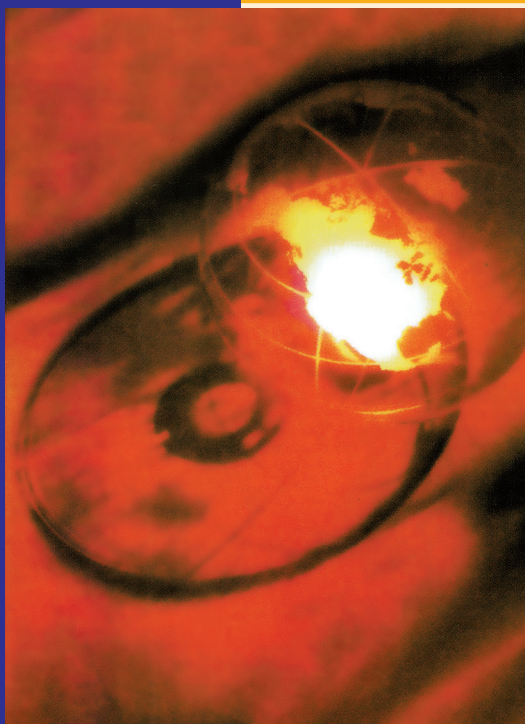


The efficiency catalyst



**24th ANNUAL
REPORT
2016-2017**



BOARD OF DIRECTORS

Dalip Kumar

(Chairman & Managing Director)

Shayam Sunder Sharma

(Non Executive Independent Director)

Shiv Nandan Sharma

(Non Executive Independent Director)

Govinda Sahu

(Whole Time Director)

Shweta Shatsri

(Non-Executive Independent Director)

Sunil Sharma

(Executive Director)

CHIEF FINANCIAL OFFICER

Anil Kumar Sharma

COMPANY SECRETARY & COMPLIANCE OFFICER

Harsha Sharma

Auditors

M/S. SPMG & Company

Chartered Accountants

New Delhi - 110022

Registered Office

205, 2nd Floor, Agrawal Chamber IV,
27, Near Sawarker Block, Vikas Marg,
Shakarpur, 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

HDFC Bank

Wells Fargo Bank

Deutsche Bank

CONTENTS

PAGE

<i>From the Chairman</i>	3
<i>Notice</i>	4
<i>Years at a glance</i>	9
<i>CMD and CFO certification</i>	10
<i>Director's Report</i>	11
<i>Report on Corporate Governance</i>	32
<i>Management discussion and analysis</i>	42
<i>Auditors' report (Consolidated)</i>	45
<i>Consolidated Financial Statements</i>	49
<i>Auditor's report (Standalone)</i>	70
<i>Standalone Financial Statements</i>	75

Development Centers

- (i) FCS House, Plot No. 83, NSEZ, Noida Dadri Road, Phase-II, Noida, Gautam Budha Nagar-201305, (U.P)
- (ii) Plot-J-7, Rajiv Gandhi Technology Park, Chandigarh – 160101
- (iii) FCS House, A-86, Sector – 57 Noida – 201301[U.P.]
- (iv) Plot No. 1A, Sector-73, Noida-201301

Subsidiaries

(a) Foreign Subsidiaries:-

- (i) M/s.FCS Software Solutions GmbH GoethestraBe740237, Dusseldorf, Germany
- (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. Limitd 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,U.S.A.

(b) Indian Subsidiaries:-

- (v) M/s.Insync Business Solutions Limited
- (vi) M/s.Innova e Services Private Limited
- (vii) M/s.Heimdahl Software Systems Private Limited
- (viii) M/s. Stablesecure Infraseservices Private Limited
- (ix) M/s. cGain Analytics Private Limited
- (x) M/s. Zero Time Constructions Private Limited

Legal Advisors

Mahendra & Associates

249, District Court,

Gautam Budha Nagar -201305, (UP)

FROM THE CHAIRMAN

Dear Fellow Stakeholders,

It gives me immense pleasure to welcome you all on behalf of the Board of Directors, in the Company's 24th Annual General Meeting. As your company is going through hard times we just need to focus on our strengths and with the improving economic conditions things will improve for your company as well.

The global economy continued its downfall in 2016. The slowdown in the advanced economies of the West adversely impacted growth levels, resulting in the slowing of the world economic growth to 3.1% from 3.4% in the earlier year. I would like to emphasize that your Company continues to work towards building a stronger base for the future through hard work, dedication and team efforts by demonstrating the ability to take tough decisions that are in the long term interest of your Company and all its Stakeholders.

It has been the endeavor of your Company to pursue and sustain the excellent levels in Corporate Governance and is committed to the Corporate Governance Norms stipulated in the Companies Act and those laid down by the stock exchange and MCA as well.

I would like to express my sincere gratitude and acknowledge the assistance, support and guidance to our management team, staff, bankers, and business associates for the hard work in enabling to achieve success.

And, finally, I would like to place on record our appreciation and sincere thanks to the "Team FCS", for their immense contribution in our forward march.

I would like to cordially invite all the shareholders of the Company to attend the 24th Annual General Meeting (AGM) of the Company on 28th September, 2017 at 9:00 A.M. at The Executive Club, 439, Village, Sahoopur, Fatehpur Beri, New Delhi-110074.

Place: Noida
Date: 25/08/2017

sd/-
Dalip Kumar
(Chairman & Managing Director)

NOTICE

NOTICE is hereby given that the 24th ANNUAL GENERAL MEETING OF THE MEMBERS OF M/s. FCS SOFTWARE SOLUTIONS LIMITED will be held at The Executive Club, 439, Village Sahoorpur, Fatehpur Beri, New Delhi- 110074 on Thursday, 28th September, 2017 at 9:00 A.M. to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements for the year ended as on 31st March, 2017 together with the reports of the Directors and Auditors thereon.
2. To consider re-appointment of Mr. Sunil Sharma (DIN-05359128), 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 an Executive Director of the Company, on the same terms and conditions.
3. To consider appointment of M/s. Aadit Sanyam & Associates, Chartered Accountants (Firm Registration No. 23685N) as auditor of the Company in place of retiring auditor M/s. SPMG & Company, Chartered Accountant (Firm Registration No. 509249C)

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

Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139, 140, 141, 142 and other applicable provisions of the Companies Act, 2013 read with Rule 6 of the Companies (Audit and Auditors) Rules 2014 [including statutory modification(s) or re-enactments(s) thereof, for the time being in force] and pursuant to the recommendation of the Audit Committee and the Board of Directors, M/s Aadit Sanyam & Associates, Chartered Accountants (Firm Registration No. 23685N), be appointed as Statutory Auditors of the Company, in place of retiring Auditors M/s. SPMG & Company, to hold the office from the conclusion of this Annual General Meeting until the conclusion of the 29th Annual General Meeting (subject to ratification of their appointment by the members at every intervening AGM held after this AGM as may be required under the Act), at a remuneration to be determined by the Board of Directors of the Company in addition to the out of pocket expenses as may be incurred by them during the course of Audit.

FURTHER RESOLVED THAT the approval of the Company be and is hereby accorded to the Board of Directors of the Company (including any committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this resolution and to settle any questions, difficulties or doubts that may arise in this regard.”

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

Place: Noida
Date: 25/08/2017

sd/-
Harsha Sharma
(Company Secretary)

NOTES:

1. 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.
2. Pursuant to Section 105 of Companies Act, 2013 and rules made there under, 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.
3. 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.
4. 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.
5. 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 at the Registration Counter at the AGM.
6. The Register of Members and Shares Transfer Books of the Company will remain closed from September 22, 2017 to September 23, 2017 (both days inclusive) for the purpose of Annual General Meeting.
7. To support the 'Green Initiative', the Members who have not registered their e-mail addresses are requested to register the same with RTA/Depositories.

Voting through electronic means

8. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, 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 25th September, 2017 at 09:00 A.M. and ends on 27th September, 2017 at 05:00 P.M. 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 21st September, 2017 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	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both 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 <Company Name> 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 a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xvii) If a demat account holder has forgotten the login 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) Shareholders can also cast their vote using CDSL's mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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 linked in the login 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.
- (xx) 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) The voting period begins on 25th September, 2017 (9:00 am) and ends on 27th September, 2017 (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 of 21st September, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (B) 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. 21st September, 2017 may follow the same instructions as mentioned above for e-voting.
- (C) Mr. Shashi Shekhar, Practicing Company Secretary (Membership No. 37987) has been appointed as Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (D) 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 21st September, 2017.

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

Place: Noida
Date: 25/08/2017

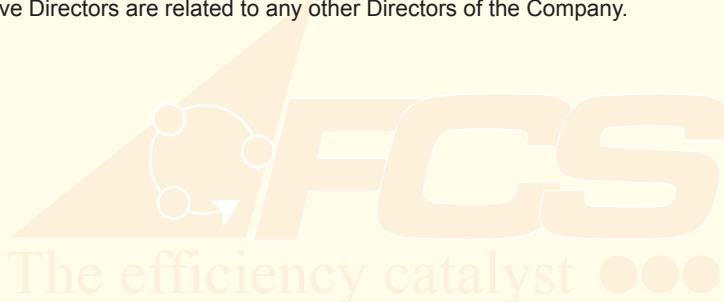
sd/-
Harsha Sharma
(Company Secretary)

**DETAILS OF DIRECTORS SEEKING APPOINTMENT/ REAPPOINTMENT
AS PER REGULATION 36 OF LISTING REGULATIONS WITH
THE STOCK EXCHANGE;**

Name Of Directors	Mr. Sunil Sharma
Date of Birth	10th May, 1975
Category/Designation	Director
Nationality	Indian
Date of Appointment on the Board	13/08/2016
Expertise in specific functional area	More than 16 years of experience as electronics and communication engineer.
Other Directorship in the Other Listed Companies	NIL
Committee position in other Listed entities	NIL

Inter-se relationship between directors as required under Regulation 36 (3) (e) of Listing Regulation:

None of the above Directors are related to any other Directors of the Company.



Years at a Glance

(Rs. In Lakhs)

For the year	2017	2016
Revenue from operations	3660.14	4,249.03
Operating profit (EBITDA)	(758.30)	(471.80312)
Other Income	1021.29	1088.90
Profit before tax (PBT)	(4495.83)	4543.87
Profit after tax (PAT)	(4550.00)	(4594.89)
EPS (par value of Rs. 1 each)	-	-
Basic	(0.25)	(0.59)
Diluted	(0.25)	(0.59)
Dividend	-	-
At the end of the year	-	-
Fixed assets – net	22260.03	25068.55
Investment	3706.56	2958.22
Non current assets	11923.49	10265.85
Net current assets	1696.69	4530.73
Total assets	39586.77	42823.35
Debt	35.75	110.28
Liabilities and short term borrowings	3688.55	2931.34
(Net of deferred tax assets)		
Pending allotment & non controlling interest	312.42	1179.37
Total liabilities & Debts	4036.72	4220.99
Equity (Shareholder funds)/Net worth	35550.05	38602.36

CMD / CFO Certification

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, 2017 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 2016-17, 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 and we have disclosed to the auditors and the audit committee, deficiencies in the design on operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify those deficiencies.
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 2016-17, and that the same have been disclosed in the notes to the financial statement; and
 - (iii) instances of significant fraud of which we are aware and 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**

Place: Noida
Date: 25/08/2017

Sd/-
Dalip Kumar
Chairman & Managing Director

Sd/-
Anil Kumar Sharma
Chief Financial Officer

Declaration by the Chairman & Managing Director under Para D of Schedule V of The SEBI (Listing Obligation And Disclosure Requirements) Regulations, 2015

To,
The Members of FCS Software Solutions Limited,

I, Dalip Kumar, Chairman & 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 year ended 31st March, 2017.

Place: Noida
Date: 25/08/2017

sd/-
Dalip Kumar
Chairman & Managing Director