTANGIBLE							
Computer Software & IPR Products		45,226,128	165,979,888	2,081,568,599	52,911,596	194,185,556	2,435,330,691
CURRENT ASSETS							
Trade receivables	5	-	-	-	514,382	1,887,782	30,914,362
Other receivables & Pre-paid bus. Dev. Exp.	6	8,590,814	31,528,297	380,020,945	10,308,980	37,833,957	456,025,133
Cash and cash equivalents	7	-	-	-	28,856	105,902	1,734,263
		8,590,814	31,528,297	380,020,945	10,852,218	39,827,641	488,673,758
TOTAL ASSETS		53,816,942	197,508,185	2,461,589,544	63,763,814	234,013,197	2,924,004,449
CURRENT LIABILITIES							
Trade payables	8	-	-	-	36,152	132,669	2,172,735
Other payables	9	16,711	61,328	1,045,911	16,711	61,328	1,004,302
		16,711	61,328	1,045,911	52,863	193,997	3,177,037
NON-CURRENT LIABILITIES							
Long term liabilities	10	-	-	-	-	-	-
		-	-	-	-	-	-
TOTAL LIABILITIES		16,711	61,328	1,045,911	52,863	193,997	3,177,037
SHAREHOLDERS' FUNDS							
Share capital		73,732,970	270,600,000	3,378,045,643	73,732,970	270,600,000	3,378,045,643
Statutory reserve	11	786,936	2,888,055	35,358,429	786,936	2,888,055	35,358,429
Retained earnings	12	(20,759,383)	(76,186,926)	(955,345,764)	(10,848,662)	(39,814,583)	(494,963,111)
Equity fund		53,760,523	197,301,129	2,458,058,308	63,671,244	233,673,472	2,918,440,961
Shareholders' current account	13	39,708	145,728	2,485,324	39,708	145,728	2,386,451
TOTAL EQUITY AND LIABILITIES		53,816,942	197,508,185	2,461,589,543	63,763,814	234,013,197	2,924,004,449

INCOME STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2015

	Notes	01-04-2014 to 31-03-2015 USD	01-04-2014 to 31-03-2015 AED	01-04-2014 to 31-03-2015 INR	28-10-2013 to 31-03-2014 USD	28-10-2013 to 31-03-2014 AED	28-10-2013 to 31-03-2014 INR
Sales		-	-	-	4,409,477	16,182,783	266,773,359
Cost of sales	14	-	-	-	(6,143,375)	(22,546,183)	(371,674,159)
Gross profit		-	-	-	(1,733,898)	(6,363,400)	(104,900,800)
Deduct							
General & administrative expenses	15	2,196,396	8,060,772	105,248,080	1,837,951	6,745,280	83,251,339
Finance costs	16	28,856	105,903	1,764,561	1,114	4,088	67,397
Amortisation of intangible assets		7,685,468	28,205,668	353,762,092	7,685,468	28,205,668	353,762,092
Total expenses		9,910,720	36,372,343	460,774,733	9,524,533	34,955,036	437,080,828
Net Profit for the period		(9,910,721)	(36,372,343)	(460,774,733)	(11,258,432)	(41,318,436)	(541,981,628)

Approved by the directors on May 15, 2015
For F.C.S. Software Middle East FZE

Sd/-
Dalip Kumar
Managing Director
Place: Noida

**INSYNC BUSINESS SOLUTIONS LIMITED
BALANCE SHEET AS AT 31ST MARCH 2015**

PARTICULARS	Note No.	As at 31-03-2015 AMOUNT (₹)	As at 31-03-2014 AMOUNT (₹)
I. EQUITY AND LIABILITIES			
(1) Shareholders' Funds			
(a) Share Capital	1	500,000	500,000
(b) Advance Preferential Share Warrants		-	
(c) Reserves and Surplus	2	18,246,343	13,033,032
(2) Share application money pending allotment			
(3) Non-Current Liabilities			
(a) Long-term borrowings		-	4,500,000
(b) Defferred Tax Liability (Net)			-
(c) Long-term provisions		-	-
(4) Current Liabilities			
(a) Short-term borrowings		-	-
(b) Trade payables		27,612,603	23,077,836
(c) Other current liabilities	3	4,364,194	3,249,214
(d) Short-term provisions	4	2,707,952	2,910,814
Total		53,431,092	47,270,896
II. Assets			
(1) Non-current assets			
(a) Fixed assets	5	189,014	312,558
(b) Defferred Tax Assets (Net)		45,973	31,750
(c) Preliminary & other Misc Expenses	6	-	4,857
(2) Current assets			
(a) Trade receivables	7	28,293,788	25,595,985
(b) Cash and cash equivalents	8	9,606,146	4,308,950
(c) Short-term loans and advances	9	54,781	94,781
(d) Other current Assets	10	15,241,390	16,922,015
Total		53,431,092	47,270,896

For **SPMG & COMPANY**
Chartered Accountants
Firm Registration Number: 509249C
Sd/-
(Vinod Gupta)
Partner
M.No. : 090687

Sd/-
Dalip Kumar
Director

On behalf of the Board of Directors
For Insync Business Solutions Limited

Sd/-
Govinda Sahu
Director

Place : Noida
Date : May 30, 2015

INSYNC BUSINESS SOLUTIONS LIMITED
PROFIT & LOSS STATEMENT FOR THE PERIOD ENDED 31ST MARCH 2015

PARTICULARS	Note No.	As at 31-03-2015 AMOUNT (₹)	As at 31-03-2014 AMOUNT (₹)
GROSS REVENUE			
I. Revenue from operations	11	75,085,530	95,413,408
II. Other Income		861,765	25,353
Total Revenue (I +II)		75,947,295	95,438,761
III. EXPENSES			
Employees benefit expenses	12	53,628,185	73,972,743
Financial costs		-	-
Depreciation and amortization expense		110,596	163,248
Other expenses	13	14,402,417	13,828,580
Total Expenses		68,141,198	87,964,571
IV. Profit/(Loss) before exceptional and extraordinary items and tax (II-III)		7,806,097	7,474,190
V. Exceptional Items (Prior period)		-	-
VI. Profit before tax (VI - V)		7,806,097	7,474,190
VII. Tax expense:			
Current tax		2,618,000	2,417,781
Deferred tax		(14,223)	27,636
VIII. Profit/(Loss) from the peroid from continuing operations (VI - VII)		5,202,320	5,028,773
IX. Earning per equity share:			
(1) Basic		104.05	100.58
(2) Diluted		104.05	100.58

For **SPMG & COMPANY**
Chartered Accountants
Firm Registration Number: 509249C
Sd/-
(Vinod Gupta)
Partner
M.No. : 090687

Sd/-
Dalip Kumar
Director

On behalf of the Board of Directors
For Insync Business Solutions Limited

Sd/-
Govinda Sahu
Director

Place : Noida
Date : May 30, 2015

FCS Software Solutions GmbH It-Dienstleistungen, Düsseldorf
BALANCE SHEET AS AT 31ST MARCH 2015

ASSETS

	AS AT 31.03.2015 EUR	AS AT 31.03.2015 INR	AS AT 31.03.2014 EUR	AS AT 31.03.2014 INR
A. Current assets				
I. Receivables and other assets				
2. Other assets	555	37,462	624	51,542
II. Cash-in-hand, central bank balances, bank balances and cheques	15,407	1,040,139	21,574	1,781,613
Total assets	15,962.10	1,077,601.37	22,198.54	1,833,155.00
	EUR	INR	EUR	INR
A. Equity				
I. Subscribed capital	25,000	2,126,285	25,000	2,126,285
II. Accumulated losses brought forward	(5,439)	(460,537)	-	-
III. Net loss for the financial year	(6,206)	(480,813)	(5,438)	(460,537)
IV. Foreign Currency Transaction	-	(283,339)	-	(50,365)
B. Provisions				
1. Other provisions	2,500	168,775	2,150	177,547
C. Liabilities				
1. Trade payables	107	7,230	487	40,225
-of which due within one year EUR 107,10				
Total equity and liabilities	15,962	1,077,601	22,198	1,833,155

For **FCS Software Solutions GmbH**

Sd/-

Dalip Kumar
Director

Date : 20th May, 2015
Place : Noida

FCS Software Solutions GmbH, Düsseldorf
Income statement from 01.04.2014 - 31.03.2015

	AS AT 31.03.2015 EUR	AS AT 31.03.2015 INR	AS AT 31.03.2014 EUR	AS AT 31.03.2014 INR
1. Other operating Income				
Operating Income	-	-	-	-
Total	-	-	-	-
2. Other operating expenses				
a) Period-end closing and audit costs				
aa) Insurance premium fees & contributions	128	9,916		
ab) Miscellaneous other operating expenses	2,451	189,845		
Legal and consulting costs	-	-	315	26,674
Period-end closing and audit costs	2,320	179,730	2,150	182,062
Bookkeeping cost	1,290	99,936	170	14,396
Total	6,189	479,428	2,635	223,132
Incidental monetary transaction cost	18	1,385	4	301
Ordinary operating expenses	-	-	800	67,744
Other operating expenses foreign currency transation	-	-	2,000	169,360
Total	18	1,385	2,804	237,405
3. Result from ordinary activities	6,206	480,133	5,439	460,537
4. Net loss for the financial year	(6,206)	(480,813)	(5,439)	(460,537)

For **FCS Software Solutions GmbH**

Sd/-
Dalip Kumar
Director

Date : 20th May, 2015
Place : Noida

Balance sheet as at 31st March, 2015
Company: FCS Software(Shanghai) Co., Ltd.

ASSETS

Item	Line	Closing Balance (Yuan)	Closing Balance (INR)
Floating Assets	1	—	—
Bank And Cash	2	1,773,596.97	17,558,610.00
Settlement Reserves	3	-	
Lending Funds	4	-	
Transactional Monetary Assets	5	-	
Bill Receivable	6	-	
Accounts Receivable	7	334,762.00	3,314,144.00
Prepayment	8	-	
Premiums Receivable	9	-	
Reinsurance Receivables	10	-	
Reinsurance Contract Reserve	11	-	
Interest Receivable	12	-	
Other Accounts Receivable	13	52,942.07	524,126.00
Buying Back The Sale Of Financial Assets	14	-	
Inventories	15	-	
Raw Material	16	-	
Goods In Stock	17	-	
Non-Floating Assets Within 1 Year	18	-	
Other Non-Floating Assets	19	-	
Sub-Total Floating Assets	20	2,161,301.04	21,396,880.00
Non-Current Assets	21	—	—
Loansreleased And Advance	22		
Financial Assets Available For Sale	23		
Held-To-Maturity Investments	24		
Long-Term Accounts Receivable	25		
Long-Term Equity Investments	26		
Investments In Real Estates	27		
Original Value Of Permanent Assets	28		
Less: Accumulatie Depreciation	29		
Net V Alue Of Permanent Assets	30	-	-
Less: Provisions For Impairment	31		
Net Amount Of Permanent Assets	32	-	-
Construction In Progress	33		
Engineering Materials	34		
Liquidation Fixed Assets	35		
Production Of Biological Assets	36		
Oil And Gas Assets	37		
Intangible Assets	38		
Development Expenses	39		
Goodwill	40		
Long-Term Prepaid Expenses	41		
Deferred Income Tax Assets	42		
Other Non-Current Assets	43		
Physical Assets Reserve Specifically Authorized	44		
Sub-Total Non-Floating Assets	45	-	-
Total assets	64	2,161,301.04	21,396,880.00

Balance sheet as at 31st March, 2015
Company: FCS Software(Shanghai) Co., Ltd.

LIABILITIES

Item	Line	Closing Balance (Yuan)	Closing Balance (INR)
Floating Liabilities	65	—	—
Short-Term Liability	66		
Debts With Central Bank	67		
Deposits From Customers And Inter Bank	68		
Loans From Other Banks And Financial Institutions	69		
Transactional Financial Liabilities	70		
Bills Payable	71		
Accounts Payable	72	2,119,096.18	20,979,052.00
Advance Payment	73		
Financial Assets Sold For Repurchase	74		
Handling Charges And Commissions Payable	75		
Salary Payable	76		
Therein: Salary	77		
Welfare	78		
Therein: Bonus And Welfare Funds	79		
Taxes Payable	80	16,302.22	161,392.00
Therein: Taxes Payable	81		
Interest Payable	82		
Other Accounts Payable	83		
Reinsurance Payable	84		
Reserves For Insurance Contract	85		
Acting Trading Securities	86		
Acting Underwriting Securities	87		
Non-Floating Debts Valid Within 1 Year	88		
Other Floating Liabilities	89		
Sub-Total Floating Liabilities	90	2,135,398.40	21,140,444.00
Non-Floating Liabilities	91	—	—
Long-Term Borrowings	92		
Bonds Payable	93		
Long-Term Accounts Payable	94		
Special Payables	95		
Liabilities In Advance	96		
Deferred Liabilities Of Income Tax	97		
Other Non-Floating Liabilities	98		
Therein: Funds Reserve Specifically Authorized	99		
Sub-Total Non-Floating Liabilities	100	-	-
Total Liabilities	101	2,135,398.40	21,140,444.00
Owners Equity (Or Shareholders Equity)	102	—	—
Paid-In Capital	103	123,210.36	1,216,440.00
Official Capital	104		
Collective Capital	105		
Legal Person Capital	106		
Therein: State-Owned Legal Person Capital	107		
Collective Legal Person Capital	108		
Individual Capital	109		
Foreign Capital	110		
Less: Investments Returned	111		

Balance sheet as at 31st March, 2015
Company: FCS Software(Shanghai) Co., Ltd.

LIABILITIES

Item	Line	Closing Balance (Yuan)	Closing Balance (INR)
Net Paid-In Capital (Or Share Capital)	112	123,210.36	1,216,440.00
Capital Reserve	113		
Less: Treasury Stock	114		
Special Reserves	115		
Surplus Reserves	116		
Therein Legal Earned Surplus Reserve	117		
Optional Surplus Reserve	118		
Funds Reserve	119		
Development Funds	120		
Investment Returned With Profit	121		
N General Risk Preparation	122		
Un-Distributed Profit	123	-97,307.72	-968,208.00
Foreign Currency Translation Differences	124	-	8,204.00
Sub-Total Equity Attributable To Parent Company	125	25,902.64	256,436.00
Minority Interest	126		
Total Oners Equity	127	25,902.64	256,436.00
Total liabilities and owners' equity	128	2,161,301.04	21,396,880.00

Profit Statement for the year 2014-15
Company: FCS Software(Shanghai) Co., Ltd.

Item	Line	Closing Balance (Yuan)	Closing Balance (INR)
1. Total Business Revenue	1	2,647,864.10	26,346,248.00
Including : Operating Revenue	2	2,647,864.10	26,346,248.00
ThereinMain Business Revenue	3	2,647,864.10	26,346,248.00
Other Business Revenue	4		
Interes Received	5		
Premiums Earned	6		
Charges And Commisions Received	7		
2. Total Business Cost	8	2,693,835.38	26,803,659.00
Therein ^y Business Cost	9	2,064,076.00	20,537,554.00
Therein Main Business Cost	10	2,064,076.00	20,537,554.00
Other Business Cost	11		
Interest Expense	12		
Charges And Commisions Paid	13		
Return Insurance Premium	14		
Compensation Expenses-Net	15		
Insurance Coontract Reserve-Net	16		
Bond Insurance Expense	17		
Reinsuranse Expense	18		
Tax On Business And Attached	19	8,737.97	86,943.00
Operating Expense	20		
Management Expense	21	620,676.49	6,175,730.00
ThereinEntertainment Expense	22		
Reserch And Decelopment Expense	23		
Financial Expense	24	344.92	3,432.00

Profit Statement for the year 2014-15
Company: FCS Software(Shanghai) Co., Ltd.

Item	Line	Closing Balance (Yuan)	Closing Balance (INR)
Therein Interest Expense	25		
Interest Revenue	26		
Net Exchange Loss	27		
Assets Impairment Loss	28		
Other Items	29		
Income From Changes In The Fair Value (Losses Marked With "-")	30		
Investment Income (Losses Marked With "-")	31		
Therein: Investment Income From Joint Venture	32		
Currency Exchange Revenue	33		
3. Operating Profit	34	(45971.28)	(457,411.00)
Non-Operating Revenue	35		
Therein	36		
Non-Floating Assets Handling Revenue	37		
	38		
Non-Monetary Exchange Profits	39		
Government Subsidiaries	40	811.78	8,077.00
Income Of Debts Reorganization	41		
Less Non-Operating Expense	42		
Therein: Loss Of Non-Floating Asset Handling	43		
Non-Monetary Exchange Loss	44	(46783.06)	(465,488.00)
Loss of Debts Reorganization	45	50524.66	502,720.00
4. Total Profit (Total Loss Filled With "-")	46	(97307.72)	(968,208.00)
Less Income Tax	47	(97307.72)	(968,208.00)
5. Net Profit (Net Loss Filled With "-")	48	0.00	0.00
Net Profit Attributable To Owners Of Parent Company	49		
Loss Or Interest Of Minority	50		
6. Earnings Per Share	51		
Basic Earnings Per Share	52		
Diluted Earnings Per Share	53	(97307.72)	(968,208.00)
7. Other Comprehensive Income	54		
8. Total Comprehensive Income	55		



FCS Software Solutions Limited

CIN No. L72100DL1993PLC179154

Registered Office

205, 2nd Floor, Agrawal Chamber IV, 27, Veer Sawarker Block,
Vikas Marg, Shakarpur, Delhi – 110 092
Phone: 011-42418371, Fax : 011-42418371
Website: www.fcsltd.com; Email: investors@fcsltd.com

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of Member(s) :

Address :

Regd. Folio No.:..... D.P. ID / Client ID:.....

E-mail :

I / WE, being a member(s) ofequity shares of the above named Company, hereby appoint

1. Name : E-mail Id :

Address :

..... Signature :or failing him/her

2. Name : E-mail Id :

Address :

..... Signature :or failing him/her

3. Name : E-mail Id :

Address :

..... Signature :or failing him/her

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 22nd Annual general meeting of the company, to be held on Thursday, the 24th day of September, 2015 at 9:00 A.M at The Executive Club, 439, Village Sahoorpur, Fatehpur Beri, New Delhi- 110 074 and at any adjournment thereof in respect of such resolutions as are indicated below:

Ordinary Resolution:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2015 and the Audited Statement of Profit and Loss for the year ended 31st March, 2015.
2. To consider re-appointment of Mr. Rohit Pratap Singh (DIN-03564084), as Non Executive Director of the Company, who retires by rotation.
3. To ratify the appointment of Auditors of the Company, M/s SPMG & Co., as Statutory Auditors of the Company and to fix their remuneration for the financial year ending 31st March, 2016.

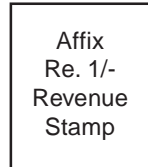
Special Resolution:

1. Re-appointment of Mr. Dalip Kumar (DIN- 00103292) as Managing Director of the Company for a period of 5 years.

Signed this.....day of.....2015

Signature of shareholder

Signature of Proxy holder(s)



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.



FCS Software Solutions Limited

CIN No. L72100DL1993PLC179154

Registered Office

205, 2nd Floor, Agrawal Chamber IV, 27, Veer Sawarker Block,
Vikas Marg, Shakarpur, Delhi – 110 092
Phone: 011-42418371, Fax : 011-42418371
Website: www.fcsltd.com; Email: investors@fcsltd.com

ATTENDANCE SLIP FOR ATTENDING ANNUAL GENERAL MEETING

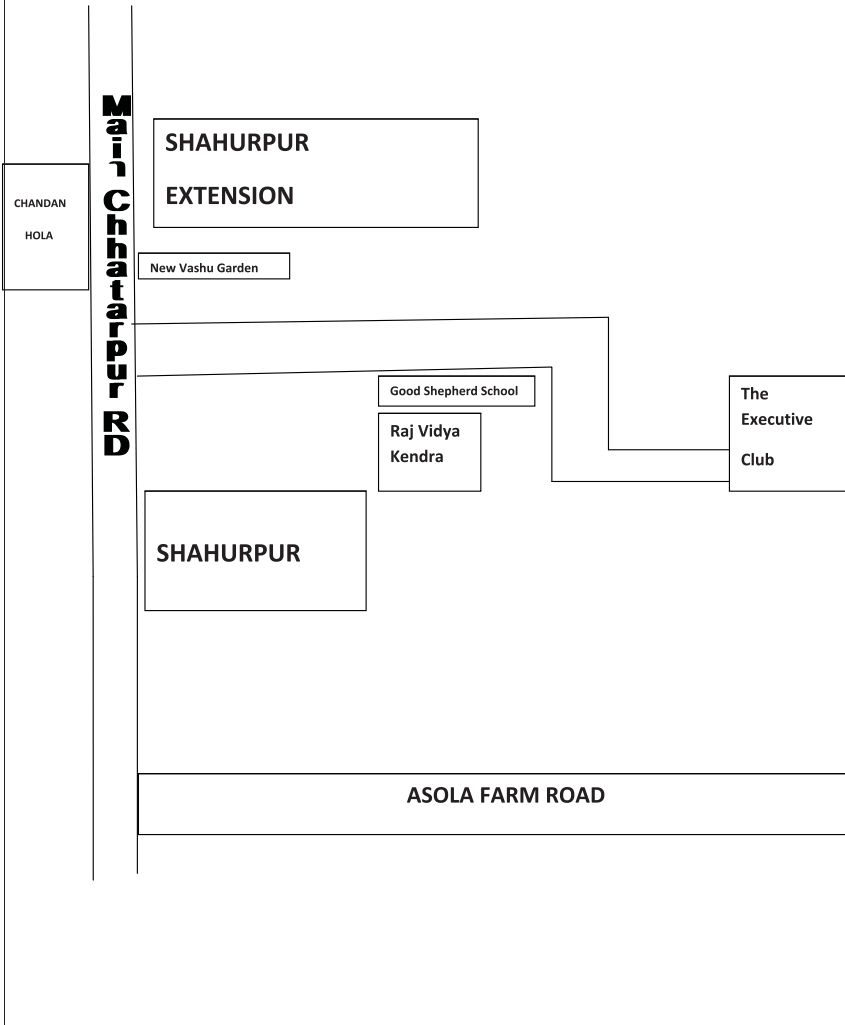
Regd. Folio No.	
No. of Shares held	
DP. ID. No.	
Client ID. No.	

I/ We certify that I/We are Member(s) / Proxy of the Member(s) of the Company holding Shares.

I hereby record my presence at the 22nd Annual General Meeting of the Company on Thursday, 24th day of September, 2015 at The Executive Club, 439, Village Sahoopur, Fatehpur Beri, New Delhi- 110074

Note: Please fill this attendance slip and hand over at the entrance of the meeting hall.

LOCATION OF THE EXECUTIVE CLUB (VENUE OF ANNUAL GENERAL MEETING)



Statutory Auditors

M/S SPMG & Company
Chartered Accountants
3322A, 2nd Floor, Bank Street,
Karol Bagh, New Delhi - 110005
Phone: 011-28728769, 28727385
E mail: vinodgupta_fca@yahoo.co.in
Web site: www.spmg.in

Registered Office

205, 2nd Floor, Agrawal Chamber IV,
27, Veer Sawarker Block, Vikas Marg,
Shakarapur, Delhi – 110 092
Phone: 011-42418371
Fax : 011-42418371
E mail: investors@fcsltd.com
Web site: www.fcsltd.com

Internal Auditors

Mahajan Rajeev & Co.
Chartered Accountants
206, Pratap Chambers-II
15A/44, WEA, Saraswati Marg,
Karol Bagh, New Delhi - 110005

Corporate office

Plot No. 83, NSEZ, Noida Dadri Road,
Phase –II, Noida -201305 [U.P.]
Phone: 0120-4635900
Fax : 0120-4635941
E mail: investors@fcsltd.com
Web site: www.fcsltd.com

Registrar & Share Transfer Agent (RTA)

Link Intime (India) Private Ltd.
Narang Tower-44, Community Centre,
Naraina Industrial Area Phase-1
New Delhi – 110 028, India.

Development centers

- (i) FCS House Plot No. 83, NSEZ, Noida Dadri Road, Phase-II, Noida, Gautam Budha Nagar, (UP) 201305
- (ii) Plot-J-7, Rajiv Gandhi Technology Park, Chandigarh – 160 10
- (iii) FCS House, A-86, Sector – 57, Noida – 201 301[U.P.]
- (iv) I.T. Park, Plot. No. 24, Sahastradhara Road, Dehradun -248 001
- (v) Plot No. 1A, Sector-73, Noida-201301

Company Secretary & Compliance Officer

Gagan kaushik
FCS House, Plot No. 83, NSEZ, Noida
Dadri Road, Phase –II, Noida-201305 [U.P.]
Phone: 0120-4635900, Fax : 0120-4635941
E mail: investors@fcsltd.com
Web site: www.fcsltd.com

REGISTERED BOOK-POST



Registered Office

205, 2nd Floor, Agrawal Chamber IV,
27, Veer Sawarker Block, Vikas Marg,
Shakarpur, Delhi 110092

Corporate office

Plot No. 83, NSEZ, NOIDA Dadri Road,
Phase - II, Noida 201 305 [U.P.]