

## NOTICE

Notice is hereby given that the 15th Annual General Meeting of the Members of the Company will be held on Tuesday, September 30, 2008 at The Executive Club, 439, Village Shahoorpur, Fatehpur Beri, New Delhi - 110 074, at 4.30 P.M. for transacting the following business:

### ORDINARY BUSINESS

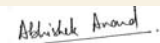
1. To receive, consider and adopt the Audited Balance Sheet as on March 31, 2008 and Profit and Loss Account for the year ended on that date, together with the reports of the Auditors and the Board of Directors thereon.
2. To re-appoint Statutory Auditors in place of M/s. SPMG & Co., Chartered Accountants, 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 Shiv Nandan 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.
4. To consider and declare the dividend on the equity shares of the company.

### SPECIAL BUSINESS

5. To consider and if thought fit, to pass with or without modification(s) the following resolution as ordinary resolution:

RESOLVED THAT Mr. Dhruwa Narain Rai, who was appointed as Additional Director of the Company and who holds office until the date of the Annual General Meeting pursuant to section 260 of the Companies Act, 1956 and Articles of Association of the Company and in respect of whom the Company has received a notice from a member under Section 257 of the Companies Act, 1956, proposing his candidature, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

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



**Abhishek Anand**  
*Company Secretary*

Noida  
Sep 4, 2008

### 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 September 22, 2008 to September 30, 2008 (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 September 30, 2008 to those members whose names appear on the Register of Members as on September 30, 2008.
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-40, Naraina Ind. Area, Phasell,  
Near Batra Banquet Hall  
New Delhi - 110 028, India.**

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

*Abhishek Anand*

**Abhishek Anand**  
*Company Secretary*

Noida  
Sep 4, 2008

## **Explanatory Statement under Section 173(2) of the Companies Act, 1956**

### **Item 5**

**Mr. Dhruwa Narain Rai** was co-opted as an Additional Director of the company with effect from July 31 2008, pursuant to Section 260 of the Companies Act, 1956, read with Article 114 of the Articles of Association of the Company. Mr. Dhruwa Narain Rai holds the office of Director up to the date of the ensuing Annual General Meeting. The Company has received notice in writing from a member along with a deposit of Rs. 500/- proposing the candidature of Mr. Dhruwa Narain Rai for the office of Director under the provisions of Section 257 of the Companies Act, 1956.

None of the Directors of the company other than Mr. Dhruwa Narain Rai is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 5 for the approval of the members.

### **Additional information on directors recommended for appointment or seeking re-election at the Annual General Meeting.**

**Shiv Nandan Sharma** a Science Graduate and Fellow Member of Institute of Chartered Accountants of India, is presently working with Parsavath Group as Advisor and Director for its Subsidiary Parsvnath SEZ Ltd for promoting and setting up 17 SEZs in India for them. His professional career spans over 30 years, he has expert knowledge of the key areas of project planning and execution, marketing, strategic planning, commercial, taxation, finance, regulatory and legal including International Trade. His multi faced professional acumen has been recognized at a Global level, through his nomination in the 30th edition of "Marquis Who's who in Finance and Industry" a USA based publication. During his illustrious career he has held key positions with large corporate houses like the Vardhman Group, Bhilwara Group, Polar Group, Jumbo Global Ltd., Atlas Cycles and DCM Group. He specialises in turnaround and restructuring, with his last assignment being associated with the Madhya Pradesh Government as a nominee of MP Govt. Undertaking, Indian Financial Institutions and the State Bank Group. He is holding directorship in various companies including Vishesh Infotecnics Ltd, Interworld Digital Ltd and Global It Options Ltd apart from being a Life Member and Special Invitee to the Governing Body of International Council of Alternate Disputes Resolution (ICADR).

#### **Directorship and Committee memberships (excluding FCS Software Solutions)**

<b>Sr. No.</b>	<b>Name of the Company</b>	<b>Membership of Board Committees</b>
1	Parsvnath SEZ Ltd.	Visesh Infotecnics Limited.
2	Visesh Infotecnics Limited.	Audit Committee, Remuneration Committee
3	Global IT Options Limited.	
4	Interworld Digital Ltd.	
5	e-vishesh.com Limited.	
6	Parsvnath MIDC Pharma SEZ Private Limited.	
7	Parsvnath Biotech Pvt. Ltd.	
8	Parsvnath Knowledge Park Pvt. Ltd.	
9	Parsvnath Cyber City Private Limited.	
10	Palakkad Infrastructure Private Limited.	
11	Parsvnath Dehradun Info Park Private Limited.	
12	Parsvnath Indore Info Park Private Limited.	
13	Parsvnath Gurgaon Info Park Private Limited.	

#### **Shareholding in FCS**

Shiv Nandan Sharma does not hold any shares of the Company.

**Mr. Dhruwa Narain Rai**, is a Director, IT for Momentive Performance Material. He is responsible for Global SAP/Enterprise Applications. Prior to Momentive he was Global SAP Leader for GE Advanced Materials and CIO for SPX Fire Security business. Before SPX assignment he was Process Information Office (for Supply chain) for GM/Delphi. He started his career with Ernst and Young and went up to the height of practicing lead Supply Chain as Sr. Manager. He has over 18 years of experience in manufacturing, supply chain and IT functions in global corporation. He holds MBA from University of Connecticut and Bachelor's from GB Pant University.

#### **Shareholding in FCS**

Mr. Dhruwa Narain Rai does not hold any shares of the Company.