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FCS/107/2011 **September 26, 2011**

The Bombay Stock Exchange Ltd,
Corporate Relationship Department,
P J Tower, Dalal Street,
Mumbai- 40000

National Stock Exchange of India Limited
Exchange Plaza, Plot No. C/1, G Block,
Bandra Kurla Complex, Bandra (E),
Mumbai- 400051

Sub.: Proceedings of the 18th Annual General Meeting.

Dear Sir,

Pursuant to clause 31 of the Listing Agreement, we wish to inform you that members of the Company at the 18th Annual General Meeting of the Company held today i.e. Monday, the 26th September, 2011 at the Executive Club, 439, Village Shahoorpur, Fatehpur Beri, New Delhi – 110074, have approved all the items by the requisite majority as required for passing Ordinary/ Special resolution as per the notice sent for convening the said AGM as follows:

As Ordinary Business:

1. Adoption of the Audited Profit and Loss Account for the year ended March 31, 2011 and the Balance Sheet as on that date, together with the Reports of the Board of Directors and Auditors thereon.
2. Re-appointment of M/s. SPMG & Co., Chartered Accountants, as Statutory Auditors of the Company for the Financial Year 2011-2012, and authorizing the Board to fix their remuneration.
3. Re-appointment of Mr. Dhruwa Narain Rai as Non-Executive, Independent Director, liable to retire by rotation.

As Special Business:

4. Appointment of Mr. Govinda Sahu as a whole time Director, liable to retire by rotation.
5. Allotment of 18 Crores and 5 Crores preferential convertible warrants to non-promoter and Promoter respectively aggregating to 23 Crores as specified in the notice convening the Annual General Meeting.
6. Rectification of resolution No. 7 for the preferential allotment of warrants, passed in the previous Annual General Meeting held on Monday, September 27, 2010.The resolution in respect of which the words read as "an amount equal to at least 20% or higher percentage of the consideration determined as per regulation 76 shall be paid against each warrant on the date of allotment of warrants", the words "at least 20% or higher" were rectified and read as "at least 25% or higher.

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This is for your information and records.

Thanking you,

Yours truly,
For **FCS Software Solutions Limited**

Gagan Kaushik
(Company Secretary)