

## NOTICE

Notice is hereby given that the 14th Annual General Meeting of the Members of the Company will be held on Wednesday, July 25, 2007 at The Executive Club, 439, Village Shahoorpur, Fatehpur Beri, New Delhi - 110 074, at 9.30 A.M. for transacting the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2007 and Profit and Loss Account for the year ended on that date, together with the reports of the Auditors and the Board of Directors thereon.
2. To re-appoint Statutory Auditors in place of M/s. SPMG & Co., Chartered Accountants, who retire at the ensuing Annual General Meeting and being eligible, offer themselves for re-appointment as Statutory Auditors of the Company and to authorize the Board to fix their remuneration.
3. To consider re-appointment of Shyam Sunder Sharma as Director who retires by rotation at the ensuing Annual General Meeting and being eligible offers himself for re- appointment as non-executive director. Shyam Sunder Sharma does not hold any shares of the Company.
4. To consider & approve the declaration of the dividend at the rate of 25 % (including 10 % interim dividend) on the equity shares of the company.



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

**(G. P. Singh)**

*AVP (Legal) & Company Secretary*

Noida  
June 25, 2007

### NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND THE MEETING AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXIES IN ORDER TO BE EFFECTIVE MUST BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY AT LEAST 48 HOURS BEFORE THE TIME FIXED FOR COMMENCEMENT OF THE MEETING. UNDER THE COMPANIES ACT 1956, VOTING IS BY A SHOW OF HANDS, UNLESS A POLL IS DEMANDED BY A MEMBER OR MEMBERS PRESENT IN PERSON OR BY PROXY HOLDING ATLEAST ONE-TENTH OF THE TOTAL SHARES ENTITLED TO VOTE ON THE RESOLUTIONS OR BY THOSE HOLDING PAID UP CAPITAL OF AT LEAST RS. 50,000. A PROXY SHALL NOT VOTE EXCEPT ON A POLL.**
2. The Register of Members and Share Transfer Books of the Company shall remain closed from July 16, 2007 to July 25, 2007 (both days inclusive).
3. Members/Proxy holders are requested to produce at the entrance the enclosed admission slip duly completed and signed, for admission to the meeting.
4. The Register of Director's shareholding, maintained under Section 307 of the Companies Act, 1956 will be available for inspection by the members at the AGM.

5. The Register of Contract, maintained under Section 301 of the Companies Act, 1956 will be available for inspection by the members at the registered office of the Company.

6. Members are requested to notify any change in their address, immediately to the Company at the address mentioned below:

**205, 2nd Floor, Agrawal Chamber IV,  
27, Veer Sawarker Block,  
Vikas Marg, Shakerpur,  
Delhi - 110 092**

7. Subject to the provisions of Section 206 A of the Companies Act, 1956, dividend as recommended by the Board of Directors, if declared at the meeting, will be payable on or after July 25, 2007 to those members whose names appear on the Register of Members as on July 25, 2007.

8. Members whose shareholding is in the electronic mode are requested to direct change of address notifications and updations of savings bank account details to their respective Depository Participants.

9. Members are requested to address all correspondences, including dividend matters, to the Registrar and Share Transfer Agents as mentioned below:

**Intime Spectrum Registry Ltd.  
A-31, 3rd Floor, Near PVR Naraina,  
Naraina Ind. Area, Phase I,  
New Delhi - 110 028, India.**

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



**(G. P. Singh)**

*AVP (Legal) & Company Secretary*

Noida  
June 25, 2007