

August 28, 2012

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

Dear Sir,

Sub.: Proceedings of the 19th Annual General Meeting

Pursuant to clause 31 of the Listing Agreement, we wish to inform you that members of the Company at the 19th Annual General Meeting of the Company, held today i.e. Tuesday, the 28th day of August, 2012 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, 2012 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 until the conclusion of the next Annual General Meeting, and authorizing the Board to fix their remuneration.
3. Re-appointment of Mr. Shayam Sunder Sharma as Non-Executive, Independent Director, liable to retire by rotation.

As Special Business:

4. Increase in the authorized share capital from Rs. 150,00,00,000/- (Rupees One Hundred fifty Crores) to Rs.185,00,00,000 (Rupees One Hundred Eighty Five Crores), by addition



thereto of 35,00,00,000 (Thirty Five Crores) Equity Shares of Re. 1 each, ranking pari passu in all respect with existing Equity Shares capital of the company.

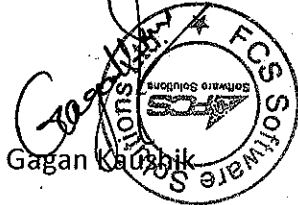
5. Allotment of 25 Crores and 15 Crores preferential convertible warrants to non-promoter category and Promoter category respectively, aggregating to 40 Crores as specified in the notice convening the Annual General Meeting.

This is for your information and records.

Thanking you,

Yours truly,

For FCS Software Solutions Limited


Gagan Kaushik

(Company Secretary)

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