The efficiency catalyst

CIN: L72100DL1993PLC179154

FCS/STX/2021

7th September, 2021

To,

The Bombay Stock Exchange Ltd.,
Corporate Relationship Department,
P J Tower, Dalal Street,
Mumbai- 400001

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

Subject: - Annual Report of the 28th Annual General Meeting of the Company as per Regulation 34 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

Dear Sir,

Pursuant to regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, we are hereby submitting Annual Report of the 28th Annual General Meeting of the Company going to be held on Wednesday, 29th September, 2021 for the Financial Year 2020-21.

This is for your information and record.

Please take note of the same.

Thanking You,

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

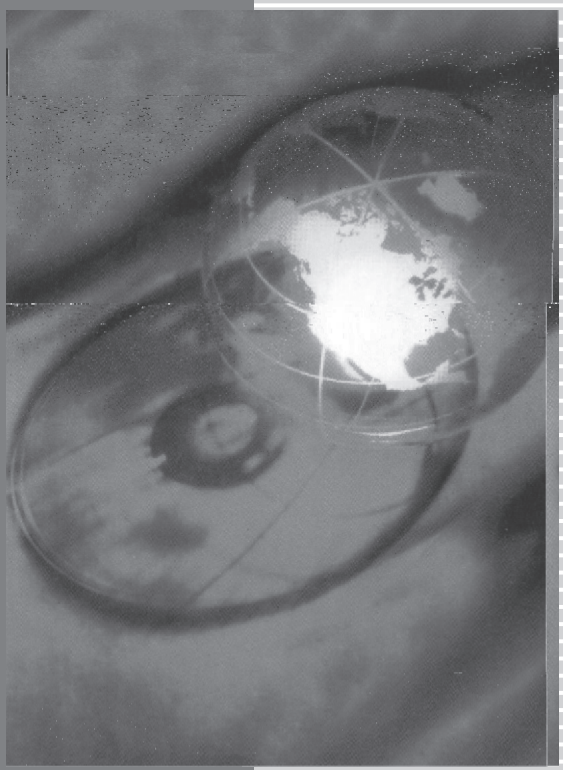
FCS Software Solutions Ltd.

Company Secretary

Harsha Sharma
(Company Secretary)
Membership No.: A33548

Encl: Annual Report 2020-21

enterprise interfaces
collaborative platforms
business processes



28th ANNUAL REPORT 2020-2021

FCS
The efficiency catalyst

BOARD OF DIRECTORS

Dalip Kumar
(Chairman & Managing Director)

Shayam Sunder Sharma
(Non Executive Independent Director)

Shweta Shatsri
(Non-Executive Independent Director)

Raj Kumar Manikpuri
(Non Executive Independent Director)

Sunil Sharma
(Executive Director)

Mahendra Pratap Singh
(Non-Executive Director)

CHIEF FINANCIAL OFFICER
Anil Kumar Sharma

COMPANY SECRETARY & COMPLIANCE OFFICER
Harsha Sharma

Statutory Auditors
M/S. Aadit Sanyam & Associates
Chartered Accountants
New Delhi - 110005

Secretarial Auditors
M/s VS Associates
Company Secretaries

Registered Office
205, 2nd Floor, Agrawal Chamber IV,
27, Veer 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
ICICI Bank
YES Bank

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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

V. Plot No. 54, EHTP, Sector-34, Gurugram-122004

VI. Plot No.-11, HSIIDC Park, Sector-22, Panchkula, Haryana-134109

Subsidiaries

(a) Foreign Subsidiaries:-

I. M/s. FCS Software Solutions GmbH Goethestra Be740237, Dusseldorf, Germany

II. M/s. F.C.S. Software Solutions Middle East FZE, P.O. Box 16111, Ras Ai Khaimah, U.A.E.

(b) Indian wholly owned Subsidiaries:-

III. M/s.Insync Business Solutions Limited

IV. M/s.Stablesecure Infraservices Private Limited

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of The Members of M/s **FCS SOFTWARE SOLUTIONS LIMITED** will be held on Wednesday, 29th Day of September, 2021 at 11.30 AM through Video Conferencing (VC) / Other Audio Visual Means (OAVM) to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt:

a. the Audited Standalone Financial Statements of the Company for the financial year ended on March 31, 2021, including the Audited Balance Sheet, Statement of Profit & Loss (including other comprehensive income), statement of changes in equity and statement of cash flow for the year ended 31st March, 2021 together with the Reports of the Board of Directors and Auditor's Report thereon; and

b. the Audited Consolidated Financial Statements of the Company for the financial year ended on March 31, 2021, including the Audited Balance Sheet, Statement of Profit & Loss (including other comprehensive income), statement of changes in equity and statement of cash flow for the year ended 31st March, 2021 together with the Reports of the Board of Directors and Auditor's Report thereon.

2. To appoint Mr. Sunil Sharma, executive Director of the Company (DIN: 05359128), who retire by rotation and being eligible, offer himself for re-appointment and in this connection to pass the following resolution as an Ordinary Resolution :

"**RESOLVED THAT** pursuant to provisions of Section 152 of Companies Act, 2013, Mr. Sunil Sharma (DIN: 05359128) who retire by rotation and being eligible has offered himself for re-appointment be and is hereby re-appointed as an executive director, who shall be liable to retire by rotation."

SPECIAL BUSINESS:

3. TO APPROVE THE TERMS OF RE-APPOINTMENT OF MR. SUNIL SHARMA (DIN: 05359128) AS AN EXECUTIVE DIRECTOR OF THE COMPANY AND APPROVE HIS REMUNERATION

To Consider and, if thought fit, to pass the following resolution as special resolution:

"RESOLVED THAT pursuant to the provisions of SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 and Sections, 196, 197 and 203 read with Schedule V and Article of Association of the Company as amended from time to time and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 (Including any statutory modification or reenactment(s) thereof for the time being in force), the approval of the shareholders of the Company be and is hereby accorded to approve the terms of re-appointment of and terms of remuneration payable to, including the remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the tenure of appointment of Mr. Sunil Sharma (DIN: 05359128) as an Executive Director of the Company, for a period of five years with effect from 29th September, 2021 to 28th September, 2026 liable to retire by rotation, as recommended by the Nomination & Remuneration Committee, on the terms and conditions including remuneration as set out in explanatory statement

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts relating to the business stated under Item No. 3 is annexed hereto and forms part of this notice.

2. In view of the situation arising due to COVID-19 global pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated General Circular No. 2/2021 dated January 13, 2021 read with Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020, issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 ("MCA Circulars") and Circular No. SEBI / HO / CFD / CMD1 / CIR / P / 2020 / 79 dated May 12, 2020 issued by the Securities and Exchange Board of India ("SEBI Circular"), physical attendance of the Members to the EGM / AGM venue is not required and Annual General Meeting (AGM) be held through Video Conferencing (VC) or Other Audio-Visual Means (OAVM) during the calendar year 2021. The Board of Directors of the Company has decided to adopt the above guidelines issued by Ministry of Corporate Affairs and SEBI in conducting Annual General Meeting of the Company. Hence, Members can attend and participate in the ensuing Annual General Meeting through VC/OAVM, which may not require physical presence of members at a common venue. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM is provided by our RTA i.e. Link Intime India Private Limited.

3. **ONLY A MEMBER IS ENTITLED TO ATTEND AND VOTE AT THE AGM THROUGH VC/OAVM. IN TERMS OF THE MCA CIRCULARS AND SEBI CIRCULAR NO. SEBI/HO/CFD/CMD1/CIR/P/2020/79 DATED MAY 12, 2020, THE REQUIREMENT OF SENDING PROXY FORMS TO HOLDERS OF SECURITIES AS PER PROVISIONS OF SECTION 105 OF THE ACT READ WITH REGULATION 44(4) OF THE LISTING REGULATIONS, HAS BEEN DISPENSED WITH. Accordingly, the facility for appointment of proxies will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**

4. In view of amendment made to Section 139 of the Companies Act, 2013 vide Companies (Amendment) Act, 2017 which was effective from 7th May, 2018 annual ratification of appointment of Statutory Auditors have been done away with. Hence, no resolution has been proposed for the same.

5. Institutional / Corporate Shareholders (i.e. other than individuals / HUF, NRI, etc.) are required to send certified copy of (PDF/JPG Format) Board or governing body Resolution/Authorization letter, authorizing its representative to attend the AGM through VC / OAVM on its behalf and vote.

6. Copies of Notice of 28th Annual General Meeting together with the Annual Report 2020-21 are being sent by electronic mode to all Members whose email addresses are registered with the Company or CDSL / NSDL ("Depositories"). Members may note that the Notice and Annual Report for the financial year 2020-21 will also be available on the Company's Website at www.fcsltd.com, Website of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and National Stock Exchange of India Limited at www.nseindia.com.

7. As per Regulation 40 of SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, "Listing Obligation", as amended, Securities of Listed Companies can be transferred only in dematerialized form with effect form April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risk associated with physical shares and for ease of portfolio management, member holding shares in physical form are requested to consider converting their holding to dematerialized form.

8. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.

9. Since the AGM will be held through VC/OAVM Facility, the Route Map is not annexed in this Notice.

10. Details as per the Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment /re-appointment at the ensuing Annual General Meeting is appended to the Notice.

11. The Members can join the AGM 15 minutes before and after the scheduled time of the commencement

Instructions for Shareholders/ Members to Speak during the Annual General Meeting through InstaMeet:

1. Shareholders who would like to speak during the meeting must register their request 3 days in advance with the company on the agm20@fcsltd.com created for the general meeting.
2. Shareholders will get confirmation on first cum first basis depending upon the provision made by the client.
3. Shareholders will receive "speaking serial number" once they mark attendance for the meeting.
4. Other shareholder may ask questions to the panellist, via active chat-board during the meeting.
5. Please remember speaking serial number and start your conversation with panellist by switching on video mode and audio of your device.

Shareholders are requested to speak only when moderator of the meeting/ management will announce the name and serial number for speaking.

Instructions for Shareholders/ Members to Vote during the Annual General Meeting through InstaMeet:

Once the electronic voting is activated by the scrutinizer/ moderator during the meeting, shareholders/ members who have not exercised their vote through the remote e-voting can cast the vote as under:

1. On the Shareholders VC page, click on the link for e-Voting "Cast your vote"
2. Enter your 16 digit Demat Account No. / Folio No. and OTP (received on the registered mobile number/ registered email Id) received during registration for InstaMEET and click on 'Submit'.
3. After successful login, you will see "Resolution Description" and against the same the option "Favour/ Against" for voting.
4. Cast your vote by selecting appropriate option i.e. "Favour/Against" as desired. Enter the number of shares (which represents no. of votes) as on the cut-off date under 'Favour/Against'.
5. After selecting the appropriate option i.e. Favour/Against as desired and you have decided to vote, click on "Save". A confirmation box will be displayed. If you wish to confirm your vote, click on "Confirm", else to change your vote, click on "Back" and accordingly modify your vote.
6. Once you confirm your vote on the resolution, you will not be allowed to modify or change your vote subsequently.

Note: Shareholders/ Members, who will be present in the Annual General Meeting through InstaMeet facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting facility during the meeting. Shareholders/ Members who have voted through Remote e-Voting prior to the Annual General Meeting will be eligible to attend/ participate in the Annual General Meeting through InstaMeet. However, they will not be eligible to vote again during the meeting.

Shareholders/ Members are encouraged to join the Meeting through Tablets/ Laptops connected through broadband for better experience.

Shareholders/ Members are required to use Internet with a good speed (preferably 2 MBPS download stream) to avoid any disturbance during the meeting.

Please note that Shareholders/Members connecting from Mobile Devices or Tablets or through Laptops connecting via Mobile Hotspot may experience Audio/Visual loss due to fluctuation in their network. It is therefore recommended to use stable Wi-FI or LAN connection to mitigate any kind of aforesaid glitches.

	• Existing user of who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any • If the user is not registered for Easi/Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/EasiRegistration • Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP where the E Voting is in progress.
Individual Shareholders (holding securities in demat mode) & login through their depository participants	• You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. • Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME.	1. Open the internet browser and launch the URL: https://instavote.linkintime.co.in ➢ Click on **"Sign Up"** under **'SHARE HOLDER'** tab and register with your following details: - **A. User ID:** Shareholders/ members holding shares in **physical form shall provide** Event No + Folio Number registered with the Company. **B. PAN:** Enter your 10-digit Permanent Account Number (PAN) (Members who have not updated their PAN with the Depository Participant (DP)/ Company shall use the sequence number provided to you, if applicable. **C. DOB/DOI:** Enter the Date of Birth (DOB) / Date of Incorporation (DOI) (As recorded with your DP / Company - in DD/MM/YYYY format) **D. Bank Account Number:** Enter your Bank Account Number (last four digits), as recorded with your DP/Company. • Shareholders/ members holding shares in **physical form** but have not recorded 'C' and 'D', shall provide their Folio number in 'D' above ➢ Set the password of your choice (The password should contain minimum 8 characters, at least one special Character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter). ➢ Click "confirm" (Your password is now generated). 2. Click on 'Login' under **'SHARE HOLDER'** tab. 3. Enter your User ID, Password and Image Verification (CAPTCHA) Code and click on **'Submit'.** 4. After successful login, you will be able to see the notification for e-voting. Select **'View'** icon**.** 5. E-voting page will appear. 6. Refer the Resolution description and cast your vote by selecting your desired option **'Favour / Against'** (If you wish to view the entire Resolution details, click on the **'View Resolution'** file link). 7. After selecting the desired option i.e. Favour / Against, click on **'Submit'.** A confirmation box will be displayed. If you wish to confirm your vote, click on **'Yes',** else to change your vote, click on 'No' and accordingly modify your vote.

Institutional shareholders**:**

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on the e-voting system of LIIPL at https://instavote.linkintime.co.in and register themselves as **'Custodian / Mutual Fund / Corporate Body'**. They are also required to upload a scanned certified true copy of the board resolution /authority letter/power of attorney etc. together with attested specimen signature of the duly authorised representative(s) in PDF format in the **'Custodian / Mutual Fund / Corporate Body'** login for the Scrutinizer to verify the same.

Individual Shareholders holding securities in Physical mode & evoting service Provider is LINKINTIME, have forgotten the password:

- Click on **'Login'** under **'SHARE HOLDER'** tab and further Click **'forgot password?'**
- Enter **User ID,** select **Mode** and Enter Image Verification (CAPTCHA) Code and Click on **'Submit'.**
    - In case shareholders/ members is having valid email address, Password will be sent to his / her registered e-mail address.
    - Shareholders/ members can set the password of his/her choice by providing the information about the particulars of the Security Question and Answer, PAN, DOB/DOI, Bank Account Number (last four digits) etc. as mentioned above.
    - The password should contain minimum 8 characters, at least one special character (@!#$&*), at least one numeral, at least one alphabet and at least one capital letter.

Individual Shareholders holding securities in demat mode with NSDL/ CDSL have forgotten the password:

- Shareholders/ members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned depository/ depository participants website.

➢ It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

➢ For shareholders/ members holding shares in physical form, the details can be used only for voting on the resolutions contained in this Notice.

➢ During the voting period, shareholders/ members can login any number of time till they have voted on the resolution(s) for a particular "Event".

Helpdesk for Individual Shareholders holding securities in demat mode:

In case shareholders/ members holding securities in demat mode have any technical issues related to login through Depository i.e. NSDL/ CDSL, they may contact the respective helpdesk given below:

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 or 022-23058542-43.

Helpdesk for Individual Shareholders holding securities in physical mode/ Institutional shareholders & evoting service Provider is LINKINTIME.

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EXPLANATORY STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

The following Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ("Act"), sets out all material facts relating to the business mentioned under Items of the accompanying Notice dated September 3, 2021

Item No. 3

It would be appropriate to re-appoint and approve remuneration of Mr. Sunil Sharma as an executive Director of the Company for a period of five years with effect from 29th September, 2021 to 28th September, 2026. The Board of Directors of the Company on the recommendation of the Nomination and Remuneration Committee recommends re-appointment of Mr. Sunil Sharma, Executive Director of the Company subject to the approval of members/ shareholders of the Company in Annual General Meeting to be held on Wednesday, 29th day of September, 2021 as a Special Resolution, at the remuneration, in accordance with norms laid down in section 196, 197 and other applicable provisions of the Companies Act, 2013 and the rules made there under Schedule V of Companies act, 2013.

The proposed remuneration and terms and conditions of appointment of Mr. Sunil Sharma (DIN:) are as given below:

Remuneration, benefits and perquisites:

I. **Salary**: A total Salary within the range of Rs. 10,00,000/- (Ten Lakhs) Rs. 12,00,000/- (Twelve Lakhs) per annum including all the allowances and perquisites, shall be payable to him with the power to the Board or any committee thereof, to increase the salary within the said range on the basis of his performance..

II. **Limits on Remuneration**: The remuneration as specified in clauses above shall be subject to the overall limits as specified under Sections 196, 197 and other applicable provisions read with Schedule V of the Companies Act, 2013.

The Board of Directors or any committee thereof may alter/vary the terms and conditions of the appointment of Mr. Sunil Sharma including increase/variation in remuneration, from time to time, provided that the aggregate of the above salary, allowances, perquisite, variable pay and other benefits shall not exceed **Rs. 12,00, 000 Twelve Lakhs per annum**

III. **Minimum Remuneration**:

Subject to the provisions of the Companies Act, 2013 and or any other approval required, if any, under any other act, the consent of the Shareholders is being accorded that the above remuneration shall be minimum remuneration payable to this Director in the event of absence or inadequacy of profits in any financial year during his tenure.

Save and except Mr. Sunil Sharma and his relatives, none of the other Directors / Key Managerial Personnel of the Company / their relatives are in anyway, concerned or interested, financially or otherwise, in the resolution set out at Item No. 3 of the Notice.

The Board recommends this resolution for the approval of the members as Special Resolution.

IV. **Sitting Fees:** He shall not be paid sitting fees for attending the meetings of the Board of Directors of the Company and committees thereof.

Mr. Sunil Sharma is liable to retire by rotation during his tenure as an executive Director.

The following additional information as required by Schedule V of the Companies Act, 2013 is given below:

I. **GENERAL INFORMATION:**

1. **Nature of Industry:**

   FCS Software Solutions Limited was incorporated on May 05, 1993 and the Company is engaged in the business of providing IT and ITES Services.

2. **Date or expected date of commencement of commercial production:**

   May 05, 1993.

3. **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

4. **Financial performance based on given indicators:** As per audited Standalone Financial Results for the year ended March 31, 2019 to March 31, 2021

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There are no set standards for remuneration in the industry. The executive remuneration in the industry has been increasing significantly in last few years. Having regard to the type of industry, trends in the industry, size of the Company, the responsibilities, academic background and capabilities, the Company believes that the remuneration proposed to be paid to Mr. Sunil Sharma is appropriate.

5. **Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any:**

Mr. Sunil Sharma, except to the extent of Directors Remuneration does not have any pecuniary relationship, whether directly or indirectly, with the Company or with any managerial personnel of the Company.

III. OTHER INFORMATION:

1. **Reasons of loss or inadequate profits:** The losses in this financial year was due to exceptional items (refer note No. 1.24) of standalone balance sheet and statement of profit and loss.
2. **Steps taken or proposed to be taken for improvement:** As on date the Company is mainly focused on its business and is also planning to expand its business by increasing the range of services.
3. **Expected increase in productivity and profits in measurable terms:** The Company is conscious about improvement in productivity and continually undertakes measures to improve its productivity and profitability. The Management is confident of achieving sustained revenue growth in the future.

IV. DISCLOSURES:

The information and disclosures of the remuneration package of the managerial personnel have been mentioned in the Annual Report in the Corporate Governance Report under the heading Remuneration in Rupees paid or payable to Directors for the year ended March 31, 2021

The Board recommends this Resolution for your approval.

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

Sd/-
Harsha Sharma
(**Company Secretary**

Place: Noida
Date: 03/09/2021

Years at a Glance (Consolidated Financial Statements)

(Rs. In Lakhs)

For the year	**2021**	**2020**
Revenue from operations	3,405.87	3,733.11
Other Income	269.70	341.39
Operating profit (EBITDA)	830.18	105.85
Profit before tax (PBT)	(1,157.40)	(2,298.62)
Profit after tax (PAT)	(1,232.53)	(2,380.26)
EPS (par value of Rs. 1 each)		
Basic	(0.07)	(0.14)
Diluted	(0.07)	(0.14)
Dividend	-	-
At the end of the year		
Property, Plant and Equipment	20,448.18	21,079.07
Non-Current Investment	8,818.16	9,055.23
Non-Current Assets	2,314.23	2,874.75
Current assets	2,074.24	1,154.67
Total assets	**33,654.81**	**34,163.71**
Borrowings	2,461.04	2,709.08
Liabilities (Current & Non-Current)	1,193.68	1,018.83
Pending Allotment & non controlling interest	-	-
Total Liabilities & Debts	**3,654.71**	**3,727.91**
Equity (Shareholders Fund)/ Net Worth	**30,000.10**	**30,435.80**

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4. Share Capital

The paid up capital of the Company as on March 31, 2021 was Rs. 17095.53 Lakhs comprising of 17095.53 Lakh equity shares of Re.1 each. During the year under review, there has been no change in the capital structure of the Company.

5. Changes in the nature of business

There were no change in the nature of business of the company during the year under review.

6. Material changes and Commitments

There has been no material changes and commitments affecting the financial position of the company which have occurred between the end of the financial year of the company to which the balance sheet relates and the date of this report.

7. Transfer to Reserves

The Board of Directors of your company, has decided not to transfer any amount to the Reserves for the year under review.

8. Dividend

The Directors have decided not to recommend any dividend due to losses incurred by the Company during the year under review.

9. Director and Key Managerial Personnel (KMP)

The Board of your Company is duly constituted in accordance with the requirements of the Companies Act, 2013 read with the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Change in Board of Directors:-

Mr. Rajkumar Manikpuri (DIN:08614902) was regularized as non executive independent director by shareholders by passing ordinary resolution at the 27th AGM of the Company held on 29th September, 2020 for a period of five (5) years w.e.f. 14th November, 2019.

Retire by Rotation:-

In accordance with the provisions of the Companies Act, 2013, Mr. Sunil Sharma (DIN: 05359128), Executive Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible offer himself for re-appointment. The Board recommends to the member the appointment of Mr. Sunil Sharma (DIN: 05359128) as Director of the Company in the ensuing Annual General Meeting of the Company.

The details of Mr. Sunil Sharma (DIN: 05359128), as required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and as per Secretarial Standard - 2 of General Meeting are contained in the accompanying Notice calling Twenty Eighth (28th) Annual General Meeting of the Company, which forms an integral part of this Report.

Key Managerial Personnel:-

There had been no change in the Key Managerial Personnel of the Company during the year under review.

10. Number of Meetings of the Board of Directors

The Board met six times during the financial year 2020-21, the details of the Board Meeting with regard to their dates and attendance of each director have been provided in the Corporate Governance Report that forms part of this Annual Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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2. that the directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year.

3. that the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

4. that the directors had prepared the annual accounts on a going concern basis.

5. that the Board of Directors had laid down internal financial controls to be followed by the Company and that such internal financial controls are adequate and operating effectively.

6. that the Board of Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

15. Annual Return

Pursuant to Section 92(3) read with Section 134(3)(a) of the Act, the Annual Return as on March 31, 2021 will be available on the Company's website at www.fcsltd.com.

16. Statement on Declaration under Section 149(6) of the Companies Act, 2013

The Independent Directors of the Company have given the declaration and confirmation to the Company as required under Section 149(7) of the Companies Act, 2013 and Regulation 25(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 confirming that they meet the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 read with Regulation 16(1)(b) and 25(8) of Listing Regulations and have confirmed that they are not aware of any circumstance or situation which exists or may be anticipated that could impair or impact their ability to discharge their duties.

All Independent Directors have registered their name in the Independent Directors data bank maintained by the Indian Institute of Corporate Affairs.

FAMILIARIZATION PROGRAM FOR INDEPENDENT DIRECTORS:

Independent Directors are familiarized about the Company's operations and businesses. Interaction with the Business heads and key executives of the Company is also facilitated.

17. Particulars of Remuneration of Directors, Key Managerial Personnel and Employees

Information as per Section 197(12) of the Companies Act, 2013 read with Rules 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is given in **"Annexure E"** to this report.

The statement containing particulars of employees as required under Section 197(12) of the Act read with Rule 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is not provided since there were no employees who were drawing remuneration more than Rs. 102 lakhs per annum during the year or Rs. 8.5 lakhs per month if employed for part of the financial year under review.

18. Policy on directors' appointment and remuneration and other details

The Company's policy on directors' appointment and remuneration and other matters provided in Section 178(3) of the Act has been disclosed in the Corporate Governance Report, which is a part of this report.

The Board of Directors of our Company have reviewed the affairs of all the subsidiary companies. A statement of holding company's interest in subsidiaries as required under Section 129 of the Companies Act, 2013, forms part of this annual report.

A Statement containing salient features of the financial statement of subsidiaries is provided in Form- AOC-1 as **"Annexure A"** to this Director's Report. In accordance with the third proviso of the Section 136(1) of the Companies Act, 2013, the Annual Report of the Company, containing therein its standalone and consolidated financial statements have been placed on the website of the Company, www.fcsltd.com

19. Particulars of Contract or Arrangement with Related Party

The particulars of contracts or arrangements with related parties referred to in Section 188(1) of the Companies Act, 2013 are given in form no. AOC-2 as **"Annexures-B"** to this report. In compliance with Regulation 46(2)(g) of listing regulation policy on dealing with related party transactions as approved has been hosted on the Company's website.

20. Particulars of Loan, Guarantees or Investments

In Compliance with the provisions of Section 134(3)(g) forming part of this Annual Report particulars of loans, Guarantees and Investment covered under the provisions of section 186 of Companies Act, 2013 are provided in the notes to the Financial Statement.

21. Conservation of energy, research and development, technology absorption, foreign exchange earnings and outgo

The particulars as prescribed under section 134(3)(m) of the Companies Act, 2013, read with Rule 8(3) of the Companies (Accounts) Rules, 2014, in respect of conservation of energy, technology absorption, foreign exchange earnings and outgo etc. are furnished in **"Annexure C"** which forms part of this Report.

22. Deposits

The Company has not accepted any deposits within the purview of provisions of Section 73 of the Companies Act, 2013, read with Companies (Acceptance of Deposits) Rules, 2014, and as such, no amount on account of principal or interest was outstanding as on the date of Balance Sheet during the year under review. Hence, the requirement of furnishing of details of deposits which are not in compliance with Chapter V of the Act is not applicable.

23. Corporate Social Responsibity (CSR)

In terms of provisions of section 135 of the Companies Act, 2013 & Rule 9 of Companies (Corporate Social Responsibility) Rule, 2014 and other clarification issued by Ministry of Corporate Affairs, the provisions of Section 135 of the Companies Act, 2013 is not applicable to the Company during the period under review.

Annual Report on CSR pursuant to clause (o) of sub-Section (3) of Section 134 of the Act and Rule 9 of the Companies (Corporate Social Responsibility Policy) Rules, 2014 is Annexed as **"Annexure-D"** of the Director's Report.

24. Subsidiaries, Joint Ventures and Associate Company as per Companies Act, 2013

As of 31st March, 2021, Company has Two Wholly Owned Subsidiary Companies outside India, viz. F.C.S Software Middle East FZE in UAE and FCS Software Solutions GmbH, in Germany. FCS has two Wholly Owned Subsidiary Companies in India i.e. Insync Business Solutions Limited and Stablesecure Infraservices Private Limited.

M/s. Enstaserv Eservices Limited is the associate company of FCS Software Solutions Limited.

During the year under review, Innova E Services Private Limited, cGain Analytics Private Limited, and Zero Time Constructions Private Limited ceases to be wholly owned subsidiaries of the Company.

The consolidated Financial Statements of the Company and its subsidiaries, prepared in accordance with Indian Accounting Standards notified under the Companies (Indian Accounting Statndards) Rules, 2015 (Ind AS) forms part of the Annual Report and are reflected in consolidated financial statement of the Company.

of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

34. Auditors

Statutory Auditors

M/s. Aadit Sanyam & Co., Chartered Accountant, is the existing statutory auditor of the Company were appointed at 24th Annual General Meeting held on 28th September, 2017 to hold the office till conclusion of our 29th Annual General Meeting for a period of 5 years.

The Audit Report on the Financial Statements of the Company for the financial year ended March 31, 2021 read with relevant Notes thereon are self-explanatory and do not call for any further explanation. The Auditors Report does not contain any qualification, reservation or adverse remark.

During the year under review, the Statutory Auditors have not reported any matter under Section 143(12) of the Act, and therefore no details are required to be disclosed under Section 134 (3)(ca) of the Act.

Secretarial Auditor

The Board of Directors of the Company has appointed M/s. VS Associates, Practising Company Secretaries, to conduct Secretarial Audit for the F.Y. 2020-21. The Secretarial Audit Report of M/s. VS Associates, Practising Company Secretaries for the financial year ended 31st March, 2021, is annexed herewith as **"Annexure-G"**.

The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

Internal Auditor

The Board of Directors of the Company has appointed M/s. SPMG & Company, Chartered Accountants as an internal auditor of the Company for financial year 2020-21.

35. Listing Fees

The Equity Shares of the Company are listed on the BSE Limited (BSE) with scrip code No. 532666 and on National Stock Exchange of India Limited (NSE) with scrip code of FCSSOFT. The Company confirms that the annual listing fees to both the stock exchanges for the financial year 2020-21 have been paid.

36. Secretarial Standards

The Institute of Company Secretaries of India has issued Secretarial Standard -1 (SS-1) on 'Meetings of the Board of Directors' and Secretarial Standard – 2 (SS-2) on 'General Meeting' and both the Secretarial Standards have been approved by the Central Government under Section 118(10) of the Act. Pursuant to the provisions of Section 118(10) of the Act, it is mandatory for the Company to observe the Secretarial Standards with respect to Board Meeting and General Meeting. The Company has adopted and followed the set of principles prescribed in the respective Secretarial Standards for convening and conducting Meetings of Board of Directors, General Meeting and matters related thereto.

37. Certificate of Non- Disqualification of Directors

The Certificate required as per Regulation 34(3) and Schedule V Para C clause (10)(i) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 forming part of annual report is Annexed as **"Annexure-H"**.

The Board of Directors of the Company has appointed M/s. Vikas Gandhi & Associates, Practising Company Secretaries, to provide certificate of Non- disqualification from professional for the F.Y. 2020-21. The certificate of Non- disqualification of directors of M/s. Vikas Gandhi & Associates, Practising Company Secretaries for the financial year ended 31st March, 2021, is annexed herewith.

38. Annual Secretarial Compliance Report

The Annual Secretarial Compliance under Regulation 24(A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 was done by OBEROI & ASSOCIATES, Practicing Company Secretary, for the financial year ended March 31, 2021.

39. Fraud Reporting

There was no fraud reported by the Auditors of the Company under Section 143(12) of the Act to the Audit Committee or the Board of Directors during the Financial Year under review.

40. Disclosure of Employee Stock Option Scheme / Purchase Scheme

During the year under review, Company has not provided any employee stock option / purchase scheme.

41. EVENT BASED DISCLOSURES

During the year under review, the Company has not taken up any of the following activities except as mentioned:

1. Issue of sweat equity share: NA
2. Issue of shares with differential rights: NA
3. Issue of shares under employee's stock option scheme: NA
4. Disclosure on purchase by Company or giving of loans by it for purchase of its shares: NA
5. Buy back shares: NA
6. Disclosure about revision: NA
7. Preferential Allotment of Shares: NA.

42. Significant / Material orders passed by the Regulator/Courts/ Tribunal

During the year, there were no any significant and material order passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future.

43. CORPORATE INSOLVENCY RESOLUTION PROCESS INITIATED UNDER THE INSOLVENCY AND BANKRUPTCY CODE, 2016 (IBC):

There is no application filed for corporate insolvency resolution process, by a financial or operational creditor or by the company itself under the IBC before the NCLT.

44. MD/CFO CERTIFICATIONS:

The Managing Director and CFO certification of the financial statements for the year 2020-2021 is annexed in this Annual Report and a Declaration by the Chairman & Managing Director as required under Para D of Schedule V of The SEBI (Listing Obligation And Disclosure Requirements) Regulation, 2015 as an" **Annexure-I".**

45. Acknowledgement

The Directors thank the Company's employees, customers, vendors, investors, service providers, bankers for their continued support. The Directors also convey a special thanks to the Government of India, particularly Ministry of Communication and Information Technology, GST departments, the Income Tax department, Ministry of Corporate Affairs, Office of Registrar of Companies, New Delhi, Development Commissioner of Special Economic Zones, particularly of Noida for their co-operation.

For and on behalf of the Board of Directors
For **FCS Software Solutions Limited**

Sd/-
Dalip Kumar
(Chairman & Managing Director)

Place : Noida
Date : 03/09/2021

"Annexure-A"

AOC-I

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Part "A": Subsidiaries

1	Names of subsidiaries	F.C.S Software Middle East FZE	FCS Software Solutions GmbH	Insync Business Solutions Ltd.	Stablesecure Infraservices Private Limited
2	Reporting period for the subsidiary concerned	1st April,2020 to 31st March, 2021	1st April,2020 to 31st March, 2021	1st April,2020 to 31st March, 2021	1st April,2020 to 31st March, 2021
3	Reporting currency	USD	EURO	INR	INR
4	Share capital	73,732,970	25,000	5,00,000	13,76,00,000
5	Reserves & surplus	(73,732,970)	(25,000)	1,08,77,895	2,45,30,276
6	Total assets	-	-	1,22,67,663	16,23,12,372
7	Total Liabilities	-	-	8,89,768	1,82,096
8	Investments	-	-	-	-
9	Turnover	-	-	54,65,037	-
10	Profit before taxation	-	-	(1,08,12,539)	(3,30,761)
11	Tax Expenses	-	-	3,657	-
12	Profit after taxation	-	-	(1,08,16,197)	(3,30,761)
13	Other Comprehensive Income	-	-	(1,41,140)	(95,39,015)
14	Proposed Dividend	-	-	-	-
15	% of shareholding	100.00	100.00	100.00	100

"Annexure B"

Form AOC-2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)

This Form pertains to the disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no contracts or arrangement or transactions entered into during the year ended March 31, 2021, which were not at arm's length basis.

2. Details of material contracts or arrangement or transactions at arm's length basis:

S. No.	Name of the Related Party	Nature of Relation-ship	Nature of Contract/ar-rangement/ transactions	Duration of Contracts/ arrange-ments/ transac-tions	Silent terms of the contracts or arrangements or transactions including the value, if any	Date of Approval By the Board, if any	Amount paid as ad-vance, if any
1.	Insync Business Solutions Limited	Wholly Owned Subsidiary	Rental Income	11 Month	130,000/- per month	15/09/2020	22.19 Lakhs
2.	Babita Sharma	Wife of Anil Kumar Sharma	Legal & Professional Charges	NA	2.85 Lakhs	15/09/2020	NA
3.	Utkrasht Sharma	Son of Anil Kumar Sharma	Salary	NA	3.99 Lakhs	15/09/2020	NA

For and on behalf of the Board of Directors
For **FCS Software Solutions Limited**

Sd/-
Dalip Kumar
(Chairman & Managing Director)

Place : Noida
Date : 03/09/2021

"Annexure C"

Conservation of Energy, Research and Development, Technology Absorption and Foreign Exchange Earning and Outgo

Particulars pursuant to Companies (Disclosure of particulars in the report of the Board of Directors) Rules, 1988.

Conservation of energy

We continue to strengthen our energy conservation efforts. We are always in lookout for energy efficient measures for operation, and value conservation of energy through usage of latest technologies for quality of services. Although the equipments used by the Company being in the business of software development and education are not energy sensitive by their very nature, still the Company is making best possible efforts for conservation of energy by putting in place a well defined policy, which assures that the Computers and all other equipments purchased by the Company strictly adhere to environmental standards, and they make optimum utilization of energy.

The Company has also put in place, the continuous process of identifying and replacing in a phased manner, the machinery like Computers, Air Conditioners and UPS etc., which are low in efficiency.

Research and Development (R&D)

The Company believes that in order to improve the quality and standards of services, the Company should have a progressive Research and Development Process, which should keep on increasing along with the scale of operations of the Company. The Company has team which works on R&D in order to improve quality of services.

Technology absorption, adaptation and innovation

In this era of competition, in order to maintain and increase the clients and customers, we need to provide best quality services to our clients and customers at minimum cost, which is not possible without innovation, and adapting to the latest technology available in the market for providing the services. For this purpose, your company has partnered with market leaders in technology. The senior management of your Company is focused on the ongoing process of technology up gradation, and reinvention of business model of your Company, as and when required.

Foreign Exchange Earning and Outgo

During the year around 50.43% of revenues were derived from exports. The foreign exchange earned comprising of FOB value of exports, services was Rs. 1697.93 lakhs whereas total foreign exchange used (comprising of CIF value of imports and other outgoings) was Rs. 3.96 lakhs.

Foreign Exchange Earned and Used		(Rs. In Lakhs)
	2020-21	2019-20
Earning	1,697.93	2087.19
Outflow	3.96	19.37
Net Foreign Exchange Earning	**1693.97**	**2067.82**

For and on behalf of the Board of Directors
For **FCS Software Solutions Limited**
Sd/-
Dalip Kumar
(Chairman & Managing Director)

Place : Noida
Date : 03/09/2021

"Annexure-D"

ANNUAL REPORT ON CORPORATE SOCIAL RESPONSIBILITIES (CSR) ACTIVITIES

1. A brief outline of the Company's CSR policy of the Company - **FCS Software Solutions Limited** aims to create economic value and to actively contribute towards the development of a sustainable society by taking up projects for the common good through responsible business practices and good governance. Our CSR Policy is formulated in compliance of the requirements of the Companies Act, 2013 and the Rules made there under
2. The Composition of the CSR Committee as on 31st March, 2021 consisting of:

Sr. No.	Name of Director	Designation/ Nature of Directorship	Number of meeting(s) of CSR Committee held during the year	Number of meeting(s) of CSR Committee attended during the year
1.	Mr. Shayam Sunder Sharma	Chairperson & Non-Executive-Independent Director	1	1
2.	Mr. Mahendra Pratap Singh	Non-Executive Director	1	1
3.	Mr. Sunil Sharma	Executive Director	1	0

1. Provide the web-link where Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company:
   - Corporate Social Responsibility has always been an integral part of FCS's vision. FCS believes that corporations must reach out to the society and help in improving the quality of education and healthcare through various community development programs. Composition of CSR committee, CSR Policy and CSR projects approved by the board are disclosed on the website of the Company.
   - Web link: www.fcsltd.com
2. Provide the details of Impact assessment of CSR projects carried out in pursuance of sub-rule (3) of rule 8 of the Companies (Corporate Social responsibility Policy) Rules, 2014, if applicable (attach the report): **NA**
3. Details of the amount available for set-off in pursuance of sub-rule (3) of rule 7 of the Companies (Corporate Social responsibility Policy) Rules, 2014 and amount required for set-off for the financial year, if any: **NA**
4. Average net profit of the Company as per Section 135(5), **(Rs.1,02,55,993)**
5. (a) Two percent of average net profit of the Company as per Section 135(5)- **Due to the Loss in preceding financial year the company was not required to spend any amount on CSR Activities.**
   (b) Surplus arising out of the CSR projects or programmes or activities of the previous financial years- **NIL**
   (c) Amount required being set-off for the financial year, if any- **NA**
   (d) Total CSR obligation for the financial year (7a+7b-7c)- **NIL**
6. (a) CSR amount spent or unspent for the financial year: **NA**
   (b) Details of CSR amount spent against ongoing projects for the financial year: **NA**
   (c) Details of CSR amount spent against other than ongoing projects for the financial year: **NA**
   (d) Amount spent in Administrative Overheads – **NA**
   (e) Amount spent on Impact Assessment, if applicable- **NA**
   (f) Total amount spent for the Financial Year (8b+8c+8d+8e)- **NA**
   (g) Excess amount for set-off, if any: **NA**
7. (a) Details of Unspent CSR amount for the preceding three financial years: **NA**
   (b) Details of CSR amount spent in the financial year for ongoing projects of the preceding financial year(s): **NA**
8. In case of creation or acquisition of capital asset, furnish the details relating to the asset so created or acquired through CSR spent in the financial year (asset-wise details): **NA**
   (a) Date of creation or acquisition of the capital asset(s):
   (b) Amount of CSR spent for creation or acquisition of capital asset:
   (c) Details of the entity or public authority or beneficiary under whose name such capital asset is registered, their address etc.:
   (d) Provide details of the capital asset(s) created or acquired (including complete address and location of the capital asset):
9. Specify the reason(s), if the Company has failed to spend two per cent of the average net profit as per section 135(5): **NA**

Sd/-
Sunil Sharma
Executive Director

Sd/-
S.S. Sharma
Chairman
CSR Committee

"**Annexure- E"**

As per the provisions of Section 197 of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company is required to disclose following information in the Board's Report:

Ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year

1. Ratio of the remuneration of each Executive Director to the median remuneration of the Employees of the Company for the financial year 2020-21, the percentage increase in remuneration of Chief Executive Officer, Chief Financial Officer and other Executive Director and Company Secretary during the financial year 2020-21.

S. No.	Name of Directors/ KMP	Designation	Ratio of remuneration of each Director to median remuneration of Employees	Percentage increase in Remuneration
1	Sunil Sharma	Executive Director	2.215	NIL
2	Anil Kumar Sharma	Chief Financial Officer	5.87	NIL
3	Harsha Sharma	Company Secretary and Compliance Officer	2.177	20%

2. The Company has 315 permanent Employees on the rolls of Company as on 31st March, 2021.

3. Average percentage increase made in the salaries of Employees other than the managerial personnel in the financial year was 10.50% whereas there is no change in the managerial remuneration during the financial Year.

4. It is hereby affirmed that the remuneration paid during the year is as per the Remuneration Policy of the Company.

Note:

* The Non-Executive Directors of the Company are entitled for sitting fee only. The details of remuneration of Non-Executive Directors are provided in the Corporate Governance Report. The ratio of remuneration and percentage increase for Non-Executive Directors Remuneration is therefore not considered for the purpose above.

Aadit Sanyam & Associates

Chartered Accountants

"Annexure-F"

Independent Auditor's Certificate on Corporate Governance

To,
The Members of FCS Software Solutions Limited

We have examined the compliance of conditions of Corporate Governance by FCS Software Solutions Limited ('the Company') for the year ended 31 March 2021, as per Regulations 17-27, clauses (b) to (i) of Regulation 46(2) and paragraphs C, D and E of Schedul

"Annexure I"

Chairman & Managing Director (CMD) and Chief Financial Officer (CFO) Certification

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-

a. We have reviewed the financial statements and the cash flow statement of FCS Software Solutions Limited for the year ended 31st March, 2021 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.

b. To the best of our knowledge and belief, no transactions entered into by the Company during the year 2020-21, are fraudulent, illegal or violative of the Company's Code of Conduct.

c. We accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems of the company 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 recify those deficiencies.

d. We have indicated, to the Auditors and the Audit Committee:

   (i) that there are no significant changes in the internal control over financial reporting during the quarter;

   (ii) that there are no significant changes in accounting policies during the quarter, and that the same have been disclosed in the notes to the financial results.

   (iii) that no significant 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 systems over financial reporting.

On behalf of the Board of Directors
For **FCS Software Solutions Limited**

Place: Noida
Date: 03/09/2021

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 Obiligation And Disclosure Requirements) Regulation, 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, 2021.

Date : 03/09/2021
Place: Noida

Sd/-
Dalip Kumar
(Chairman & Managing Director)

REPORT ON CORPORATE GOVERNANCE 2020-21

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

The Directors present the Company's Report on Corporate Governance pursuant to the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (Listing Regulations 2015).

The Company has adopted the principles of good Corporate Governance and is committed to adopt best relevant practices for Governance to achieve the highest levels of transparency and accountability in all its interactions with its stakeholders including shareholders, employees, lenders and the Government.

The Company is in compliance with the requirements stipulated under Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of Regulation 46 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable, with regard to corporate governance.

2. BOARD OF DIRECTORS:

(a) COMPOSITION AND CATEGORY OF DIRECTORS

The Board of the Company, as on 31st March, 2021, comprised of six Directors out of whom three are Independent directors (including one women director), two are executive directors and one is non-executive director in accordance with Regulation 17 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "Listing Regulations").

The details of Board of Directors of the Company are as below:-

1. Mr. Dalip Kumar- Chairman & Managing Director (Executive Director)
2. Mr. Shayam Sunder Sharma- Non Executive Independent Director
3. Ms. Shweta Shatsri- Non Executive Independent Director
4. Mr. Sunil Sharma- Executive Director
5. Mr. Mahendra Pratap Singh- Non Executive Director
6. Mr. Rajkumar Manikpuri- Non Executive Independent Director

All Independent Directors are well qualified professionals bringing wide range of experience in business, finance and law. None of the Directors on the Board is a member of more than 10 Committees or Chairman of more than 5 (five) Committees across all companies in which he/she is a Director. The Board periodically evaluates the need for change in its composition and size.

All the Independent Directors have confirmed that they meet the criteria of independence as laid down under the Companies Act, 2013 and SEBI listing Regulations. The Company has issued formal letters of appointment to Independent Directors, whenever required, in the manner as provided in the Companies Act, 2013 and SEBI (LODR) Regulations.

(b) Director's attendance record:

Name of Directors	No. of Board Meetings held during the year	No of Meetings attended	Whether attended the last AGM
Mr. Dalip Kumar	6	2	NO
Mr. Shayam Sunder Sharma	6	6	YES
Mr. Rajkumar Manikpuri	6	1	NO
Ms. Shweta Shatsri	6	3	YES
Mr. Sunil Sharma	6	6	YES
Mr. Mahendra Pratap Singh	6	5	YES

(c) Composition, Category of Directors and their other Directorship as on 31st March, 2021

Director's name	Position and Category	No.of Directorships in other Indian Public and Private Ltd. Companies
Mr. Dalip Kumar	Executive (Chairman & Managing Director)	4
Mr. Shayam Sunder Sharma	Non-Executive (Independent Director)	6
Mr. Rajkumar Manikpuri	Non-Executive (Independent Director)	0
Ms. Shweta Shatsri	Non-Executive (Independent Director)	1
Mr. Sunil Sharma	Executive Director	3
Mr. Mahendra Pratap Singh	Non – Executive Director	0

Details of Directorship(s) held by the Directors on the Board in other Listed Companies during the financial year 2020-21:

The directors of the Company is not having any other directorship in listed entity during the financial year 2020-21.

(d) Number of Board Meetings

The Board met Six times during the financial year 2020-21 and dates for the Board meetings are:

1. July 29, 2020
2. September 04, 2020
3. September 15, 2020
4. November 11, 2020
5. February 10, 2021
6. March 30, 2021

(e) Disclosure of relationship between Directors inter-se:

No director of the Company is having any relationship with other director.

(f) As on 31st March, 2021, non executive directors does not held any equity shares in the Company. Also, the Company does not have any convertible instruments.

(g) The details of the familiarisation programme for Independent Directors are given below:

At the time of Appointment of an Independent Director on the Board, the Company familarilize the director about business and industry environment, the applicable various Board policies, code of conduct and insider trading. Interaction with the Business heads and key executives of the Company is also facilitated.

The details of familiarisation programme for the Independent Directors are also available on the web-site of the Company at https://www.fcsltd.com.

h) Skills/Expertise/Competencies Of The Board Of Directors:

The following is the list of core skills / expertise / competencies identified by the Board of Directors as required in the context of the Company's business and that the said skills are available with the Board Members:

i) Knowledge on Company's businesses (IT and ITES Services), policies and culture (including the Mission, Vision and Values) major risks / threats and potential opportunities and knowledge of the industry in which the Company operates.

ii) Behavioral skills - attributes and competencies to use their knowledge and skills to contribute effectively to the growth of the Company

iii) Corporate Governance, Administration, Decision Making.

iv) Financial and Management skills

v) Technical / Professional skills and knowledge in relation to Company's business

i) All the Independent Directors have confirmed that they meet the criteria of independence as laid down under the Companies Act, 2013 and SEBI listing Regulations. The Company has issued formal letters of appointment to Independent Directors, whenever required, in the manner as provided in the Companies Act, 2013.

DIRECTOR'S INTEREST IN THE COMPANY

Shareholding of Directors as on March 31, 2021:

Directors	Mr. Dalip Kumar	Mr. Shayam Sunder Sharma	Mr. Raj Kumar Manikpuri	Ms. Shweta Shatsri	Mr. Mahendra Pratap Singh	Mr. Sunil Sharma
% of Shares held	10.8751	Nil	Nil	Nil	Nil	Nil

Independent Directors Meeting:

In view of the provisions of Section 149 read with Schedule IV of the Companies Act 2013, the Company was required to hold at least one meeting in a year of Independent Directors.

Independent Directors Meeting comprise of the following Independent Directors of the Company:

Name of Directors	Category
Mr. Shayam Sunder Sharma	Independent Director
Ms. Shweta Shatsri	Independent Director
Ms. Raj Kumar Manikpuri	Independent Director

During the year under review, the Independent Directors met on 10th February, 2021 , inter alia, to discuss:

i. Evaluation of the performance of Non Independent Directors and the Board of Directors as a Whole;

ii. Evaluation of the performance of the Chairman of the Company, taking into account the views of the Executive and Non Executive Directors.

iii. Evaluation of the quality, content and timelines of flow of information between the management and the Board that is necessary for the Board to effectively and reasonably perform its duties.

3. COMMITEES OF THE BOARD:

The Board has constituted various committees with specific terms of reference and scope. The details of the committees constituted by the Board are given below:

3.1 Audit Committee:

The Audit Committee of the Board of Directors meets the criteria laid down under Section 177 of the Companies Act, 2013, read with Regulation 18 of the Listing Regulations.

(a) The terms of reference to the Audit Committee inter alia includes:

- Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or preapproval or any subsequent modification of transactions of the Company with related parties except the transactions with a wholly owned subsidiary whose accounts are consolidated with the Company and placed before the shareholders at the General Meeting for approval;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- To review the functioning of the Whistle Blower mechanism.

(b) Composition, name of members and Chairperson of the Audit Committee is given below:

The Audit Committee consists of two Independent Directors i.e., Mr. Shayam Sunder Sharma and Ms. Shweta Shatsri and one executive director i.e, Mr. Sunil Sharma. Mr. Shayam Sunder Sharma, Independent Director is the Chairperson of Audit Committee.

(c) The Committee met Five times during the financial year 2020-21. The attendance record of the members at the meeting were as follows:

Members	Position and Category	No. of Meetings held	No. of Meetings Attended
Mr. Shayam Sunder Sharma	Chairman–Independent Director	5	5
Ms. Shweta Shatsri	Member-Independent Director	5	5
Mr. Sunil Sharma	Member- Executive Director	5	4

The Company Secretary acts as the Secretary of the Audit Committee.

3.2 Nomination & Remuneration Committee:

(a) The Nomination & Remuneration Committee of the company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Act. The Nomination & Remuneration Committee comprises of three Independent Directors.

The terms of reference to the Nomination & Remuneration Committee are as given below:

- Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy, relating to the remuneration of the directors, key managerial personnel and other employees;

- Monitor and review any investor complaints received by the Company or through SEBI, SCORES and ensure its timely and speedy resolution, in consultation with the Company Secretary and Chief Compliance Officer and RTA of the Company.

The attendance record of the members at the meeting of Stakeholders Relationship Committee were as follows:

Name of Directors	Category	Status	No. of Meetings	
			Held	Attended
Mr. Shayam Sunder Sharma	Independent- Non Executive Director	Chairperson	1	1
Mr. Rajkumar Manikpuri	Independent- Non Executive Director	Member	1	0
Mr. Mahendra Pratap Singh	Non Executive Director	Member	1	1

Numbers of Shareholder's complaints received by Company from its RTA, BSE, NSE, SEBI and Shareholders, during the financial year ended March 31, 2021 are as under:

S. No.	Authority	No. of complaints
1.	NSE	0
2.	BSE	0
3.	RTA	0
4.	SEBI	0
5.	Shareholders	---
Total Grievances/Complaints received during the financial year		-----
Total Grievances attended		----------
d) No. of complaints not solved to the satisfaction of shareholders		NIL
e) Total Grievances pending		NIL

The Company Secretary acts as the Secretary of the Stakeholder Relationsip Committee.

7. Corporate Social Responsibility(CSR) Committee:

As required under section 135 of the Companies Act, 2013 the company has formed a CSR committee consisting of the below members:

Terms of reference of the CSR Committee are:

- Formulate and recommend to the Board, a CSR policy indicating the activities from the specified list of activities in Schedule VII of the Act;
- Recommend the amount of expenditure to be incurred for the chosen activities;
- Monitor the CSR Policy and activities from time to time;
- To carry on such task and activities as may be assigned by the board of directors from time to time.

Members	Position and Category	No. of Meetings held	No. of Meetings Attended
Mr. Shayam Sunder Sharma	Chairman–Independent Director	1	1
Mr. Sunil Sharma	Member-Executive Director	1	0
Mr. Mahendra Pratap Singh	Member- Non Executive Director	1	1

Terms of reference of the CSR Committee are:

- Formulate and recommend to the Board, a CSR policy indicating the activities from the specified list of activities in Schedule VII of the Act;
- Recommend the amount of expenditure to be incurred for the chosen activities;
- Monitor the CSR Policy and activities from time to time;
- To carry on such task and activities as may be assigned by the board of directors from time to time.

The CSR policy of the Company is available on our website: www.fcsltd.com

The Company Secretary acts as the Secretary of the Corporate Social Responsibility Committee.

8. GENERAL BODY MEETINGS:

Details of last Three General Meetings are as under:

Year	Day, Date and Time of Meeting	Venue	No. of Special Resolutions passed
2018-19	Tuesday, July 30, 2019 Extra-Ordinary General Meeting Time: 9.00 A.M	The Executive Club, 439, Village Shahoorpur, FatehpurBeri, New Delhi –110 074.	1
	Wednesday, November 13, 2019 Annual General Meeting Time: 9.00 A.M	The Executive Club, 439, Village Shahoorpur, FatehpurBeri, New Delhi –110 074.	4
2019-20	Tuesday, September 29, 2020 Annual General Meeting Time: 11.00 A.M	Through Video Conferencing (VC) / Other Audio Visual Means (OAVM)	1

No Extra-ordinary General Meetings/ Postalballot was held during the year 2020-21.

9. MEANS OF COMMUNICATION

Quarterly/half-yearly/Annual financial results: The quarterly and half-yearly/Annual financial results are forthwith communicated to the Bombay Stock Exchange Limited (BSE) and National Stock Exchange of India Limited (NSE), where the shares of the Company are listed, as soon as they are approved and taken on record by the Board of Directors.

Newspaper wherein results are normally published: Public notices and financial results are published in leading newspapers, namely, The Financial Express in English and Hari bhoomi in Hindi.

Website: The Company's website (www.fcsltd.com) contains a separate dedicated section 'Investor Relations' where shareholders information is available. The Company's Annual Report is also available in a user-friendly and downloadable form.

10. SUBSIDIARY COMPANIES

The Company has following Non-Listed Indian Subsidiary Companies i.e. Insync Business Solutions Limited, Stablesecure Infraservices Private Limited.

The Company's Indian unlisted subsidiaries does not fall under the definition of "material unlisted Indian subsidiaries".

The Audit Committee of directors of the Company reviews the financial statements and in particular investments made by the unlisted subsidiaries.

Material Subsidiaries Policy:

The board has duly formulated a policy for determining 'material' subsidiaries. A subsidiary is considered as "a material subsidiary", if its income or networth exceeds 10% of the consolidated income or networth of the Company during the previous financial year.

Copy of the said policy is available on the Company's website in the following link:

http://www.fcsltd.com/home/Policy_criteria_determining_materiality_events.pdf

11. GENERAL SHAREHOLDER INFORMATION

Annual General Meeting

Date and Time : 29th September, 2021 11:30 A.M

Mode : Video Conferencing (VC) / Other Audio Visual Means (OAVM).

Financial Calendar :1st April 2020 to 31st March 2021

Tentative Calendar for declaration of results for the financial year 2021-22 is given below:

Results for the Quarter / Year ending	Date of Declaration
June 30, 2021	On or before August 15, 2021
September 30, 2021	On or before November 14, 2021
December 31, 2021	On or before February 14, 2022
March 31, 2022 (Annual Audited)	On or before May 30, 2022

Dividend Payment Date:

No Dividend is recommended for the financial year 2020-21.

Date of Book Closure: 23/09/2021 to 24/09/2021 (Both days inclusive)

Name of Stock Exchange where shares are listed

Bombay Stock Exchange	BSE Limited PhirozeJeejeebhoy Towers Dalal Street Mumbai- 400001
National Stock Exchange	National Stock Exchange of India Ltd. Exchange Plaza, Plot No. C/1,G Block, BandraKurla Complex, Bandra (E), Mumbai: 400051

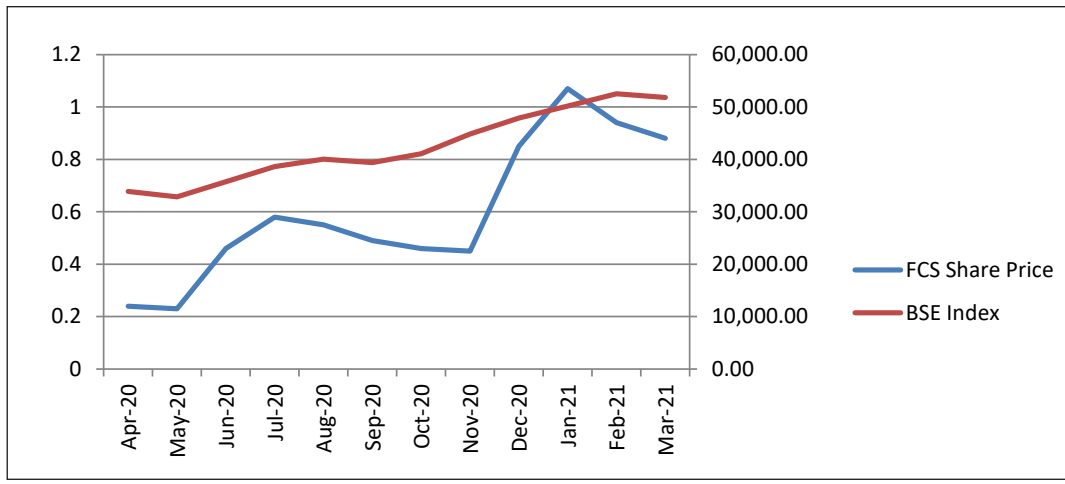
Listing fee for 2020-21 : Paid for both the above stock exchanges.

ISIN No. : INE512B01022 (for fully paid up shares)

ISIN No. : IN9512B01020 (for partly paid up shares)

Name of the Stock Exchange	Exchange code
BSE	532666
NSE	FCSSOFT

Chart –B



Share transfers in physical form

Shares sent for physical transfer are affected after giving a notice of 15 days to the seller for sale confirmation. Our Investors' Grievance Committee meets as often as required.

The total number of shares transferred in physical form during the year was 3.

As the Company's shares are compulsorily to be traded in dematerialized form, members are requested to send the shares if held in physical form, directly to the Registrars and Transfer Agents for dematerialization. Members have the option to open their accounts either with National Securities Depository Limited or Central Depository Services (India) Limited as the Company has entered into Agreements with both the Depositories.

All physical share transfers are returned within 30 days of lodgment subject to the documents being in order.

Share transfer system

M/s. Link Intime (India) Pvt. Ltd. are the Registrar and Share Transfer Agents for processing transfers, subdivision, consolidation, splitting of shares and for rendering depository services such as Dematerialization and Re-materialization of the Company's shares.

Distribution of shareholding

Following Tables list the distribution of the shareholding of the equity shares of the company by size and by ownership class as on March 31, 2021.

Shareholding pattern by size

As on 31st March, 2021

Shareholding of Normal Value (Rs.)	No. of shareholder	% of total shareholder	No. of shares held	% of Total shares
Upto 500	49393	34.5003	10687643	0.6252
501-1000	27677	19.3320	25295612	1.4797
1001-2000	21128	14.7576	36295256	2.1231
2001-3000	8903	6.2186	23981986	1.4028
3001-4000	5391	3.7655	20267572	1.1855

Shareholding of Normal Value (Rs.)	No. of shareholder	% of total shareholder	No. of shares held	% of Total shares
4001-5000	7052	4.9257	34399946	2.0122
5001-10000	11415	7.9732	92408550	5.4054
10001- & above	12208	8.5271	1466216535	85.7661
Total	**143167**	**100.0000**	**1709553100**	**100.0000**

Shareholding Pattern By Ownership

Categories	As on March 31, 2021		As on March 31, 2020	
	No of share	% of holding	No of share	% of holding
Promoter-				
Indian	335962450	19.6521	335962450	19.6521
Foreign	0	0	0	0
Mutual Fund & UTI	0	0	0	0
Banks and Financial Institution and Insurance Companies	0	0	573750	0.0336
Central Government/State Government	568300	0.0332	568300	0.0332
Foreign Institutional Investor	0	0	0	0
Private Bodies Corporate	494964128	28.9528	500787420	29.2935
Indian Public-Individual	839277243	49.0934	835637779	48.88
NRI/OCB's	13617879	0.7965	15903829	0.9303
Clearing Member	5038752	0.2947	2391239	0.1399
Other (Director & their relatives , HUF)	20124348	1.1773	17728333	1.0371
Total	1709553100	100	1709553100	100

Dematerialization of the shares and liquidity:

As on March 31, 2021, to the extent of 99.97% shares of the company were held in de-materialized form. Trading in Company's shares is permitted only in dematerialized form as per notifications issued by Securities Exchange Board of India. The Company has entered into agreements with National Securities Depository Ltd. & Central Depository Services (India) Ltd., whereby the investors have the options to dematerialize their shares with either of the depositories.

The Company shares are among the most liquid and actively traded shares on BSE & NSE. The monthly trading volumes of the Company shares on these Exchanges are given above. The status of Dematerialization as on March 31, 2021 is as under:

Segment	No. of Shareholders	% of Total No. of Shareholders	No. of Shares	% of Total No. of Shares
Physical	114	00.089	526022	00.03
Demat	143053	99.911	1709027078	99.97
Total	143167	100	1709553100	100

Plant Locations

The Company has 8 offices as on 31st March, 2021 located in 4 cities across India and other offices are in Dubai and Germany. The addresses of these offices are available on our corporate website/Annual Report.

Address for Correspondence
FCS Software Solutions Limited,
Plot no. 83, NSEZ, Phase-II,
Main Dadri Road, Noida-201305
Tel No's: - 0120-4635900
E-Mail ID:-investors@fcsltd.com

NSE Electronic Application Processing System (NEAPS):

The NEAPS is a web based application designed by NSE for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, are filed electronically on NEAPS.

BSE Corporate Compliance & Listing Centre (the 'Listing Centre')

BSE's Listing Centre is a web based application designed for corporate. All periodical compliance filings like shareholding pattern, corporate governance report, are filed electronically on BSE Listing Centre.

SEBI Complaints Redress System (SCORES)

The investor complaints are processed in a centralized web-based complaints redressal systems. The salient features of this system are: Centralized database of all complaints, online upload of Action Taken Reports (ATR's) by concerned Companies and online viewing by investors of actions taken on the complaint and its current status.

Code of Conduct

In compliance with Listing Regulations and Companies Act, 2013, the Company has framed and adopted a Code of Conduct and Ethics ('the Code'). In terms of Code of Conduct, the Directors and Senior Management must act within the boundaries of the authority conferred upon them and with a duty to make and enact informed decisions and policies in the best interests of the Company and its shareholders and stakeholders. The Company obtains the affirmation compliance of the Code of Conduct from its Directors and senior Management on an annual basis.

All members of the Board, the executive officers and senior financial officers have affirmed compliance to the code as on 31st March, 2021.

The Code of Conduct is available on our website:**www.fcsltd.com**

12. DISCLOSURES

Disclosure on materially significant related party transactions, i.e. the Company's transactions that are of material nature, with its promoters, Directors and the management, their relatives or subsidiaries, among others that may have potential conflict with the Company's interest at large

There were no materially significant related party transaction during the financial year 2020-21.

Details of non-compliance by the Company, penalties and structures imposed on the Company by Stock Exchanges or SEBI, or any other statutory authority, on any matter related to capital markets during last three years

There has been no instance of non-compliances by the Company except one during the financial year 2019-20, the appointment of Indpendent director was delayed by 18 days. The Company was in process to find suitable candidate in terms of required skills. The penalties imposed by both the stock exchanges have been duly paid.

Whistle Blower Policy

The Company has a whistle blower policy to provide opportunity to associates to represent, in good faith, to the Head-Human Resources in case they observe unethical and improper practices or any other wrongful conduct in the Company and to prevent managerial personnel from taking any adverse vindictive personal action against those associates. Any person who observes any unethical & improper

practices may disclose it as soon as possible to the Head-Human Resources. During the year no person was denied access to the Head-Human Resources and there was no case reported under the policy.

Policy on Sexual Harassment

FCS has adopted a policy on prevention, prohibition and redressal for employees on sexual harassment at workplace as per The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

During the financial year 2020-21 there were no cases filed pursuant to the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013

Compliance with mandatory / non-mandatory requirements

The Company has complied with all applicable mandatory requirements in terms of SEBI (LODR) Regulations. The non mandatory requirements have been adopted to the extent and in the manner as stated under the appropriate headings detailed elsewhere in this report.

Code for prevention of Insider-Trading practices

In compliance with the SEBI regulation on prevention of insider trading, the company has instituted a comprehensive code of conduct for its management and staff. The code lays down guidelines, which advises them on procedures to be followed and disclosures to be made, while dealing with shares of company, and cautioning them of the consequences of violations.

Disclosure of accounting treatment in preparation of financial statements

The financial statements are prepared to comply in all material aspects with all the applicable accounting principles in India, the applicable accounting standards notified u/s 2(2) of the Companies Act, 2013 (the 'Act') and the relevant provisions of the Act.

Management Discussion and Analysis

The Management Discussion and Analysis is given separately and forms part of this Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS

Overview

FCS Software Solutions Limited is an IT Company provides a wide range of IT and IT-enabled services which include software development, marketing and providing support services mainly for corporate business entities in the BPO, software development, e-learning service and other related Information Technology Enabled Services. The company also carries business of leasing or letting out all kind of immovable property including IT Infrastructural premises whether freehold, leasehold to any type of person.

COVID-19 Impact on Business Outlook

The management has evaluated the impact of this pandemic on its business operations and based on its review, there is no significant impact on its business operations. However, the impact assessment of COVID 19 is a continuing process given the uncertainties associated with its nature and duration and accordingly the impact may be different from that estimated as at the date of approval of these financial statements. The Company will continue monitoring any material changes to future economic conditions.

A. Industry structure and developments:-

The industry structure in the IT sector has four major categories. These are -

- **IT services**
- **IT enabled services**
- **Infra Management Solutions**
- **Education/E-Learning**

IT services constitute a major part of the IT industry of India. IT services include client, server and web based services. Opportunities in the IT services sector exist in the areas of consulting services, management services, internet services and application maintenance. The major users of IT services are -

- Government
- Banking
- Financial services
- Retail and distribution
- Manufacturing

FCS works with clients to maintain their IT Applications on Time and Material (T & M) basis or Fixed Price Fixed Timeframe (FPFT) basis.

- Based on client's Request for Proposal (RFP) and provide an estimate of time and cost.
- Based on nature of work, FCS will suggest T & M or FPFT pricing model as well as global delivery model.
- FCS replicates application environment based on project needs or will use secure VPN connections to directly log in client servers.
- Set Centers of Excellence (COEs) to leverage talent skilled in a set of specific technologies and domains.
- Set up Lab Model for temporary deployment of resources for one time kind of work e.g. Application Testing, Third party Application Audit etc.

IT enabled services:-

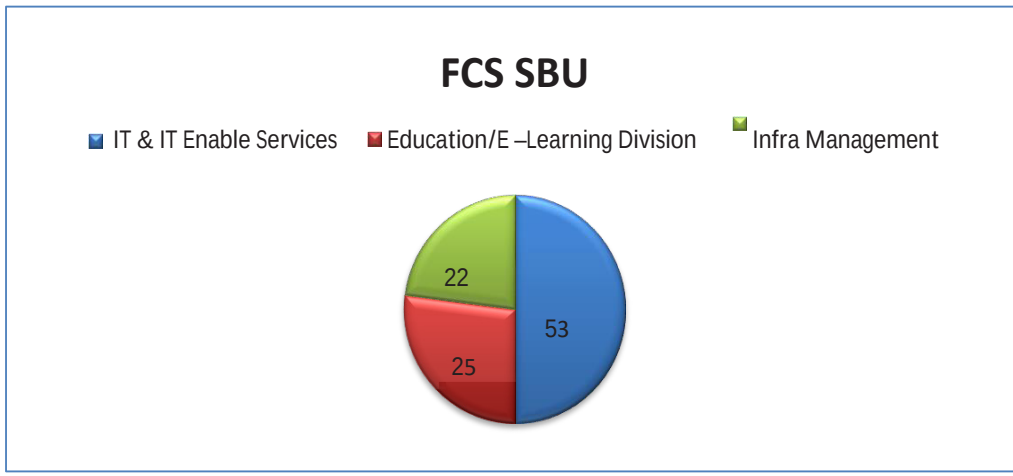
The services which make extensive use of information and telecommunication technologies are categorized as IT enabled services. The IT enabled services is the most important contributor to the growth of the IT industry of India. Some of the important services covered by the ITES sector in India are -

- Customer-interaction services including call-centers
- Back-office services
- Revenue accounting
- Data entry and data conversion
- HR services
- Transcription and translation services
- Content development and animation
- Remote education,
- Data search
- GIS
- Market research
- Network consultancy

C. Segment-wise / Product-wise Performance

The company has shown average performance being impacted by the global slowdown and the uncertainty in the domestic economy, For the financial year ended March 31, 2021, the Company reported a total consolidated revenue from operation of Rs. 3405.87 lakhs and Standalone revenue from operation of Rs.3366.82 lakhs The percentage wise revenue for operation contribution of each segment is as below:

1. **IT & IT Enable Services**
2. **Education/E –Learning Division**
3. **Infrastructure management**



D. Outlook for the future

The Company is taking all possible steps to improve its performance in these uncertain times and is also cautiously exploring various options for improving its bottom line.

E. Risk and Concern

The Risk Management framework of your Company ensures regular review by management to proactively identify the emerging risks, to do risk evaluation and risk prioritization along with development of risk mitigation plans and action taken to minimize the impact of the risk. These processes are also periodically reviewed by management.

F. Internal control systems and their adequacy

The Company has an appropriate Internal Auditor control system for its various functions with the ultimate objective of improving efficiency in its operations, better financial management and compliance with regulations and applicable laws. The Company has appointed a firm of Chartered Accountants as Internal Auditors who independently evaluate the adequacy of the internal control system on quarterly basis. For ensuring transparency and effectiveness, the management considers and takes appropriate action on the recommendations made by Statutory Auditors, Internal Auditors and by Management Committee / Audit Committee of the Board of Directors.

G. Financial performance with respect to operational performance

For the financial year ended March 31, 2021, the Company reported a total consolidated revenue of Rs. 3405.87 lakhs and Standalone revenue of Rs. 3366.82 lakhs.

H. Material developments in Human Resources/ Industrial Relations Front, including number of people employed

As on 31st March, 2021, the Company had 315 permanent employees working at various locations.

The company considers the employee values and ensures proper encouragement both morally and financially to motivate them. The relationship between the management and employees is remarkable.

I. Details of Significant Changes (i.e. change of 25% or more as compared to the immediately previous financial year) in key financial ratios, along with detailed explanation thereof;

S. No.	Particulars	FY 2020-21	FY 2019-20	Changes	Remarks/Explanation
1	Debtor Turnover	17.85%	11.09%	6.77%	
2	Inventory Turnover	0.00%	0.00%	0.00%	
3	Interest Coverage Ratio	-355.02%	-320.38%	-34.64%	1. Exceptional Items (Loss on Discarded Assets & Loss on sale of investments) increased to 1296.21 lakhs from 306.26 lakhs during the year. Also Provision for Doubtful advances of Rs. 908.01 lakhs in previous year which is not in the current year.
					2. If Variation in Point 1 are adjusted with current amount, Interest Coverage Ratio of Current Year and Previous Year would be almost same.
4	Current Ratio	201.70%	114.01%	87.69%	1. During the Year, the company has paid 800 Lakhs as Share Application Money which are shown in Current assets leads to increase in Current asset during the year as compared to previous year.
					2. If above amount is adjusted with current amount, Current Ratio of Current Year and Previous Year would be 118.38% & 114.01% respectively.
5	Debt Equity Ratio	12.23%	12.51%	-0.27%	
6	Operating Profit Margin	21.14%	-3.89%	25.03%	1. Operating Profit during previous financial year declined due to Provision for Doubtful advances of Rs. 908.01 lakhs. 2. If this is adjusted with previous year, Operating Profit Margin Ratio would be almost same of current year.

context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the Key Audit Matters to be communicated:-

S.No.	The key audit matters	How our audit addressed the key audit matter
1.	**Fair Valuation of Investments** As at March 31, 2021, the Company has investments of Rs 8,818.16 Lakhs in the Equity and Preference Shares of various companies (Ref Note No.5 of Consolidated Financial Statements) which are measured at fair value as per Ind AS 109 read with Ind AS 113. These investments are Level 3 investments as per the fair value hierarchy in Ind AS 113 and accordingly determination of fair value is based on a high degree of judgment and input from data that is not directly observable in the market. Accordingly, the same has been considered as a key audit matter	Our audit procedures included and were not limited to the following: • Reviewed the fair valuation reports provided by the management by involvement of external valuation experts. • We assessed the assumptions around the discount rates, expected growth rates and its effect on business and terminal growth rates used through involvement of the internal/external experts. • We also involved internal experts to assess the Company's valuation methodology and assumptions, applied in determining the fair value. • Assessed the objectivity and competence of Company's internal / external specialists involved in the process. • Reviewed the disclosures made by the Company in the financial statements

Information Other than the Consolidated Financial Statements and Auditor's Report Thereon

The Holding Company's management and Board of Directors is responsible for the other information. The other information comprises the information included in the Holding Company's Annual Report but does not include the financial statements and our auditor's report thereon.

Our opinion on the consolidated financial statements does not cover the other information and we do not express any form of assurance conclusion thereon.

In connection with our audit of the consolidated financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the consolidated financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated.

If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Responsibilities of Management and those charged with governance for the Consolidated Financial Statements

The holding company's management and Board of Directors are responsible for preparation and presentation of these consolidated financial statements in terms of the requirements of the Act that give a true and fair view of the consolidated state of affairs, consolidated loss and other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the group in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards specified under section 133 of the Act. The respective management and Board of Directors of the entities included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of each entity and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error which have been used for the purpose of

preparation of the consolidated financial statements by the management and Board of Directors of the Holding Company, as aforesaid.

In preparing the consolidated financial statements, the respective management and Board and Directors of the entities included in the Group are responsible for assessing the ability of each entity to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless respective management and Board of Directors either intends to liquidate the entity or to cease operations, or has no realistic alternative but to do so.

The respective Board of Directors of the entities included in the Group are responsible for overseeing the financial reporting process of each entity.

Auditor's Responsibilities for the Audit of the Consolidated Financial Statements

Our objectives are to obtain reasonable assurance about whether the consolidated financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the consolidated financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

Other Matter

(c) We did not audit the financial statements and other /financial information in respect of of two Foreign subsidiaries viz., M/s F.C.S Software Middle East FZE, M/s F.C.S Software Solutions GmbH; one Indian subsidiaries viz. M/s Insync Business Solutions Limited, whose Ind AS financial statements include/ financial information reflect total assets of Rs. 122.68 Lakhs as at March 31, 2021 and net assets of Rs. 113.78 lakhs, total revenue of Rs. 55.27 lakhs and net cash flow amounting to Rs. 2.79 lakhs for the year ended on that date as at 31st March, 2021 and, total revenues of Rs. 55.27 Lakhs and net cash inflows amounting to Rs. 2.79 Lakhs for the year ended on that date and , as considered in the consolidated Ind-AS financial statements and other financial information of . The consolidated Ind-AS financial statements also include one Indian one associate company viz. M/s Enstaserv E-Services Limited, whose financial statementwhich reflect the Group's share of net profit before tax of Rs. 0.312 Lakhs for the year ended 31st March, 2021., as considered in the consolidated Ind-AS financial statements whose financial statements/ financial information have not been audited by us. These Ind As financial statements and other /financial information have been audited by other auditors, these financial statements, other financial information and auditors' reports have been furnished to us by the management. whose reports have been furnished to us by the Management and oOur opinion on the consolidated Ind-AS financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and associate, and our report in terms of sub section (3) of Section 143 of the Act, insofar as it relates to the aforesaid subsidiaries and associate, is based solely on the report(s) of the other auditors.

(d) The accompanying Consolidated Financial Statements include unaudited financial statements and other unaudited financial information in respect of two foreign subsidiaries, whose financial statements and other financial information reflect total assets of Rs Nil lakhs as at March 31, 2021, and total revenues of Rs Nil lakhs and net cash outflows of Rs Nil lakhs for the year ended on that date. These unaudited financial statements and other unaudited financial information have been furnished to us by the management. Our opinion, in so far as it relates amounts and disclosures included in respect of these subsidiaries and our report in terms of sub-section (3) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries, is based solely on such unaudited financial statements and other unaudited financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements and other financial information are not material to the Group

Our opinion on the Consolidated Financial Statements above and our report on Other Legal and Regulatory Requirements below, is not modified in respect of the above matters with respect to our reliance on the work done and the reports of other auditors and the financial statements and other financial information certified by the Management.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit, we report, to the extent applicable, that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of the aforesaid consolidated financial statements.

   b) In our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.

c) The Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including other comprehensive income), Consolidated Statement of changes of Equity and the consolidated statement of Cash Flow dealt with by this Report are in agreement with relevant books of account maintained for the purpose of preparation of the consolidated financial statements.

d) In our opinion, the aforesaid consolidated financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representation received from the directors of the Holding company as on 31st March, 2021 taken on record by the board of directors of the holding company and on the basis of written representations received by the management from directors of its subsidiaries which are incorporated in India, as on 31st March 2021, none of directors of the Group's companies incorporated in India is disqualified as on 31st March, 2021 from being appointed as a director in terms of Sub-section 2 of Section 164 of the Act.

f) With respect to the adequacy of the internal financial controls with reference to Consolidated financial statements of the Holding Company and its subsidiary company incorporate in India and the operating effectiveness of such controls, refer to our separate Report in "Annexure A".

2. With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The consolidated financial statements disclose the impact of pending litigations as at 31 March 2021 on the consolidated financial position of the Group. Refer Note 1.27 to the Consolidated financial statements;

   ii. The Group did not have any material foreseeable losses on long term contracts including derivative contracts during the year ended 31st March, 2021;

   iii. There was no amount required to be transferred to the Investor Education and Protection Fund by the holding company and its subsidiary companies incorporated in India during the year ended 31st March 2021. Therefore, there has been no delay in transferring amounts to the Investor Education and Protection Fund by the Group.

3. With respect to the matter to be included in the Auditors Report under section 197(16) of the Act:

   In our opinion and according to the information and explanations given to us, the remuneration paid during the current year by the Holding Company and its subsidiaries which are incorporated in India to its directors is in accordance with the provision of section 197 read with Schedule V of the Companies Act, 2013. The remuneration paid to any director by the Holding Company and its subsidiaries which are incorporated in India, is not in excess of the limit laid down under section 197 of the Act read with Schedule V of the Companies Act, 2013. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.

For Aadit Sanyam & Associates
Chartered Accountants
Firm Reg. No. 023685N

Sd/-
CA Sanyam Jain
(Partner)
M. No. –531388
UDIN: 20531388AAAAAY7409

Place: New Delhi

Dated: 29th June, 2021

Annexure A to the Independent Auditor's Report on the consolidated financial statements of FCS Software Solutions Limited

Report on the Internal Financial Controls with reference to the aforesaid consolidated financial statements under Clause (i) of Sub-sec on 3 of Sec on 143 of the Companies Act, 2013 ("the Act")

(Referred to in Para 1(f) under the heading 'Report on other Legal and Regulatory Requirements' of our report of even date)

Opinion

In conjunction with our audit of the consolidated financial statements of FCS Software Solutions Limited ("the Holding Company") as of 31st March 2021, we have audited the internal financial controls with reference to the consolidated financial statements of the Holding Company and such companies incorporated in India under the Companies Act, 2013 which are its subsidiary companies, as of that date.

In our opinion and to the best of our information and according to the explanations given to us, the Holding Company and such companies incorporated in India which are its subsidiary companies, have adequate internal financial controls with reference to consolidated financial statements and such internal financial controls were operating effectively as at 31st March, 2021, based on the internal financial controls with reference to consolidated financial statements criteria established by such companies considering the essential components of such internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India (the "Guidance Note").

Management's Responsibility for Internal Financial Controls

The respective company's management and the Board of Directors are responsible for establishing and maintaining internal financial controls with reference to consolidated financial statements based on the criteria established by the respective company considering the essential components of internal control stated in the Guidance Note. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013 (hereinafter referred to as "the Act").

Auditors' Responsibility

Our responsibility is to express an opinion on the internal financial controls with reference to consolidated financial statements based on our audit. We conducted our audit in accordance with the Guidance Note and the Standards on Auditing, prescribed under Section 143(10) of the Act, to the extent applicable to an audit of internal financial controls with reference to consolidated financial statements. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls with reference to consolidated financial statements were established and maintained if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls with reference to consolidated financial statements and their operating effectiveness. Our audit of internal financial controls with reference to consolidated financial statements included obtaining an understanding of such internal financial controls, assessing the risk that a material weakness exists and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedure selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls with reference to consolidated financial statements.

Meaning of Internal Financial Controls with reference to consolidated financial statements

A company's internal financial controls with reference to financial statements is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of consolidated financial statements for external purposes in accordance with generally accepted accounting principles. A company's

internal financial controls with reference to financial statements include those policies and procedures that:-

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of consolidated financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the consolidated financial statements.

Inherent Limitations of Internal Financial Controls with reference to Consolidated Financial statements

Because of the inherent limitations of internal financial controls with reference to consolidated financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to consolidated financial statements to future periods are subject to the risk that the internal financial control with reference to consolidated financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For Aadit Sanyam & Associates
Chartered Accountants
Firm Reg. No. 023685N

Sd/-
CA Sanyam Jain
(Partner)
M. No. –531388
UDIN: 20531388AAAAAY7409

Place: New Delhi
Dated:29th June, 2021

Annexure I: List of entities consolidated
Holding Company:
FCS Software Solutions Limited

Foreign Subsidiaries:
1. F.C.S Software Middle East FZE
2. F.C.S Software Solutions GmbH

Indian Wholly Owned subsidiaries:
1. Insync Business Solutions Limited
2. Innova E Services Private Limited*
3. cGain Analytics Private Limited*
4. Zero Time Constructions Private Limited*
5. Stablesecure Infraservices Private Limited

Associate:
1. Enstaserv E-Services Limited

* Ceased to be wholly owned subsidiary during the year

Consolidated Statement of Profit and Loss for the year ended 31 March 2021

(ALL AMOUNTS ARE IN LAKHS OF INDIAN RUPEES, UNLESS OTHERWISE STATED)

CIN No: L72100DL1993PLC179154

	Note no.	As at March 31, 2021	As at March 31, 2020
Revenue from operations	**23**	3,405.87	3,733.11
Other income	**24**	269.70	341.39
Total revenue		**3,675.58**	**4,074.49**
Expenses			
Emloyee benefit expense	**25**	2,058.84	2,008.91
Finance cost	**26**	232.40	287.72
Depreciation and amortisation expense	**27**	461.51	1,819.82
Other Operating expense	**28**	784.02	1,950.40
Total expenses		**3,536.77**	**6,066.85**
Profit/(loss) before exceptional items and tax		**138.80**	**(1,992.35)**
Exceptional Items (Refer Note No. 1.25)		(1,296.21)	(306.26)
Profit/ (loss) before tax		**(1,157.40)**	**(2,298.62)**
Tax expense			
a) Current tax		60.99	81.85
b) Deferred tax		14.14	(0.21)
Profit/ (loss) for the period before Other Comprehensive Income		**(1,232.53)**	**(2,380.26)**
Profit/ (loss) from discontinued operations		-	-
Tax expense of discontinued operations		-	-
Profit/ (loss) from discounting operations (after tax)		-	-
Other comprehensive income			
- Items that will be reclassified to profit or loss			
Exchange differences on translation on Foreign operations			
Income Tax Effect on Items that to be reclassified to profit or loss			
Net Other Comprehensive Income to be reclassified to Profit & Loss A/c in Subsequent periods		-	-
- Items that will not be reclassified to profit or loss			
1 Remeasurement of defined employee benefits plan		1.04	(17.79)
2 Changes in Fair Values of Investment in Equities carried at Fair Value through Other Comprehensive Income		(237.39)	(2,284.80)
Net Other Comprehensive Income		(236.34)	(2,302.59)
Total comprehensive income for the period *(Profit/ loss + other comprehensive income)*		**(1,468.88)**	**(4,682.85)**
Earnings per equity share (for continuing operations)	**1.28**		
a) Basic		**(0.07)**	**(0.14)**
b) Diluted		**(0.07)**	**(0.14)**

The accompanying notes are an integral part of the Financial Statements
As per our report of even date attached

For **Aadit Sanyam & Associates**
Chartered Accountants
Firm Regd. No.: 023685N

Sd/-
CA. Sanyam Jain
(Partner)
M. No. 531338
UDIN: 21531388AAAAEL4529

Place: Noida
Date: June 29, 2021

For and on behalf of the Board of Directors of
FCS Software Solutions Limited

Sd/-
Dalip Kumar
Chairman & Managing Director
DIN: 00103292

Sd/-
Anil Kumar Sharma
Chief Financial Officer

Sd/-
Shayam Sunder Sharma
Director
DIN: 02528967

Sd/-
Harsha Sharma
Company Secretary

Consolidated Balance sheet as at 31st March 2021

(ALL AMOUNTS ARE IN LAKHS OF INDIAN RUPEES, UNLESS OTHERWISE STATED)

CIN No: L72100DL1993PLC179154

	As at March 31, 2021	As at March 31, 2020
1. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	**(1,157.40)**	**(2,298.62)**
Adjustments for :		
Depreciation and amortisation	461.51	1,819.82
Loss on Sale/Discarded Assets	1,296.21	308.44
Interest income	(247.39)	(232.66)
Finance costs	232.40	287.72
Other Adjustments	-	2.46
	585.32	**(112.84)**
Working capital adjustments:		
(Increase)/Decrease in Trade Receivables	(87.16)	(173.83)
(Increase)/Decrease in Loans and Advances	(163.43)	232.44
(Increase)/Decrease in Other Assets	(29.58)	183.79
Increase/(Decrease) in Trade Payables	(46.21)	(128.18)
Increase/(Decrease) in Provisions	29.88	(18.20)
Increase/(Decrease) in Current Liabilities	179.38	(457.30)
Cash Generated from Operations	**468.19**	**(474.11)**
Income Tax Paid	81.85	49.61
NET CASH GENERATED/(USED IN) BY OPERATING ACTIVITIES (1)	**386.34**	**(523.72)**
2. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(187.07)	(523.97)
Interest Income	247.39	232.66
Proceeds from sale of investments	80.69	-
Proceeds from sale of Assets	-	0.30
NET CASH GENERATED/(USED IN) BY INVESTING ACTIVITIES (2)	**141.01**	**(291.01)**
3. CASH FLOW FROM FINANCING ACTIVITIES		
Finance costs	(232.40)	(287.72)
Repayment of borrowings	(248.04)	(33.45)
NET CASH GENERATED/(USED IN) BY FINANCING ACTIVITIES (3)	**(480.45)**	**(321.17)**

NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (1+2+3)	**46.91**	**(1,135.90)**
Cash and cash equivalents at the beginning of the year	251.43	1,387.33
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	**298.33**	**251.43**

As per our report of even date attached

For **Aadit Sanyam & Associates**
Chartered Accountants
Firm Regd. No.: 023685N

Sd/-
CA. Sanyam Jain
(Partner)
M. No. 531338
UDIN: 21531388AAAAEL4529

Place: Noida
Date: June 29, 2021

For and on behalf of the Board of Directors of
FCS Software Solutions Limited

Sd/-
Dalip Kumar
Chairman & Managing Director
DIN: 00103292

Sd/-
Anil Kumar Sharma
Chief Financial Officer

Sd/-
Shayam Sunder Sharma
Director
DIN: 02528967

Sd/-
Harsha Sharma
Company Secretary

Notes to the Consolidated Financial Statements for the year ended 31 March 2021
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020

4 INTANGIBLE ASSETS:

Intangible assets consist of the following for the year ended March 31, 2021:

	Software & IPR	Total
Cost as at April 1, 2020:	35,824.19	**35,824.19**
Additions	3.24	**3.24**
Deletions	-	**-**
Cost as at March 31, 2021 :	**35,827.43**	**35,827.43**
Accumulated amortization as of April 1, 2020:	35,806.90	**35,806.90**
Amortization expense	5.14	**5.14**
Add/(less): Adjustments	-	**-**
Deletion	-	**-**
Accumulated amortization as of March 31, 2021:	**35,812.04**	**35,812.04**
Carrying Amount as of March 31, 2021:	**15.39**	**15.39**

INTANGIBLE ASSETS:

Intangible assets consist of the following for the year ended March 31, 2020:

Particulars	Software & IPR	Total
Cost as at April 1, 2019:	35,824.19	**35,824.19**
Additions	-	**-**
Deletions	-	**-**
Cost as at March 31, 2020:	**35,824.19**	**35,824.19**
Accumulated amortization as of April 1, 2019:	35,796.46	**35,796.46**
Amortization expense	1,305.69	**1,305.69**
Add/(less): Adjustments	(1,295.25)	**(1,295.25)**
Deletion	-	**-**
Accumulated amortization as of March 31, 2020:	**35,806.90**	**35,806.90**
Carrying Amount as of March 31, 2020:	**17.29**	**17.29**

Notes to the Consolidated Financial Statements for the year ended 31 March 2021
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

		As at March 31, 2021	As at March 31, 2020
3.	**Capital Work in Progress**		
	Considered Good		
	- Building WIP	164.20	64.14
	Total:	**164.20**	**64.14**
6.	**Non Current Financial Assets - Loans & Advances :**		
	- Loans to Others	1,496.55	1,368.60
	- Inter-corporate Loans	172.92	965.63
	Unsecured Considered Doubtful		
	- Loans to Others	708.01	708.01
	- Advance against Land	200.00	200.00
	Less: Provision for doubtful advances	(908.01)	(908.01)
	Total:	**1,669.47**	**2,334.23**
7.	**Non Current Financial Assets - Others :**		
	- Long term Bank deposits	174.11	178.33
	- Security deposits	92.40	83.70
	Total:	**266.51**	**262.03**
8.	**Deferred tax assets (net)**		
	- Depreciation and amortisation	69.70	83.84
	- Employee benefits	29.14	29.14
	Total:	**98.84**	**112.98**
9.	**Other Non Current Assets :**		
	- TDS & IT Refund Receivables	99.83	84.08
	Total:	**99.83**	**84.08**
10.	**Current Financial Assets - Trade Receivables :**		
	Unsecured		
	(i) Considered good	612.52	424.11
	(ii) Considered Doubtful	40.01	121.26
	Less: Provision for doubtful Receivables	(20.01)	-
	Total:	**632.52**	**545.36**
11.	**Cash and Cash Equivalents :**		
	(i) Balances with banks		
	- In current accounts	254.09	200.78
	(ii) Cash on hand	44.24	50.64
	Total:	**298.33**	**251.43**
12.	**Current Financial Assets - Loans & Advances :**		
	- Advances to Employee	27.68	25.60
	- Advances to Others*	802.42	25.32
	- Advance to Suppliers	90.01	93.04
	Total:	**920.11**	**143.96**

*Advance to Others Include Share Application money of Rs. 8 Crore paid to Bloom Healthcare & Hospitality Management Pvt. Ltd. against allotment of Equity shares.

Notes to the Consolidated Financial Statements for the year ended 31 March 2021
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

Particulars	As at March 31, 2021	As at March 31, 2020
13. Other Current Assets :		
- Prepaid expense	28.51	16.82
- Unbilled Revenue	50.51	-
- Indirect Tax Recoverables	5.69	22.26
- TDS & IT Refund Receivables	138.56	174.84
Total:	**223.28**	**213.92**

14. Share capital		
A. Authorised Capital		
185,00,00,000 Equity Shares of Re. 1/- each fully paid up with voting rights	18,500.00	18,500.00
B. Issued, Subscribed And Fully Paid Up		
170,95,53,100 EQUITY SHARES OF Re. 1/- EACH fully paid up with voting rights	17,095.53	17,095.53
Less :		
Total :	**17,095.53**	**17,095.53**

Rights, preferences and restrictions attached to shares

The Company has one class of equity shares having a par value of Rs 1/- each. Each shareholder is eligible for one vote per share held. The dividend, if any as and when proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

14A. Details of shareholders holding more than 5% shares in the Company

Equity shares of Re. 1 each, fully paid up held by:

	As at 31 March, 2021		As at 31 March, 2020	
	Number	% Holding	Number	% Holding
- Dalip Kumar	185916060	10.88%	185916060	10.88%
- Enstaserve e services Limited	150000000	8.77%	150000000	8.77%
- SLG Softech Private Limited	220000000	12.87%	220000000	12.87%
- Prahlad Estates and Properties Pvt. Ltd.	260000000	15.21%	260000000	15.21%

14B. Reconciliation of number of shares outstanding and amount of share capital as at March 31, 2021 and March 31, 2020

(Amount in Rs.)

	As at 31 March, 2021		As at 31 March, 2020	
	No. of Shares	Amount	No. of Shares	Amount
Number of shares at the beginning of the period	1709553100	1,709,553,100	1709553100	1,709,553,100
Add/Less: Changes in number of shares	-	-	-	-
Number of shares at the end of the period.	1709553100	1,709,553,100	1709553100	1,709,553,100

Notes to the Consolidated Financial Statements for the year ended 31 March 2021
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

15. Other Equity	As at March 31, 2021	As at March 31, 2020
Other equity consist of the following:		
(a) Capital reserve	1,881.03	1,881.03
(b) Share premium	25,099.44	25,099.44
(c) General reserve		-
(i) Opening balance	3,443.95	3,443.95
(ii) Transferred from retained earnings	-	-
	3,443.95	**3,443.95**
(d) Retained earnings		
(i) Opening balance	(29,763.39)	(36,624.86)
(ii) Less:Previous Year Provision Adjusted	-	-
(iii) Add/(less): Profit of Associates companies	0.31	(0.40)
(iv) Add: Profit for the period	(1,231.49)	(2,398.05)
	(30,994.57)	**(39,023.30)**
Less : Appropriations		
(i) Appropriation/Adjustments	(7.52)	9,259.92
	(31,002.09)	**(29,763.39)**
Non Controlling Interest	**-**	-
(e) Investment Revaluation Reserve		
(i) Opening balance	(992.38)	82.41
(ii) Unrealised gain on equity shares carried at fair value through OCI	(237.39)	(1,074.79)
(ii) Realised gain on equity shares carried at fair value through OCI	1,257.40	-
	27.63	**(992.38)**
(f) Assets Revaluation Reserve		
(i) Opening Balance	13,671.61	14,038.79
(ii) Addition/Deletion due to Revaluation	-	-
(ii) Reversal on account of Depreciation on Revaluation	217.01	367.18
	13,454.60	**13,671.61**
(g) Others (Foreign Currency Translation Reserve)	-	-
Total :	**12,904.57**	**13,340.27**

16. Non-Current Financial Liabilities- Borrowings :	As at March 31, 2021	As at March 31, 2020
Secured loans		
- ICICI Bank Loan (Lease Rental Discounting)	326.33	652.08
- ICICI Bank Loan (Lease Rental Discounting)	162.92	181.06
- HDFC Bank Loan (Against rent receivable)	1,695.50	1,579.47
Unsecured Loan		
- From entity other than Banks	-	10.00
	2,184.76	**2,422.60**

Notes to the Consolidated Financial Statements for the year ended 31 March 2021
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

16. Current Financial Liabilities - Borrowings :	As at March 31, 2021	As at March 31, 2020
Secured loans		
- ICICI Bank Loan (Lease Rental Discounting)	38.76	59.97
- ICICI Bank Loan (Lease Rental Discounting)	16.60	13.16
- HDFC Bank Loan (Against rent receivable)	220.93	213.36
	276.28	**286.48**

Notes:

(i) No loans have been guaranteed by the directors and others.

(ii) There is no default as on the balance sheet date in the repayment of borrowings and interest thereon.

(iii) These facilities are securred by Immovable property (classified under property plant and equipment) details are enclosed below. For repayment terms of the outstanding long-term borrowings refer the table below:

Name of Bank	Amount outstanding (in Lakhs)	No. of instalments	Rate of interest
ICICI Bank (Lease Rental Discounting)*	365.09	Total 120 Instalments (Equal Monthly Instalment) of Rs. 10,24,262/- starting from 05.07.2018, out of which 33 Instalment has been paid so far as at 31.03.2021	8.70%
ICICI Bank (Rental (Lease Rental Discounting) **	179.52	Total 120 Instalments (Equal Monthly Instalment) of Rs. 2,61,541/- starting from 05.09.2019, out of which 19 Instalment has been paid so far as at 31.03.2021	8.65%
HDFC Bank (Against rent receivable)***	1,916.43	Total 96 Instalments (Equal Monthly Instalment) of Rs. 30,77,626/- starting from 07.09.2018, out of which 31 Instalment has been paid so far as at 31.03.2021	8.30%

*Secured against Immovable property at Plot No. J-7, Ctp Kishangarh, Chandigarh - 160101

**Secured against Immovable property at Plot No.86, Industrial Block A, Sector-57, Noida, Gautam Buddha Nagar, UP-201301

***Secured against Immovable property at Plot No.83, NSEZ Noida Dadri Road, Phase-II, Noida, UP-201301

	As at March 31, 2021	As at March 31, 2020
17. Non-Current Provisions :		
- Provision for Leave encashment	26.74	19.76
- Provision for Gratuity	116.96	102.31
Total:	**143.70**	**122.07**
18. Other Non Current Liabilities :		
- Other Payables	-	-
- Security Deposits	359.55	405.99
Total:	**359.55**	**405.99**
19. Current Financial Liabilities - Trade Payables :		
Unsecured		
- Considered Good		
(i) Total outstanding dues of Micro, Small & Medium Enterprise	1.13	0.81
(ii) Total outstanding dues of creditors other than Micro, Small & Medium Enterprise	105.99	152.52
Total:	**107.12**	**153.33**

Note: As at March 31, 2021 and March 31, 2020, there is no interest due on outstanding dues of Micro, Small & Medium Enterprise .

Notes to the Consolidated Financial Statements for the year ended 31 March 2021
(All amounts are in Lakhs of Indian Rupees, unless otherwise stated)

		As at March 31, 2021	As at March 31, 2020
20. Current Provisions :			
- Provision for Leave Encashment		1.30	0.89
- Provision for Gratuity		4.10	3.19
	Total:	**5.39**	**4.08**
21. Other Current Liabilities :			
- Advance received from customers		222.36	11.26
- Others (Payables)		237.24	222.51
	Total:	**459.60**	**233.77**
22. Current Tax Liabilities (net)			
- Income Tax Provision		60.99	81.85
- Indirect tax payable and other statutory liabilities		57.33	17.74
	Total:	**118.32**	**99.59**
23. REVENUE FROM OPERATIONS			
IT Enabled Services;			
- Overseas		1,697.94	2,087.19
- Domestic		967.60	817.31
Rental Income		740.33	828.61
	Total:	**3,405.87**	**3,733.11**
24. OTHER INCOME			
Other income (net) consist of the following:			
- Interest income		247.39	232.66
- Other Income		22.31	108.73
	Total:	**269.70**	**341.39**
Interest income comprise:			
- Interest on bank deposits		12.35	16.14
- Interest income on financial assets		230.95	216.29
- Other interest (including interest on income tax refunds)		4.09	0.23
	Total:	247.39	232.66
25. EMPLOYEE BENEFIT EXPENSES			
Employee costs consist of the following:			
- Salaries, incentives and allowances		2,002.63	1,937.24
- Contributions to provident and other funds		27.59	29.81
- Staff welfare expenses		28.63	41.86
	Total:	**2,058.84**	**2,008.91**
26. FINANCE COSTS (at effective interest rate method)			
Finance costs consist of the following:			
- Interest expenses		229.87	278.39
- Bank Charges		2.53	9.33
	Total:	**232.40**	**287.62**

27. DEPRECIATION AND AMORTISATION EXPENSE		As at March 31, 2021	As at March 31, 2020
Depreciation of Property, Plant and equipment		456.37	514.13
Amortisation of Intangible Assets		5.14	1,305.69
	Total:	**461.51**	**1,819.82**

28. OTHER OPERATING EXPENSES			
Other operating expenses consist of the following:			
- Fees to external consultants		267.90	240.37
- Communication expenses		48.05	59.31
- Technical Sub-contracting expenses		-	61.23
- Travel expenses		14.68	67.48
- Provisional for doubtful Advances		-	908.01
- Conveyance		33.96	44.83
- Power & Fuel		91.01	128.92
- Auditors Remuneration (refer to note (i) below)		15.43	16.21
- Running & Maintenance		65.69	39.17
- Other expenses		247.31	384.86
	Total:	**784.02**	**1,950.40**
(i) payment to Auditors net of GST, where applicable.			
- Annual Audit fee Incl. Quarterly review fee		9.93	10.71
- Internal Audit fee		5.50	5.50
(Incl. GST Audit and Tax Audit fee)			
	Total	***15.43***	***16.21***

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

1.1 Company Overview:

FCS Software Solutions Limited ('FCS' or 'the company' or 'the holding company') was incorporated on 5th May, 1993. The company is listed on two stock exchanges in India namely National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE").

The Company has its wholly owned subsidiaries in Germany, UAE and India (the company and its subsidiaries constitute 'the group'). The group business consists of software development and marketing and providing support services mainly for corporate business entities in the BPO, software development, e-learning service and other related Information Technology Enabled Services. The company also carries business of leasing or letting out all kind of immovable property including IT Infrastructural property whether freehold, leasehold to any type of person.

1.2 Basis of preparation of financial statements

These consolidated financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis, except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and relevant amendment rules issued thereafter.

Effective April 1, 2016, the Group has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101, *First-time adoption of Indian Accounting Standards*, with April 1, 2015 as the transition date. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules,

2014 (IGAAP), which was the previous GAAP.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

As the year-end figures are rounded to the nearest lakhs. The figures reported for the previous quarters might not always add up to the year-end figures reported in this statement.

1.3 Basis of consolidation

FCS consolidates entities which it owns or controls. The consolidated financial statements comprise the financial statements of the Company, its controlled entities and its subsidiaries which are as follows;

Name of the Company	% Shareholdings 31.03.2021	% Shareholdings 31.03.2020	Country of Incorporation
FCS Software Middle East FZE	100	100	UAE
FCS Software Solutions GmbH	100	100	Germany
Insync Business Solutions Limited	100	100	India
Stablesecure Infraservices Pvt. Ltd.	100	100	India

The Consolidated Financial statements also comprise the following associate companies;

Name of the Company	% Shareholdings 31.03.2021	% Shareholdings 31.03.2020	Country of Incorporation
Enstaserv Eservices Ltd.	48.94	48.94	India

Control exists when the parent has power over the entity, from its involvement with the entity and has the ability to affect those returns by using its power over the entity. Subsidiaries are consolidated from the date control commences until the date control ceases.

The financial statements of the group companies are consolidated on a line-by-line basis and intra-group balances and transactions, including unrealized gain / loss from such transactions, are eliminated upon consolidation. These financial statements are prepared by applying uniform accounting policies in use at the Group. Non-controlling interests which represent part of the net profit or loss and net assets of subsidiaries that are not, directly or indirectly, owned or controlled by the Company, are excluded.

Associates are entities over which the company has significant influence but not control. Investments in associates are accounted for using the equity method of accounting. The investment is initially recognised at cost and carrying amount is increased or decreased to recognize the investor's share of profit or loss of the investee after the acquisition date. The group investment in associates includes goodwill identified on acquisition.

Further, Management account of FCS Software Solutions GmbH & FCS Software Middle East FZE and audited Financial Statements of Indian Subsidiaries and one associate Company namely Enstaserv Eservices Ltd. is considered for the consolidation of financial statements.

1.4 Use of estimates

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the consolidated financial statements.

1.5 Recent Accounting Pronouncements

Ind AS 116, LEASES:

On March 30, 2019, the Ministry of Corporate Affairs has notified Ind AS 116, LEASES. Ind AS 116 will replace the existing leases standard, Ind AS 17, LEASES, and related interpretations. The standard sets out the principles for the recognition, measurement, presentation and disclosure of leases for both parties to a contract i.e., the lessee and the lessor. Ind AS 116 introduces a single lessee accounting model and requires the lessee to recognize assets and liabilities for all leases with a term of more than twelve months, unless the underlying asset is of low value. Ind AS 116 substantially carries forward the lessor accounting requirements in Ind AS 17.

The effective date for the adoption of Ind AS 116 is annual periods beginning on or after April 1, 2019. The standard permits two possible methods of transition:

- Full retrospective – Retrospectively to each prior period presented applying Ind AS 8, Accounting Policies, Changes in Accounting Estimates and Errors

NOTICE NOTICE is hereby given that the

- Modified retrospective – Retrospectively with the cumulative effect of initially applying the standard recognized at the date of initial application

  Under modified retrospective approach, the lessee records the lease liability as the present value of the remaining lease payments, discounted at the incremental borrowing rate and the right of use asset either as :

- Its carrying amount as if the standard had been applied since the commencement date, but discounted at the lessee's incremental borrowing rate at the date of initial application

or Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company is currently evaluating the effect of this amendment on the standalone financial statements

Amendment to Ind AS 19, plan amendment, curtailment or settlement

On March 30, 2019, the Ministry of Corporate Affairs issued amendments to Ind AS 19, Employee Benefits, in connection with accounting for plan amendments, curtailments and settlements.

The amendments require an entity:

- To use updated assumptions to determine current service cost and net interest for the remainder of the period after a plan amendment, curtailment or settlement; and
- To recognize in profit or loss as part of past service cost, or a gain or loss on settlement, any reduction in a surplus, even if that surplus was not previously recognized because of the impact of the asset ceiling.

  Effective date for application of this amendment is annual period beginning on or after April 1, 2019. The Company does not have any impact on account of this amendment.

1.6 Revenue recognition

Revenue from IT Enabled Service including software development services and other projects on time-and material basis is recognized based on service rendered and billed to clients as per the terms of specific contracts. In the case of fixed-price contracts, revenue is recognized based on the milestones achieved, as specified in the contracts, on a percentage of completion basis.

Advance received for services and products are reported as client deposits until all conditions for revenue recognition are met.

The company presents revenues net of indirect taxes in its Statement of Profit & Loss Account.

Revenue from operation for the year ended March 31, 2021 and March 31, 2020 is as follows:

(Rs Lakhs)

S.No.	Particulars	March 31, 2021	March 31, 2020
1	Revenue from IT & ITES	2,665.54	2,904.50
2	Revenue from Renting of Property	740.33	828.61
	Total Revenue For Operations	**3405.87**	**3733.11**

1.7 Property, plant and equipment

Property, plant and equipment are stated at cost of acquisition including incidental costs related to acquisition and installation less accumulated depreciation and impairment loss, if any. All direct costs are capitalized till the assets are ready to be put to use. Fixed assets under construction, advances paid towards acquisition of fixed assets and cost of assets not put to use before the period/year end, are disclosed as capital work in progress. The Group depreciates property, plant and equipment over their estimated useful lives using the written down value method.

Fixed Assets	Useful life of Assets	Useful life as per companies act
Buildings	70 Years	60 Years
Office equipment	8 Years	5 Years
Computer equipment	3 Years	3 Years
Furniture and fixtures	14 Years	10 Years
Vehicles	6 Years	6 Years
Servers and networks	8 Years	6 Years

1.8 Goodwill

Accounting Policy

Goodwill represents the investments in excess of the Group's interest in the net fair value of identifiable assets, liabilities and contingent liabilities as the case may be. Goodwill is measured at cost less accumulated impairment losses.

1.9 Intangible assets

1.9.1 Accounting Policy

Intangible assets comprising of Software Application licenses & rights are stated at cost less accumulated amortization and impairment. Intangible fixed assets are capitalized where they are expected to provide future enduring economic benefits. Capitalization costs include license fees and cost of implementation/system integration services. The costs are capitalized in the year in which the software is fully implemented for use. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances). Amortization methods and useful lives are reviewed periodically including at each financial year end.

Research costs are expensed as incurred. Software product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Company has an intention and ability to complete and use or sell the software and the costs can be measured reliably. The costs which can be capitalized include the cost of material, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use.

1.9.2 Impairment

Intangible assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e the higher of the fair value less cost to sell and the value in use) is determined on an individual assets basis unless the asset does not generate cash flows that are largely independent of those from other assets.

1.10 Financial Instruments

1.10.1 Initial recognition

The Group recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial

liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

NOTICE NOTICE is hereby given that the

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

1.10.2 Subsequent measurement

a. Non-derivative financial instruments

(i) Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows.

(ii) Financial assets at fair value through other comprehensive income (FVOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by collecting contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows. Investments which are classified as financial asset, the subsequent changes in fair value are recognized through other comprehensive income (OCI).

(iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

(iv) Financial liabilities

Financial liabilities are subsequently carried at amortized cost which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date are carried at carrying amounts.

b. Derivative financial instruments

The Group does not holds any derivative financial instruments such as foreign exchange forward and options contracts to mitigate the risk of changes in exchange rates on foreign currency exposures.

1.10.3 De-recognition of financial instruments

The Group derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or become non recoverable and are qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

1.11 Segment Reporting

Operating segments are defined as components of an enterprise for which discrete financial information is available that is evaluated regularly by the chief operating decision maker, in deciding how to allocate resources and assessing performance.

The Company has identified two main Geographical Segments as reportable segments. The business segments comprise:

1. INDIA Segment
2. USA Segment

NOTICENOTICE is hereby given that the

1.13 Provisions and contingent liabilities

The Group estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting date and are adjusted to reflect the current best estimates. The Group uses significant judgement to disclose contingent liabilities. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Group or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognised nor disclosed in the financial statements.

1.14 Functional & Foreign currency

Functional currency

The presentation currency of the group is Indian rupee. The functional currency of FCS Software Solutions Limited, Insync Business Solutions Limited, Stablesecure Intraservices Pvt. Ltd. and Enstaserv Eservices Ltd. is the Indian rupee. The functional currencies for FCS Software Solutions GmbH and FCS Software Middle East FZE are the respective local currencies. These financial statements are presented in Indian rupees.

Transactions and translations

Foreign-currency-denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect at the Balance Sheet date. The gains or losses resulting from such translations are included in net profit in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the Balance sheet.

Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. Revenue, expense and cash-flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.

The translation of financial statements of the foreign subsidiaries to the presentation currency is performed for assets and liabilities using the exchange rate in effect at the Balance Sheet date and for revenue, expense and cash-flow items using the average exchange rate for the respective periods. The gains or losses resulting from such translation are included in currency translation reserves under other components of equity. When a foreign operation is disposed off in its entirety or partially such that control, significant influence or joint control is lost, the cumulative amount of exchange differences related to that foreign operation recognised in OCI is reclassified to statement of profit and loss as part of the gain or loss on disposal.

1.15 Income Taxes

Income tax expense comprises current and deferred income tax. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date. Deferred income tax assets and liabilities are recognized for all temporary timing differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be

available against which the deductible temporary differences and tax losses can be utilized. The Group offsets current tax assets and current tax liabilities on net basis, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

1.16 Employee benefits

1.16.1 Gratuity

The Group provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees of FCS. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Group.

The Group recognizes the net obligation of a defined benefit plan in its Balance Sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability / (asset) are recognized in other comprehensive income. The effect of any plan amendments is recognized in net profits in the Statement of Profit and Loss.

1.16.2 Provident fund

Eligible employees of the group receive benefits from a provident fund, which is a defined benefit plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. Amounts collected under the provident fund plan are deposited in a government administered provident fund. The companies have no further obligation to the plan beyond its monthly contributions.

1.16.3 Compensated absences

The Group has a policy on compensated absences which are both accumulating and non-accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each Balance Sheet date using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the Balance Sheet date.

1.17 Cash flow statement

Cash flows are reported using the indirect method, whereby profit/(loss) for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the group are segregated.

Amendment to Ind AS 7:

Effective April 1, 2017, the Company adopted the amendment to Ind AS 7, which require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The adoption of the amendment did not have any material impact on the financial statements.

1.18 *Impairment of non-financial assets*

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS

36 'Impairment of Assets'. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit", or CGU).

An impairment loss is recognized if the carrying amount of an asset or CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are reduced from the carrying amounts of the assets of the CGU.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

1.19 Other income

Other income is comprised primarily of interest income. Interest income is accounted for on accrual basis.

1.20 Related Party Transactions:

FCS Software Solutions Limited's principal related parties consist of its own subsidiaries, associates and key managerial personnel. The Group's material related party transactions and outstanding balances are with related parties with whom the Group routinely enter into transactions in the ordinary course of business. Refer note 1.3 for list of subsidiaries and associates of the Company.

Transactions and balances with its own subsidiaries are eliminated on consolidation

List of Key Managerial Personnel/Directors

- Dalip Kumar – Chairman & Managing Director
- Mahendra Pratap Singh – Non- executive Director
- Shayam Sunder Sharma – Independent Director
- Raj Kumar Manikpuri – Independent Director
- Sunil Sharma – Executive Director
- Shweta Shatsri – Independent Director
- Anil Kumar Sharma – Chief Financial Officer
- Harsha Sharma– Company Secretary

NOTICE NOTICE is hereby given that the

"**RESOLVED THAT** the Audited Balance Sheet as at March 31, 2020, together with the Profit & Loss

To "RESOLVED and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

by the Board of Directors and who holds office up to the date of the forthcoming Annual General Meeting

his candidature for the office of a Director, be and is hereby appointed as non executive Independent Director of the Company for a period of five years commencing from 14th November, 2019.

Regulation 16(1)(b) of the Listing Regulations, as amended, and who is eligible for appointment as a

NOTICENOTICE is hereby given that the

As on 31st March 2021

(Rs Lakhs)

S. No	Particulars	In cash	Yet to be paid in cash	Total
i)	**Construction/Acquisition of any assets**	-	-	-
ii)	**On Purpose other than (i) above**	-	-	-
iia)	Sanitation and safe drinking water (Item No. (i) of Schedule - VII)	-	-	-
iib)	Social Welfare (Item No.(iii) of Schedule-VII)	-	-	-
iic)	Forest & Environment, animal welfare etc. (Item No. (iv) of Schedule-VII)	-	-	-
iid)	Contribution to 'Clean Ganga Fund' (Item No.(iv) of Schedule-VII)	-	-	-
iie)	Ensuring environment sustainability item No. (iv) of Schedule - (VII)	-	-	-
	Grand Total (i+ii)	**-**	**-**	**-**

As on 31st March 2020

(Rs Lakhs)

S. No	Particulars	In cash	Yet to be paid in cash	Total
i)	**Construction/Acquisition of any assets**	**-**	**-**	**-**
ii)	**On Purpose other than (i) above**	**3.05**	**-**	**3.05**
iia)	Sanitation and safe drinking water (Item No. (i) of Schedule - VII)	-	-	-
iib)	Social Welfare (Item No.(iii) of Schedule-VII)	3.05	-	3.05
iic)	Forest & Environment, animal welfare etc. (Item No. (iv) of Schedule-VII)	-		-
iid)	Contribution to 'Clean Ganga Fund' (Item No.(iv) of Schedule-VII)	-		-
iie)	Ensuring environment sustainability item No. (iv) of Schedule - (VII)	-	-	-
	Grand Total (i+ii)	**3.05**	**-**	**3.05**

1.24 Investments

Investments are classified into non-current and current investments based on the intent of management at the time of acquisition. Fair Market Value for the purpose of valuation of investment in all companies including subsidiaries in compliance of the provisions of Companies Act, 2013 and applicable Ind AS is as per the Valuation Report taken from the Registered Valuers as prescribed u/s 247 of the Companies Act, 2013 read with Companies (Registered Valuers & Valuation) Rules 2018.

1.25 The Holding Company has transferred all the shares held in wholly owned subsidiaries namely Innova e Services Private Limited, cGain Analytics Private Limited and Zero Time Constructions Private Limited at a loss of Rs 1255.73 lakhs and the impact of the same has been covered under the heading Exceptional Items in the Consolidated audited financial statements for the year ending Mar 31, 2021.

1.26 Contingent liabilities and commitments:

Contingent Liabilities:

Claims against the Company, not acknowledged as debts, for FY2020-2 (P.Y 2019-20) is NIL

***1.27* Disclosure under Micro, Small and Medium Enterprises Development Act,2006:**

Particular	As at 31 March 202	As at 31 March 2020
Principal amount remaining unpaid as at year end	1.13	0.81
Interest due thereon remaining unpaid as at year end	-	- Interes
Interes Ivrlop□		

that estimated as at the date of approval of these financial statements. The Company will continue monitoring any material changes to future economic conditions.

1.30 Previous year figures have been re-grouped/re-classified wherever necessary to correspond with the current year's classification/disclosures.

The accompanying notes are an integral part of the Financial Statements
As per our report of even date attached

For **Aadit Sanyam & Associates**
Chartered Accountants
Firm Regd. No.: 023685N
Sd/-
CA. Sanyam Jain
(Partner)
M. No. 531338
UDIN: 21531388AAAAEL4529

Place: Noida
Date: June 29, 2021

For and on behalf of the Board of Directors of
FCS Software Solutions Limited

Sd/-
Dalip Kumar
Chairman & Managing Director
DIN: 00105292

Sd/-
Anil Kumar Sharma
Chief Financial Officer

Sd/-
Shayam Sunder Sharma
Director
DIN: 02528967

Sd/-
Harsha Sharma
Company Secretary

NOTICE NOTICE is hereby given that the

"RESOLVED THAT the Audited Balance Sheet as at March 31, 2020, together with the Profit & Loss Account and Cash flow statement for the year ended as on that date and the Reports of the Directors

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

by the Board of Directors and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 161(1) of the Companies Act, 2013 ('the Act') and as recommended

Director of the Company for a period of five years commencing from 14th November, 2019.

Regulation 16(1)(b) of the Listing Regulations, as amended, and who is eligible for appointment as a

Independent Auditor's Report

To the Members of

FCS Software Solutions Limited

Report on Audit of the Standalone Financial Statements

OPINION

We have audited the accompanying Standalone Financial Statements of **FCS Software Solutions Limited** ("the Company"), which comprise the balance sheet as at 31st March, 2021 and the statement of Profit and Loss (including Other Comprehensive Income), Statement of Changes in Equity, the Statement of Cash Flows for the year then ended, and notes to the Standalone Financial Statements, including a summary of significant accounting policies and other explanatory information (hereinafter referred as "the standalone financial statements").

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid Standalone Financial Statements give the information required by the Companies Act, 2013, as amended ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the company as at 31st March, 2021, and its loss including other comprehensive income, its cash flows and the changes in equity for the year ended on that date.

BASIS FOR OPINION

We conducted our audit in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Companies Act, 2013. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India together with the ethical requirements that are relevant to our audit of the financial statements under the provisions of the Companies Act, 2013 and the Rules there-under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the Code of Ethics.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on the standalone financial statements.

Emphasis of Matter

(i) We draw your attention to Note no 1.24 of Standalone Financial Statements as at 31st March, 2021, wherein the Company has transferred all the shares held in wholly owned subsidiaries namely Innova e Services Private Limited, cGain Analytics Private Limited and Zero Time Constructions Private Limited at a loss of Rs 1255.73 lakhs and the impact of the same has been reported under the heading Exceptional Items in the Statement of Profit and Loss for the year then ended.

(ii) We draw your attention to Note no 1.26 of Standalone Financial Statements as at 31st March, 2021, which describes that there is no significant impact of the outbreak of Corona virus (COVID-19) on the business operations of the Company. In view of the highly uncertain economic environment, a definitive assessment, of the impact on the subsequent periods is highly dependent upon circumstances as they evolve

Our opinion is not modified in respect of this matter.

KEY AUDIT MATTERS

Key audit matters ('KAM') are those matters that, in our professional judgment, were of most significance in our audit of the financial statements of the current period. These matters were addressed in the context of our audit of the financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters.

We have determined the matters described below to be the Key Audit Matters to be communicated:-

NOTICENOTICE is hereby given that the

S.No.	The key audit matters	How our audit addressed the key audit matter
1.	**Fair Valuation of Investments** As at March 31, 2021, the Company has investments of Rs 10,271.91 Lakhs in the Equity and Preference Shares of various companies (Ref Note No.5 of Standalone Financial Statements) which are measured at fair value as per Ind AS 109 read with Ind AS 113. These investments are Level 3 investments as per the fair value hierarchy in Ind AS 113 and accordingly determination of fair value is based on a high degree of judgment and input from data that is not directly observable in the market. Accordingly, the same has been considered as a key audit matter	Our audit procedures included and were not limited to the following: • Reviewed the fair valuation reports provided by the management by internal or external valuation experts. • We assessed the assumptions around the discount rates, expected growth rates and its effect on business and terminal growth rates used through involvement of the internal/external experts. • We also involved internal experts to assess the Company's valuation methodology and assumptions applied in determining the fair value. • Assessed the objectivity and competence of company's internal/external specialists involved in the process. • Reviewed the disclosures made by the Company in the financial statements

INFORMATION OTHER THAN THE STANDALONE FINANCIAL STATEMENTS AND AUDITOR'S REPORT THEREON

The Company's management and Board of Directors is responsible for the other information. The other information comprises the information included in the Company's annual report but does not include the standalone financial statements and our auditor's report thereon.

Our opinion on the standalone financial statements does not cover the other information and we will not express any form of assurance conclusion thereon.

In connection with our audit of the standalone financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the standalone financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information , we are required to report that fact. We have nothing to report in this regard.

Management's Responsibility for the Standalone Financial Statements

The Company's management and Board of Directors are responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind As) specified under section 133 of the Act. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

In preparing the Standalone Financial Statements, management and Board and Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless management either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so.

sual Means (OAVM) to transact the following businesses:

The efficiency catalyst

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Companies Act, 2013, we give in the "Annexure A", a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

2. As required by Section 143(3) of the Act, we report that:

   a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

   b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

   c) The Standalone Balance Sheet, the Standalone Statement of Profit and Loss (including other comprehensive income), Standalone Statement of changes of Equity and the standalone statement of Cash Flow dealt with by this Report are in agreement with the books of account.

   d) In our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act.

   e) On the basis of the written representation received from the directors as on 31st March, 2021 taken on record by the board of directors, none of directors is disqualified as on 31st March, 2021 from being appointed as a director in terms of Sub-section 2 of Section 164 of the Act.

   f) With respect to the adequacy of the internal financial controls with reference to standalone financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

   g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

   i. The Company has disclosed the impact of pending litigations as at 31st March 2021 on its financial position in its standalone financial statements. Refer Note 1.23 to the standalone financial statements;

   ii. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses;

   iii. There was no amount required to be transferred to the Investor Education and Protection Fund by the Company during the year ended 31st March, 2021. Therefore, there has been no delay in transferring amounts, to the Investor Education and Protection Fund;

3. With respect to the matter to be included in the Auditors Report under section 197(16) of the Act:

   In our opinion and according to the information and explanations given to us, the remuneration paid by the company to its directors during the current year is in accordance with the provision of section 197 read with Schedule V of the Companies Act, 2013. The remuneration paid to any director is not in excess of the limit laid down under section 197 of the Act read with Schedule V of the Companies Act, 2013. The Ministry of Corporate Affairs has not prescribed other details under section 197(16) which are required to be commented upon by us.

For Aadit Sanyam & Associates
Chartered Accountants
Firm Reg. No. 023685N

CA Sanyam Jain
(Partner)
M. No. 531388
UDIN: 21531388AAAAEI8189

Place: New Delhi
Dated: 29th June, 2021

NOTICENOTICE is hereby given that the

[illegible] financial year [illegible] Auditor's Report

"**RESOLVED THAT** the Audited Balance Sheet as at March 31, 2020, together with the Profit & Loss Account and Cash flow statement for the year ended as on that date and the Reports of the Directors [illegible] Pratap Singh, Non-executive Director of the Company [illegible] **Director**

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

[illegible] 14th November, 2019 by the Board of Directors and who holds office up to the date of the forthcoming Annual General Meeting [illegible] Independent Director of the Company for a period of five years commencing from 14th November, 2019.

[illegible] Act, 2013 ("the Act") and the [illegible] Regulation 16(1)(b) of the Listing Regulations, as amended, and who is eligible for appointment as a [illegible] of 5 (five)

Annexure A to the Independent Auditor's Report on the financial statements

(Referred to in Para 1 under the heading 'Report on other Legal and Regulatory Requirements' of our report of even date to The Members of FCS Software Solutions Limited on the standalone Ind AS financial statements for the year ended 31st March, 2021)

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

   b) The Company has a regular programme for physical verification of its fixed assets by which its fixed assets are verified in a phased manner. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its fixed assets. However, there were certain fixed assets which were not verified during the year as planned due to outbreak of COVID–19 pandemic. As represented by the management, these will be covered for verification in the subsequent period. According to the information and explanations given to us, no material discrepancies were noticed on verification of the fixed assets.

   c) According to the information and explanations given to us and on the basis of our examination of the records of the Company, the title deed of immovable properties is held in the name of the company. In respect of immovable properties taken on lease and disclosed as fixed assets in the in the standalone financial statements, the lease agreement are in the name of the company.

2. The Company is a service company, primarily rendering software services. Accordingly, it does not hold any physical inventories. Therefore, the provisions of paragraph 3 (ii) of the Order are not applicable to the Company.

3. According to information and explanations given to us, the Company has not granted any loans, secured or unsecured to companies, firms, limited liability partnerships or other parties covered in the register maintained under sec on 189 of the Act. Therefore, the provisions of paragraph 3 (iii) of the Companies (Auditor's Report) Order, 2016 are not applicable to the Company.

4. According to information and explanations given to us and based on audit procedures performed, provisions of section 185 and 186 of the Companies Act 2013 in respect of loans and advances given, investments made and, guarantees, and securities given, whichever is applicable, have been complied with by the company.

5. As per the information and explanations given to us, the Company has not accepted any deposits as mentioned in the directives issued by the Reserve Bank of India and the provisions of section 73 to 76 or any other relevant provisions of the Act and relevant rules framed there under. The Company does not have any unclaimed deposits and accordingly, the provisions of Sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 are not applicable to the Company.

6. According to the information and explanations given to us, the Central Government has not prescribed the maintenance of cost records under Sec 148 of the Act, for any of the services rendered by the Company. Accordingly, clauses 3(vi) of the Companies (Auditor's Report) Order are not applicable to the Company.

7. a) According to the information and explanations given to us and on the basis of our examination of the records of the Company, amounts deducted/ accrued in the books of account in respect of undisputed statutory dues including Provident Fund, Employees' State Insurance, Income- tax, Goods and Service tax, Duty of customs, Cess and other material statutory dues have generally been regularly deposited during the year by the Company with the appropriate authorities.

   b) According to the information and explanations given to us, no undisputed amounts payable in respect of Provident Fund, Employees State Insurance, Income-Tax, Goods and Service tax, Duty of customs, Cess and other material statutory dues were in arrears as at 31stMarch, 2021 for a period of more than six months from the date they became payable.

   c) According to the information and explanations given to us, there are no disputed dues in respect of income tax or Sales tax or Service tax or goods and service tax, Duty of customs, Duty of excise, Value added tax which have not been deposited with the appropriate authorities.

8. In our opinion and according to the information and explanations given to us, the Company has not defaulted in the repayment of dues to a financial institution, banks. The company has not taken loan from government and has not issue debentures during the year.

9. Based on our audit procedures performed for the purpose of reporting the true and fair view of the financial statements and according to the information and explanations given to by management, the Company has not raise any money by way of initial public offer / further public offer / debt instruments. We further report that monies raised by way of term loans during the year were applied for the purposes for which those were raised.

10. To the best of our knowledge and belief and according to the information and explanations given to us, we report that no material fraud on or by the officers and employees of the Company has been noticed or reported during the course of our audit.

11. In our opinion and according to the information and explanations given to us and based on the examination of the records of the company, the company has paid /provided managerial remuneration in accordance with the requisite approvals mandated by provision of section 197 read with Schedule V of the act.

12. According to the information and explanations given to us, the Company is not a nidhi company as prescribed under Section 406 of the Act. Accordingly, paragraph 3(xii) of the Order is not applicable to the company.

13. According to the information and explanations given to us and based on our examination of the records of the company, all transactions with the related parties are in compliance with section 177 and 188 of the Act where applicable, and the details of such transactions have been disclosed in Note No.1.18 in standalone financial statements, as required by the applicable Ind-As.

14. According to the information and explanations given by the management, and based on our examination of records of the company, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.

15. According to the information and explanations given by the management, and based on our examination of records of the company, the Company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the company.

16. According to the information and explanations given to us, the Company is not required to be registered under Section 45-IA of the Reserve Bank of India Act, 1934.

For Aadit Sanyam & Associates
Chartered Accountants
Firm Reg. No. 023685N

CA Sanyam Jain
(Partner)
M. No. –531388
UDIN: 21531388AAAAEI8189

Place: New Delhi
Dated: 29th June, 2021

NOTICE is hereby given that the

statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial controls with reference to financial statements include those policies and procedures that:-

1. pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
2. provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and
3. provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls with reference to Standalone Financial statements

Because of the inherent limitations of internal financial controls with reference to standalone financial statements, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls with reference to financial statements to future periods are subject to the risk that the internal financial control with reference to financial statements may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

For Aadit Sanyam & Associates
Chartered Accountants
Firm Reg. No. 023685N

CA Sanyam Jain
(Partner)
M. No. – 531388
UDIN: 21531388AAAAEI8189

Place: New Delhi
Dated: 29th June, 2021

NOTICE NOTICE is hereby given that the

Standalone Balance sheet as at 31st March, 2021

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

CIN No: L72100DL1993PLC179154

	Note no.	As at 31st March 2021	As at 31st March 2020
[I] ASSETS			
1. Non-current assets			
(a) Property, plant and equipment	**2**	18,926.86	19,557.73
(b) Capital work-in-progress	**3**	164.20	64.14
(c) Intangible assets	**4**	15.39	17.29
(d) Financial assets			
- Investments	**5**	10,271.91	10,432.87
- Loans & Advances	**6**	1,667.69	2,264.70
- Other Financial Assets	**7**	257.91	253.84
(e) Deferred tax assets (Net)	**8**	97.70	111.84
(f) Other non-current assets	**9**	97.37	81.77
2. Current Assets			
(a) Financial assets			
- Trade Receivables	**10**	601.03	408.92
- Cash and cash equivalents	**11**	218.22	167.10
- Loans	**12**	897.63	136.32
(b) Other current assets	**13**	219.72	209.54
TOTAL		**33,435.63**	**33,706.04**
[II] EQUITY AND LIABILITIES			
1. Equity			
(a) Equity Share capital	**14**	17,095.53	17,095.53
(b) Other Equity	**15**	12,696.10	12,863.75
2. Non-current liabilities			
(a) Financial liabilities			
- Borrowings	**16**	2,184.76	2,412.60
(b) Provisions	**17**	140.38	120.42
(c) Other non-current Liabilities	**18**	358.73	405.18
3. Current liabilities			
(a) Financial liabilities			
- Borrowings	**16**	276.28	286.48
- Trade payables	**19**		
(i) Total outstanding dues of Micro, Small & Medium Enterprise		1.13	0.81
(ii) Total outstanding dues of creditors other than Micro, Small & Medium Enterprise		104.46	149.14
(b) Provisions	**20**	5.21	3.96
(c) Other Current Liabilities	**21**	456.05	271.54
(d) Current Tax Liabilities (net)	**22**	117.00	96.63
TOTAL		**33,435.63**	**33,706.04**
Summary of Significant Accounting Policies	**1**		

The accompanying notes are an integral part of the Financial Statements
As per our report of even date attached

For **Aadit Sanyam & Associates**
Chartered Accountants
Firm Regd. No.: 023685N

Sd/-
CA. Sanyam Jain
(Partner)
M. No. 531338
UDIN: 21531388AAAAEI8189

Place: Noida
Date: June 29, 2021

For and on behalf of the Board of Directors of
FCS Software Solutions Limited

Sd/-
Dalip Kumar
Chairman & Managing Director
DIN: 00103292

Sd/-
Anil Kumar Sharma
Chief Financial Officer

Sd/-
Shayam Sunder Sharma
Director
DIN: 00272803

Sd/-
Harsha Sharma
Company Secretary

Standalone Statement of Profit and Loss for the year ended 31 March, 2021

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

CIN No: L72100DL1993PLC179154

	Note no.	For the year ended 31 March 2021	For the year ended 31 March 2020
Revenue from operations	23	3,366.82	3,688.48
Other income	24	267.12	332.54
Total revenue		**3,633.94**	**4,021.02**
Expenses			
Emloyee benefit expense	25	2,012.33	1,959.49
Finance cost	26	232.40	287.67
Depreciation and amortisation expense	27	464.48	524.43
Other Operating expense	28	677.49	1,917.49
Total expenses		**3,383.71**	**4,689.08**
Profit/ (loss) before exceptional items and tax		**250.24**	**(668.06)**
Exceptional items (Refer Note No. 1.24)		(1,296.21)	**(306.26)**
Profit/ (loss) before tax		**(1,045.97)**	**(974.33)**
Tax expense			
a) Current tax		60.99	80.45
b) Deferred tax		14.14	1.41
Profit/ (loss) for the period		**(1,121.10)**	**(1,056.18)**
Other comprehensive income			
- Items that will not be reclassified to profit or loss			
1 Remeasurement of defined employee benefits plan		2.45	(17.61)
2 Changes in Fair Values of Investment in Equities carried at Fair Value through Other Comprehensive Income		(96.21)	(2,271.10)
Net Other Comprehensive Income not to be reclassified to Profit & Loss		**(93.76)**	**(2,288.71)**
Total Comprehensive Income for the period (Comprising Profit (Loss) and Other Comprehensive Income for the period)		**(1,214.86)**	**(3,344.89)**
Earnings per equity share (for continuing operations)	1.25		
a) Basic		**(0.07)**	**(0.06)**
b) Diluted		**(0.07)**	**(0.06)**

The accompanying notes are an integral part of the Financial Statements

The accompanying notes are an integral part of the Financial Statements
As per our report of even date attached

For **Aadit Sanyam & Associates**
Chartered Accountants
Firm Regd. No.: 023685N

Sd/-
CA. Sanyam Jain
(Partner)
M. No. 531338
UDIN: 21531388AAAAEI8189

Place: Noida
Date: June 29, 2021

For and on behalf of the Board of Directors of
FCS Software Solutions Limited

Sd/-
Dalip Kumar
Chairman & Managing Director
DIN: 00103292

Sd/-
Anil Kumar Sharma
Chief Financial Officer

Sd/-
Shayam Sunder Sharma
Director
DIN: 00272803

Sd/-
Harsha Sharma
Company Secretary

Standalone Statement of Cash Flows for the year ended 31 March, 2021

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

CIN No: L72100DL1993PLC179154

	As at March 31, 2021	As at March 31, 2020
1. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit Before Tax	**(1,045.97)**	**(974.33)**
Adjustments for :		
Depreciation and amortisation	461.48	524.43
Loss on Discarded Assets	40.48	306.26
(Gain)/Loss on Sale of investments	1,255.73	-
Interest income	(245.01)	(223.82)
Finance costs	232.40	287.67
Other Adjustments	(0.01)	0.01
	699.10	**(79.76)**
Working capital adjustments:		
(Increase)/Decrease in Trade Receivables	(192.12)	(182.02)
(Increase)/Decrease in Loans and Advances	(138.63)	244.87
(Increase)/Decrease in Other Assets	(29.85)	173.05
Increase/(Decrease) in Trade Payables	(44.37)	(128.07)
Increase/(Decrease) in Provisions	30.39	(40.55)
Increase/(Decrease) in Current Liabilities	138.06	(437.37)
Cash Generated from Operations	**462.58**	**(449.85)**
Income Tax Paid	80.45	49.61
NET CASH GENERATED/(USED IN) BY OPERATING ACTIVITIES (1)	**382.14**	**(499.46)**
2. CASH FLOW FROM INVESTING ACTIVITIES		
Purchase of property, plant and equipment	(186.27)	(511.67)
Interest Income	245.01	223.82
Proceeds from sale of investments	80.69	-
NET CASH GENERATED/(USED IN) BY INVESTING ACTIVITIES (2)	**139.43**	**(287.85)**
3. CASH FLOW FROM FINANCING ACTIVITIES		
Finance costs	(232.40)	(287.67)
Repayment of borrowings	(238.04)	(32.53)
NET CASH GENERATED/(USED IN) BY FINANCING ACTIVITIES (3)	**(470.45)**	**(320.19)**
NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (1+2+3)	**51.12**	**(1,107.51)**
Cash and cash equivalents at the beginning of the year	167.10	1,274.61
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	**218.22**	**167.10**

The accompanying notes are an integral part of the Financial Statements
As per our report of even date attached

For **Aadit Sanyam & Associates**
Chartered Accountants
Firm Regd. No.: 023685N

Sd/-
CA. Sanyam Jain
(Partner)
M. No. 531338
UDIN: 21531388AAAAEI8189

Place: Noida
Date: June 29, 2021

For and on behalf of the Board of Directors of
FCS Software Solutions Limited

Sd/-
Dalip Kumar
Chairman & Managing Director
DIN: 00103292

Sd/-
Anil Kumar Sharma
Chief Financial Officer

Sd/-
Shayam Sunder Sharma
Director
DIN: 00272803

Sd/-
Harsha Sharma
Company Secretary

Standalone Statement of changes in equity for the year ended 31st March, 2021
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

CIN No: L72100DL1993PLC179154

a. Equity share capital

	Opening balance as at 01 Apr 2020	Changes in equity share capital during the year	Closing balance as at 31 March 2021
Equity shares of Rs.1 each	17,095.53	-	17,095.53
	17,095.53	**-**	**17,095.53**

	Opening balance as at 01 Apr 2019	Changes in equity share capital during the year	Closing balance as at 31 March 2020
Equity shares of Rs.1 each	17,095.53	-	17,095.53
	17,095.53	**-**	**17,095.53**

Rights, preferences and restrictions attached to shares

b. Other Equity

For the year ended 31st March, 2021

	Share premium	Capital reserve	Retained earnings	Others (Foreign Currency Translation Reserve)	General reserve	OCI Items- Assets (L&B) Revaluation Reserve	OCI Items- Investment Revaluation Reserve	Total Equity
As at 1 April 2020	**25,099.44**	**1,881.03**	**5,724.58**	**-**	**2,904.31**	**13,161.27**	**(35,906.89)**	**12,863.75**
Profit for the period	-	-	(1,118.65)	-	-	-	-	**(1,118.65)**
Addition/Reversal during the Year	-	-	-	-	-	(217.01)	1,271.66	**1,054.65**
Other Adjustments	-	-	(7.43)	-	-	-	-	**(7.43)**
Other comprehensive income/(loss)	-	-	-	-	-	-	(96.21)	**(96.21)**
TOTAL	**25,099.44**	**1,881.03**	**4,598.50**	**-**	**2,904.31**	**12,944.26**	**(34,731.44)**	**12,696.10**

For the year ended 31 March, 2020

	Share premium	Capital reserve	Retained earnings	Others (Foreign Currency Translation Reserve)	General reserve	OCI Items- Assets (L&B) Revaluation Reserve	OCI Items- Investment Revaluation Reserve	Total Equity
As at 1 April 2019	**25,099.44**	**1,881.03**	**5,289.83**	**1,543.38**	**2,904.31**	**13,393.65**	**(33,640.72)**	**16,470.93**
Profit for the period	-	-	(1,073.80)	-	-	-	-	**(1,073.80)**
Addition during the Year	-	-	-	-	-	(232.38)	-	**(232.38)**
Other Adjustments	-	-	1,508.55	(1,543.38)	-	-	4.92	**(29.91)**
Other comprehensive income/(loss)	-	-	-	-	-	-	(2,271.10)	**(2,271.10)**
Realised gain/(loss) on shares carried at FVTOCI	-	-	-	-	-	-	-	**-**
TOTAL	**25,099.44**	**1,881.03**	**5,724.58**	**-**	**2,904.31**	**13,161.27**	**(35,906.89)**	**12,863.75**

As per our report of even date attached

For **Aadit Sanyam & Associates**
Chartered Accountants
Firm Regd. No.: 023685N

Sd/-
CA. Sanyam Jain
(Partner)
M. No. 531338
UDIN: 21531388AAAAEI8189

Place: Noida
Date: June 29, 2021

For and on behalf of the Board of Directors of
FCS Software Solutions Limited

Sd/-
Dalip Kumar
Chairman & Managing Director
DIN: 00103292

Sd/-
Anil Kumar Sharma
Chief Financial Officer

Sd/-
Shayam Sunder Sharma
Director
DIN: 00272803

Sd/-
Harsha Sharma
Company Secretary

2 PROPERTY, PLANT AND EQUIPMENT:

Property, plant and equipment consist of the following for the year ended March 31, 2021:

Particulars	Land	Buildings	Office Equipment	Computer equipment	Furniture and fixtures	Vehicles	Total
Gross carrying value as of April 1, 2020:	11,706.69	7,501.28	1,520.36	863.75	970.88	52.73	**22,615.68**
Additions	-	-	40.51	21.77	-	21.49	**83.77**
Increase/(Decrease) due to Revaluation	-	-	-	-	-	-	**-**
Deletions*	-	-	100.37	694.98	0.80	14.23	**810.38**
Gross carrying value as of March 31, 2021 :	**11,706.69**	**7,501.28**	**1,460.50**	**190.55**	**970.08**	**59.99**	**21,889.07**
Accumulated depreciation as of April 1, 2020:	-	863.31	836.96	817.30	491.54	48.85	**3,057.95**
Depreciation	-	356.88	217.68	7.33	90.30	1.26	**673.45**
Add/(Less): Adjustments	-	-	-	-	-	-	**-**
Accumulated depreciation on deletions	-	-	95.35	660.23	0.10	13.51	**769.19**
Accumulated depreciation as of March 31, 2021:	**-**	**1,220.20**	**959.28**	**164.40**	**581.74**	**36.60**	**2,962.21**
Carrying value as of March 31, 2021:	**11,706.69**	**6,281.08**	**501.22**	**26.15**	**388.34**	**23.39**	**18,926.86**

*Discard of Computer Equipments purchased on or before 31st Mar,2015 and Office Equipment & Vehicles purchased on or before 31st Mar, 2012

PROPERTY, PLANT AND EQUIPMENT:

Property, plant and equipment consist of the following for the year ended March 31, 2020:

Particulars	Land	Buildings	Office Equipment	Computer equipment	Furniture and fixtures	Vehicles	Total
Gross carrying value as of April 1, 2019:	11,706.69	6,750.82	1,746.50	6,642.61	822.84	77.04	**27,746.50**
Additions	-	750.46	91.72	4.26	148.04	-	**994.48**
Increase/(Decrease) due to Revaluation	-	-	-	-	-	-	**-**
Deletions*	-	-	317.86	5,783.12	-	24.31	**6,125.29**
Gross carrying value as of March 31, 2020:	**11,706.69**	**7,501.28**	**1,520.36**	**863.75**	**970.88**	**52.73**	**22,615.68**
Accumulated depreciation as of April 1, 2019:	-	505.83	855.94	6,308.07	390.88	69.88	**8,130.60**
Depreciation	-	357.48	282.99	3.19	100.66	2.06	**746.38**
Add/(Less): Adjustments	-	-	-	-	-	-	**-**
Accumulated depreciation on deletions	-	-	301.97	5,493.96	-	23.10	**5,819.03**
Accumulated depreciation as of March 31, 2020:	**-**	**863.31**	**836.96**	**817.30**	**491.54**	**48.85**	**3,057.95**
Carrying value as of March 31, 2020:	**11,706.69**	**6,637.96**	**683.40**	**46.46**	**479.34**	**3.88**	**19,557.73**

*Discard of fixed assets (Computers, office equipments and vehicles) purchased on or before 31st Mar,2010.

The efficiency catalyst

Notes to the Standalone Financial Statements for the year ended 31st March, 2021
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

	As at 31.03.2021	As at 31.03.2020

ial year
ended on March 31, 2020, together with the Reports of the Board of Directors and Auditor's Report

4 INTANGIBLE ASSETS:

t & Loss
Directors
Company
ditors
Director

Intangible assets consist of the following for the year ended March 31, 2021:

Particulars	Software & IPR	Total
Cost as at April 1, 2020:	368.67	**368.67**
Additions	3.24	**3.24**
Deletions	-	**-**
Cost as at March 31, 2021 :	**371.91**	**371.91**
Accumulated amortization as of April 1, 2020:	351.38	**351.38**
Amortization expense	5.14	**5.14**
Add/(less): Adjustments	-	**-**
Deletion	-	**-**
Accumulated amortization as of March 31, 2021:	**356.52**	**356.52**
Carrying Amount as of March 31, 2021 :	**15.39**	**15.39**

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INTANGIBLE ASSETS:

Intangible assets consist of the following for the year ended March 31, 2020:

Particulars	Software & IPR	Total
Cost as at April 1, 2019:	368.67	**368.67**
Additions	-	**-**
Deletions	-	**-**
Cost as at March 31, 2020 :	**368.67**	**368.67**
Accumulated amortization as of April 1, 2019:	340.94	**340.94**
Amortization expense	10.44	**10.44**
Add/(less): Adjustments	-	**-**
Deletion	-	**-**
Accumulated amortization as of March 31, 2020:	**351.38**	**351.38**
Carrying Amount as of March 31, 2020:	**17.29**	**17.29**

Notes to the Standalone Financial Statements for the year ended 31st March, 2021

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars			As at 31.03.2021	As at 31.03.2020
5.	**Non-current investments**			
	a.	**Non Trade and unquoted - Investments in equity shares (Carried at FVTOCI) of subsidiaries**		
	1	M/s Insync Business Solutions Limited 50000 Equity Shares of Rs.10/- fully paidup	6.26	6.26
	2	M/s Cgain Analytics Pvt. Ltd. 2300000 Equity Shares of Rs.10/- fully paidup and 180000 equity shares @2.58 per share*	-	234.64
	3	M/s Innova Eservcies Pvt. Ltd. 1450000 Equity Shares of Rs.10/- fully paidup and 10000 equity shares @ 0.94 per share*	-	145.09
	4	M/s Stablesecure Infraservices Pvt. Ltd. 12750000 Equity Shares of Rs.10/- and 1010000 equity shares @8.90 per shares	1,364.89	1,364.89
	5	M/s Zerotime constructions Pvt. Ltd. 9520000 equity shares @10/- per share and 11460000 equity shares @0.04 per shares*	-	956.67
	6	M/s.FCS SOFTWARE MIDDLE EAST FZE 2706 Equity shares of AED 100000/- each fully paidup	33,780.46	33,780.46
	7	M/s.FCS SOFTWARE SOLUTIONS GmbH 100000 Equity shares of EURO 1/- each fully paidup	21.26	21.26
	8	FCS Software (Shanghai) Co., Ltd	12.16	12.16
		(I)	**35,185.03**	**36,521.45**
	b.	**Non Trade and unquoted - Investments in equity shares (Carried at FVTOCI) of associate**		
	1	M/s Myzeal IT Solutions Pvt. Ltd. 1900 Equity Shares of Rs.10/- fully paid	0.19	0.19
	2	M/s.Enstaserv eServices Ltd 8279930 Equity shares of Rs.10/- each fully paidup.	827.99	827.99
		(II)	**828.18**	**828.18**
	c.	**Non Trade and unquoted - Investments in equity shares (Carried at FVTOCI)**		
	1	M/s. Pumarth Prperties & Holdings Private 400000 equity shares of Rs. 225/- each at premium i.e. Rs. 10 per share and at premium of Rs 215	900.00	900.00
	2	M/s Readystate Infraservices Private Limited 44627 Equity Shares of Rs.1151/- at premium i.e. Rs. 10 each per Share and premium @ Rs.1141	513.66	513.66
	3	M/s Bloom Healthcare (P) Ltd. 594366 Equity Shares of Rs. 71/- each i.e. Rs. 10 per share at premium of Rs. 61/- and 274285 equity shares of Rs. 70/- each	614.00	614.00
	4	M/s Heimdahl Software Systems Pvt. Ltd. 100379 (previously held 961538) Equity Shares of Rs.26/- at premium i.e. Rs. 10 each per Share and premium @ Rs.16	26.10	26.10
		(III)	**2,053.75**	**2,053.75**
	d.	**Non Trade - Investments in Preference Shares**		
	1	M/s Bloom Healthcare (P) Ltd. 9916138 Non-Convertible Non-Cumulative redeemable preference shares of Rs. 10 each per shares and premium @ Rs. 60.	6,941.30	6,941.30
		(IV)	**6,941.30**	**6,941.30**
		Total Investments (I+II+III+IV)	**45,008.27**	**46,344.68**
		Less : Provision for diminution in value of investments	(34,736.36)	(35,911.81)
		Net Investments	**10,271.91**	**10,432.87**

* Refer Note No. 1.24

Notes to the Standalone Financial Statements for the year ended 31st March, 2021
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

		As at 31/03/2021	As at 31/03/2020
3.	**Capital work-in-progress**		
	Considered Good		
	- Building WIP	64.14	546.95
	Total:	**64.14**	**546.95**
6.	**Non Current Financial Assets - Loans & Advances :**		
	Unsecured Considered Good		
	- Loans to Others	1,494.77	1,299.07
	- Inter-corporate Loans	172.92	965.63
	Unsecured Considered Doubtful	-	-
	- Loans to Others	708.01	708.01
	- Advance against Land	200.00	200.00
	Less: Provision for doubtful advances	(908.01)	(908.01)
	Total:	**1,667.69**	**2,264.70**
7.	**Non Current Financial Assets - Others :**		
	- Long term Bank deposits	166.17	170.79
	- Security deposits	91.75	83.05
	Total:	**257.91**	**253.84**
8.	**Deferred Tax Assets (Net) :**		
	- Depreciation and amortisation	68.56	82.70
	- Employee benefits	29.14	29.14
	Total:	**97.70**	**111.84**
9.	**Other Non Current Assets :**		
	- TDS & IT Refund Receivables	97.37	81.77
	Total:	**97.37**	**81.77**
10.	**Current Financial Assets - Trade Receivables :**		
	Unsecured		
	(i) Considered good	581.03	384.24
	(ii) Considered doubtful	40.01	24.68
	Less: provision for doubtful Receivables	(20.01)	-
	Total:	**601.03**	**408.92**
11.	**Cash and Cash Equivalents :**		
	(i) Balances with banks		
	- In current accounts	198.49	147.89
	(ii) Cash on hand	19.73	19.21
	Total:	**218.22**	**167.10**
12.	**Current Financial Assets - Loans & Advances**		
	- Advances to Employee	27.43	25.23
	- Advances to Others *	802.42	2.53
	- Advance to Suppliers	67.78	108.56
	Total:	**897.63**	**136.32**

*Advance to Others Include Share Application money of Rs. 8 Crore paid to Bloom Healthcare & Hospitality Management Pvt. Ltd. against allotment of Equity shares.

Particulars	As at 31.03.2021	As at 31.03.2020
13. Other Current Assets :		
- Prepaid expense	28.51	16.82
- Unbilled Revenue	50.51	-
- Indirect Tax Recoverables	5.42	21.96
- TDS & IT Refund Receivables	135.28	170.76
Total:	**219.72**	**209.54**

14. Share capital

A. Authorised Capital		
185,00,00,000 Equity Shares of Re. 1/- each fully paid up with voting rights	18,500.00	18,500.00
B. Issued, Subscribed And Fully Paid Up		
170,95,53,100 EQUITY SHARES OF Re. 1/- EACH fully paid up with voting rights	17,095.53	17,095.53
Less :		
Total :	**17,095.53**	**17,095.53**

Rights, preferences and restrictions attached to shares

The Company has one class of equity shares having a par value of Rs 1/- each. Each shareholder is eligible for one vote per share held. The dividend, if any as and when proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting.

In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

14A. Details of shareholders holding more than 5% shares in the Company

Equity shares of Re. 1 each, fully paid up held by:

	As at 31 March, 2021		As at 31 March, 2020	
	Number	% Holding	Number	% Holding
- Dalip Kumar	185916060	10.88%	185916060	10.88%
- Enstaserve e services Limited	150000000	8.77%	150000000	8.77%
- SLG Softech Private Limited	220000000	12.87%	220000000	12.87%
- Prahlad Estates and Properties Pvt. Ltd.	260000000	15.21%	260000000	15.21%

14B. Reconciliation of number of shares outstanding and amount of share capital as at March 31, 2021 and March 31, 2020

(Amount in Rs.)

	As at 31 March, 2021		As at 31 March, 2020	
	No. of Shares	Amount	No. of Shares	Amount
Number of shares at the beginning of the period	1709553100	1,709,553,100	1709553100	1,709,553,100
Add/Less: Changes in number of shares	-	-	-	-
Number of shares at the end of the period.	1709553100	,709,553,100	1709553100	,709,553,100

		As at 31.03.2021	As at 31.03.2020
15.	**Other Equity**		
	Other equity consist of the following:		
	(a) Capital reserve	1,881.03	1,881.03
	(b) Share premium	25,099.44	25,099.44
	(c) General reserve		
	(i) Opening balance	2,904.31	2,904.31
	(ii) Transferred from retained earnings	-	-
		2,904.31	**2,904.31**
	(d) Retained earnings		
	(i) Opening balance	5,724.58	5,289.83
	(ii) Add: Profit for the period	(1,118.65)	(1,073.80)
		4,605.93	**4,216.04**
	Less : Appropriations		
	(i) Appropriation/Adjustments	(7.43)	1,508.55
		4,598.50	**5,724.58**
	(e) Investment Revaluation Reserve		
	(i) Opening balance	(35,906.89)	(33,640.72)
	(ii) Unrealised gain on equity shares carried at fair value through OCI	(96.21)	(2,266.17)
	(ii) Reversal on account of sale of investments	1,271.66	-
		(34,731.44)	**(35,906.89)**
	(f) Assets (L & B) Revaluation Reserve		-
	(i) Opening Balance	13,161.27	13,393.65
	(ii) Addition/Deletion due to Revaluation	-	-
	(ii) Reversal on account of Depreciation on Revaluation	217.01	232.38
		12,944.26	**13,161.27**
	(g) Others (Foreign Currency Translation Reserve)	-	-
	Total :	**12,696.10**	**12,863.75**
16.	**Non-Current Financial Liabilities- Borrowings :**		
	Secured loans		
	- ICICI Bank Loan (Lease Rental Discounting)	326.33	652.08
	- ICICI Bank Loan (Lease Rental Discounting)	162.92	181.06
	- HDFC Bank Loan (Against rent receivable)	1,695.50	1,579.47
	Total:	**2,184.76**	**2,412.60**
16.	**Current Financial Liabilities - Borrowings :**		
	Secured loans		
	- ICICI Bank Loan (Lease Rental Discounting)	38.76	59.97
	- ICICI Bank Loan (Lease Rental Discounting)	16.60	13.16
	- HDFC Bank Loan (Against rent receivable)	220.93	213.36
	Total:	**276.28**	**286.48**

Notes:

(i) No loans have been guaranteed by the directors and others.

(ii) There is no default as on the balance sheet date in the repayment of borrowings and interest thereon.

(iii) These facilities are secured by Immovable property (classified under property plant and equipment) details are enclosed below. For repayment terms of the outstanding long-term borrowings refer the table below:

Notes to the Standalone Financial Statements for the year ended 31st March, 2021

(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Name of Bank	Amount outstanding (in Lakhs)	No. of instalments	Rate of interest
ICICI Bank (Lease Rental Discounting)*	365.09	Total 120 Instalments (Equal Monthly Instalment) of Rs. 10,24,262/- starting from 05.07.2018, out of which 33 Instalment has been paid so far as at 31.03.2021	8.70%
ICICI Bank (Lease Rental Discounting)**	179.52	Total 120 Instalments (Equal Monthly Instalment) of Rs. 2,61,541/- starting from 05.09.2019, out of which 19 Instalment has been paid so far as at 31.03.2021	8.65%
HDFC Bank (Against rent receivable)***	1,916.43	Total 96 Instalments (Equal Monthly Instalment) of Rs. 30,77,626/- starting from 07.09.2018, out of which 31 Instalment has been paid so far as at 31.03.2021	8.30%

*Secured against Immovable property at Plot No. J-7, Ctp Kishangarh, Chandigarh - 160101

**Secured against Immovable property at Plot No.86, Industrial Block A, Sector-57, Noida, Gautam Buddha Nagar, UP-201301

***Secured against Immovable property at Plot No.83, NSEZ Noida Dadri Road, Phase-II, Noida, UP-201301

	Particulars	As at 31/03/2021	As at 31/03/2020
17.	**Non-Current Provisions :**		
	- Provision for Leave encashment	26.16	19.30
	- Provision for Gratuity	114.22	101.12
	Total:	**140.38**	**120.42**
18.	**Other Non Current Liabilities :**		
	- Security Deposits	358.73	405.18
	Total:	**358.73**	**405.18**
19.	**Current Financial Liabilities - Trade Payables :**		
	Unsecured		
	- Considered Good	-	
	(i) Total outstanding dues of Micro, Small & Medium Enterprise	1.13	0.81
	(ii) Total outstanding dues of creditors other than Micro, Small & Medium Enterprise	104.46	149.14
	Total:	**105.58**	**149.95**

Note: As at March 31, 2021 and March 31, 2020, there is no interest due on outstanding dues of Micro, Small & Medium Enterprise .

20.	**Current Provisions :**		
	- Provision for Leave Encashment	1.26	0.85
	- Provision for Gratuity	3.95	3.11
	Total:	**5.21**	**3.96**

NOTICE NOTICE is hereby given that the

		As at 31/03/2021	As at 31/03/2020
21. Other Current Liabilities :			
- Advance received from customers		222.36	57.03
- Others (Payables)		233.69	214.51
	Total:	**456.05**	**271.54**
22. Current Tax Liabilities (net)			
- Income Tax Provision		60.99	80.45
- Indirect tax payable and other statutory liabilities		56.01	16.18
	Total:	**117.00**	**96.63**

Regulation 16(1)(b) of the Listing Regulations, as amended, and who is eligible for appointment as a

23. REVENUE FROM OPERATIONS			
IT Enabled Services;			
- Overseas		1,697.94	2,087.19
- Domestic		912.95	757.08
Rental Income		755.93	844.21
	Total:	**3,366.82**	**3,688.48**
24. OTHER INCOME			
Other income (net) consist of the following:			
- Interest income		245.01	223.82
- Other Income		22.11	108.73
	Total:	**267.12**	**332.54**
Interest income comprise:			
- Interest on bank deposits		11.92	15.71
- Interest income on financial assets		229.01	208.10
- Other interest (including interest on income tax refunds)		4.08	-
	Total:	245.01	223.82
25. EMPLOYEE BENEFIT EXPENSES			
- Salaries, incentives and allowances		1,958.30	1,889.65
- Contributions to provident and other funds		25.41	27.97
- Staff welfare expenses		28.63	41.86
	Total:	**2,012.33**	**1,959.49**
26. FINANCE COSTS (at effective interest rate method)			
- Interest expenses		229.87	278.34
- Bank Charges		2.53	9.33
	Total:	**232.40**	**287.67**

Notes to the Standalone Financial Statements for the year ended 31st March, 2021
(All amounts are in lakhs of Indian Rupees, unless otherwise stated)

Particulars		As at 31/03/2021	As at 31/03/2020
27. DEPRECIATION AND AMORTISATION EXPENSE			
Depreciation of Property, Plant and equipment		456.34	514.00
Amortisation of Intangible Assets		5.14	10.44
	Total:	**461.48**	**524.43**
28. OTHER OPERATING EXPENSES			
Other operating expenses consist of the following:			
- Fees to external consultants		265.37	238.89
- Communication expenses		45.48	57.47
- Technical Sub-contracting expenses		-	61.23
- Travel expenses		14.68	67.48
- Provisional for doubtful Advances		-	908.01
- Conveyance		33.81	44.47
- Power & Fuel		91.01	128.92
- Auditors Remuneration (refer to note (i) below)		15.00	15.00
- CSR Expenses (Refer Note No 1.20)		-	3.05
- Running & Maintenance		65.69	39.17
- Other expenses		146.45	353.79
	Total:	**677.49**	**1,917.49**
(i) payment to Auditors net of GST, where applicable.			
- Annual Audit fee Incl. Quarterly review fee		9.50	9.50
- Internal Audit fee		5.50	5.50
(Incl. GST Audit and Tax Audit fee)			
	Total	**15.00**	**15.00**

sual Means (OAVM) to transact the following businesses:

NOTES TO STANDALONE FINANCIAL STATEMENTS NOTICE is hereby given that the

1. COMPANY OVERVIEW AND SIGNIFICANT ACCOUNTING POLICIES

1.1 Company Overview:

FCS Software Solutions Limited ('the company') was incorporated on 5th May, 1993 in India. The company is listed on two stock exchanges in India namely National Stock Exchange of India Limited ("NSE") and BSE Limited ("BSE").

The Company has its wholly owned subsidiaries in Germany, UAE and India (the company and its subsidiaries constitute 'the group'). The company business consists of software development and marketing and providing support services mainly for corporate business entities in the BPO, software development, e-learning service and other related information technology Enabled Services. The company also carries business of leasing or letting out all kind of immovable property including IT Infrastructural property whether freehold, leasehold to any type of person.

1.2 Basis of preparation of financial statements

These financial statements are prepared in accordance with the Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis, except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Ind AS are prescribed under Section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and the relevant amendment rules issued thereafter.

Effective April 1, 2016, the Company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101, *First Time Adoption of Indian Accounting Standards*, with April 1, 2015 as the transition date. The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

As the year-end figures are rounded to the nearest lakhs, the figures reported for the previous quarters might not always add up to the year-end figures reported in this statement.

1.3 Use of estimates

The preparation of the financial statements in conformity with Ind AS requires the management to make estimates, judgments and assumptions. These estimates, judgments and assumptions affect the application of accounting policies and the reported amounts of assets and liabilities, the disclosures of contingent assets and liabilities at the date of the financial statements and reported amounts of revenues and expenses during the period. Accounting estimates could change from period to period. Actual results could differ from those estimates. Appropriate changes in estimates are made as the Management becomes aware of changes in circumstances surrounding the estimates. Changes in estimates are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

1.4 Revenue recognition

Revenue from IT Enabled Service including software development services and other projects on as time-and material basis is recognized based on service rendered and billed to clients as per the terms of specific contracts. In the case of fixed-price contracts, revenue is recognized based

on the milestones achieved, as specified in the contracts, on a percentage of completion basis. Rental Income comprising of rent and other related services from operating lease is recognized in the Statement of Profit and Loss on accrual basis.

Advance received for services and products are reported as client deposits until all conditions for revenue recognition are met.

The company presents revenues net of indirect taxes in its Statement of Profit & Loss Account.

Revenue from operation for the Period ended March 31, 2021 and year ended March 31, 2020 is as follows:

S. No.	Particulars	March 31, 2021	March 31, 2020
1	Revenue from IT & ITES	2610.89	2,844.27
2	Revenue from Renting of Property	755.93	844.21
	Total Revenue For Operations	**3366.82**	**3,688.48**

1.5 Property, plant and equipment

Property, plant and equipment are stated at cost of acquisition including incidental costs related to acquisition and installation less accumulated depreciation and impairment loss, if any. All direct costs are capitalized till the assets are ready to be put to use. Fixed assets under construction, advances paid towards acquisition of fixed assets and cost of assets not put to use before the period/year end, are disclosed as capital work in progress. The company depreciates property, plant and equipment over their estimated useful lives using the written down value method. The estimated useful lives of assets are as follows:

Fixed Assets	Useful life of Assets	Useful life as per companies act
Buildings	70 Years	60 Years
Office equipment	8 Years	5 Years
Computer equipment	3 Years	3 Years
Furniture and fixtures	14 Years	10 Years
Vehicles	6 Years	6 Years
Servers and networks	8 Years	6 Years

1.6 Financial Instruments

1.6.1 Initial recognition

The Company recognizes financial assets and financial liabilities when it becomes a party to the contractual provisions of the instrument. Financial assets and liabilities are initially measured at fair value. Transaction costs that are directly attributable to the acquisition or issue of financial assets and financial liabilities (other than financial assets and financial liabilities at fair value through profit or loss) are added to or deducted from the fair value measured on initial recognition of financial asset or financial liability.

The Company derecognises a financial asset only when the contractual rights to the cash flows from the asset expire, or when it transfers the financial asset and substantially all the risks and rewards of ownership of the asset to another entity. The Company derecognises financial liabilities when, and only when, the Company's obligations are discharged, cancelled or have expired.

1.6.2 Subsequent measurement

a. Non-derivative financial instruments

(i) Financial assets carried at amortized cost

A financial asset is subsequently measured at amortized cost if it is held within a business model whose objective is to hold the asset in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows.

(ii) Financial assets at fair value through other comprehensive income (FVOCI)

A financial asset is subsequently measured at fair value through other comprehensive income if it is held within a business model whose objective is achieved by collecting contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows. Investments which are classified as financial asset, the subsequent changes in fair value are recognized through other comprehensive income (OCI).

(iii) Financial assets at fair value through profit or loss

A financial asset which is not classified in any of the above categories is subsequently fair valued through profit or loss.

(iv) Financial liabilities

Financial liabilities are subsequently carried at amortized cost which is subsequently measured at fair value through profit and loss. For trade and other payables maturing within one year from the Balance Sheet date are carried at carrying amounts.

(v) Investment in subsidiaries

Investments in subsidiaries are carried at cost as per Ind AS 27 "Separate Financial Statements". However the provision for impairment on these investments is recognised as per the valuation report taken from the registered valuer as prescribed u/s 247 of The Companies Act, 2013 read with Companies (Registered Valuers & Valuation) Rules 2018 is considered in compliance of the provisions of Companies Act, 2013.

b. Derivative financial instruments

The Company does not holds any derivative financial instruments such as foreign exchange forward and options contracts to mitigate the risk of changes in exchange rates on foreign currency exposures.

1.6.3 De-recognition of financial instruments

The Company derecognizes a financial asset when the contractual rights to the cash flows from the financial asset expire or become non recoverable and are qualifies for de-recognition under Ind AS 109. A financial liability (or a part of a financial liability) is derecognized from the Group's Balance Sheet when the obligation specified in the contract is discharged or cancelled or expires.

1.7 Intangible assets

1.7.1 Accounting Policy

Intangible fixed assets comprising of computer servers and networks, are stated at cost of acquisition less accumulated amortization and impairment loss, if any. Intangible fixed assets are capitalized where they are expected to provide future enduring economic benefits. Capitalization costs include license fees and cost of implementation/system integration services. The costs are capitalized in the year in which the software is fully implemented for use. Intangible assets are amortized over their respective individual estimated useful lives on a straight-line basis, from the date that they are available for use. The estimated useful life of an identifiable intangible asset is based on a number of factors including the effects of obsolescence, demand, competition, and other economic factors (such as the stability of the industry, and known technological advances). Amortization methods and useful lives are reviewed periodically including at each financial year end.

Research costs are expensed as incurred. Software product development costs are expensed as incurred unless technical and commercial feasibility of the project is demonstrated, future economic benefits are probable, the Company has an intention and ability to complete and use or sell the software and the costs can be measured reliably. The costs which can be capitalized include the cost of material, direct labour, overhead costs that are directly attributable to preparing the asset for its intended use.

1.7.2 Impairment

Intangible assets are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment test-

NOTICE NOTICE is hereby given that the

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

by the Board of Directors and who holds office up to the date of the forthcoming Annual General Meeting

his candidature for the office of a Director, be and is hereby appointed as an Executive Independent

Regulation 16(1)(b) of the Listing Regulations, as amended, and who is eligible for appointment as a

ing, the recoverable amount (i.e the higher of the fair value less cost to sell and the value in use) is determined on an individual assets basis unless the asset does not generate cash flows that are largely independent of those from other assets.

1.8 Provisions and contingent liabilities

The Company estimates the provisions that have present obligations as a result of past events and it is probable that outflow of resources will be required to settle the obligations. These provisions are reviewed at the end of each reporting date and are adjusted to reflect the current best estimates. The Company uses significant judgment to disclose contingent liabilities. Contingent liabilities are disclosed when there is a possible obligation arising from past events, the existence of which will be confirmed only by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company or a present obligation that arises from past events where it is either not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount cannot be made. Contingent assets are neither recognized nor disclosed in the financial statements.

1.9 Impairment

Property, plant and equipment are evaluated for recoverability whenever events or changes in circumstances indicate that their carrying amounts may not be recoverable. For the purpose of impairment testing, the recoverable amount (i.e. the higher of the fair value less cost to sell and the value-in-use) is determined on an individual asset basis unless the asset does not generate cash flows that are largely independent of those from other assets. In such cases, the recoverable amount is determined for the CGU to which the asset belongs.

If such assets are considered to be impaired, the impairment to be recognized in the Statement of Profit and Loss is measured by the amount by which the carrying value of the assets exceeds the estimated recoverable amount of the asset. An impairment loss is reversed in the Statement of Profit and Loss if there has been a change in the estimates used to determine the recoverable amount. The carrying amount of the asset is increased to its revised recoverable amount, provided that this amount does not exceed the carrying amount that would have been determined (net of any accumulated depreciation) had no impairment loss been recognized for the asset in prior years.

1.10 Impairment of non-financial assets

The carrying amounts of the Company's non-financial assets are reviewed at each reporting date to determine whether there is any indication of impairment considering the provisions of Ind AS 36 'Impairment of Assets'. If any such indication exists, then the asset's recoverable amount is estimated.

The recoverable amount of an asset or cash-generating unit is the higher of its fair value less costs to disposal and its value in use. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit", or "CGU").

An impairment loss is recognized if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognized in profit or loss. Impairment losses recognized in respect of CGUs are reduced from the carrying amounts of the assets of the CGU.

Impairment losses recognized in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed if there has been a change in the estimates used to determine the recoverable amount. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortization, if no impairment loss had been recognized.

NOTICENOTICE is hereby given that the

1.11 Functional & Foreign currency

Functional currency:

The functional currency of the Company is the Indian rupee. These financial statements are presented in Indian rupees.

Transactions and translations:

Foreign-currency denominated monetary assets and liabilities are translated into the relevant functional currency at exchange rates in effect as at the Balance Sheet date. The gains or losses resulting from such translations are included in net profit in the Statement of Profit and Loss. Non-monetary assets and non-monetary liabilities denominated in a foreign currency and measured at historical cost are translated at the exchange rate prevalent at the date of the balance sheet.

Transaction gains or losses realized upon settlement of foreign currency transactions are included in determining net profit for the period in which the transaction is settled. Revenue, expense and cash flow items denominated in foreign currencies are translated into the relevant functional currencies using the exchange rate in effect on the date of the transaction.

1.12 Income Taxes

Income tax expense comprises current and deferred income tax. Current income tax for current and prior periods is recognized at the amount expected to be paid to or recovered from the tax authorities, using the tax rates and tax laws that have been enacted or substantively enacted at the Balance Sheet date. Deferred income tax assets and liabilities are recognized for all temporary timing differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements as prescribed in Ind-AS-12. Deferred tax assets are reviewed at each reporting date and are reduced to the extent that it is no longer probable that the related tax benefit will be realized.

Deferred income tax assets and liabilities are measured using tax rates and tax laws that have been enacted or substantively enacted by the Balance Sheet date and are expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. A deferred income tax asset is recognized to the extent that it is probable that future taxable profit will be available against which the deductible temporary differences and tax losses can be utilized. The Company does not offsets current tax assets and current tax liabilities on net basis, where it has a legally enforceable right to set off the recognized amounts and where it intends either to settle on a net basis, or to realize the asset and settle the liability simultaneously.

1.13 Employee benefits

1.13.1 Gratuity

The Company provides for gratuity, a defined benefit retirement plan ('the Gratuity Plan') covering eligible employees of FCS. The Gratuity Plan provides a lump sum payment to vested employees at retirement, death, incapacitation or termination of employment, of an amount based on the respective employee's salary and the tenure of employment with the Company.

The Company recognizes the net obligation of a defined benefit plan in its Balance Sheet as an asset or liability. Gains and losses through re-measurements of the net defined benefit liability / (asset) are recognized in other comprehensive income.

1.13.2 Provident fund

Eligible employees of the company receive benefits from a provident fund, which is a defined benefit plan. Both the eligible employee and the Company make monthly contributions to the provident fund plan equal to a specified percentage of the covered employee's salary. Amounts collected under the provident fund plan are deposited in a government administered provident fund. The companies have no further obligation to the plan beyond its monthly contributions.

1.13.3 Compensated absences

The Company has a policy on compensated absences which are both accumulating and non-

accumulating in nature. The expected cost of accumulating compensated absences is determined by actuarial valuation performed by an independent actuary at each Balance Sheet date using projected unit credit method on the additional amount expected to be paid / availed as a result of the unused entitlement that has accumulated at the Balance Sheet date.

1.14 Cash flow statement

Cash flows are reported using the indirect method, whereby profit/(loss) for the period is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities of the company are segregated.

Amendment to Ind AS 7:

Effective April 1, 2017, the Company adopted the amendment to Ind AS 7, which require the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The adoption of the amendment did not have any material impact on the financial statements.

1.15 Other income

Other income is comprised primarily of interest income. Interest income is accounted for on accrual basis.

1.16 Investment

Investments are classified into non-current and current investments based on the intent of management at the time of acquisition. Fair Market Value for the purpose of valuation of investment in all companies including subsidiaries in compliance of the provisions of Companies Act, 2013 and applicable Ind AS is as per the Valuation Report taken from the Registered Valuer as prescribed u/s 247 of the Companies Act, 2013 read with Companies (Registered Valuers & Valuation) Rules 2018.

1.17 Related Party Transactions:

Subsidiaries Companies

Name of Subsidiaries	Country	Holding % as at	
		31.03.2021	31.03.2020
FCS Software Middle East FZE	UAE	100	100
FCS Software Solutions GmbH	Germany	100	100
Insync Business Solutions Limited	India	100	100
Stablesecure Infraservices Pvt. Ltd.	India	100	100
Innova Eservices Pvt. Ltd.*	India	-	100
Zero Time Constructions Pvt. Ltd.*	India	-	100
cGain Analytics Pvt. Ltd.*	India	-	100

***Note:** Ceased to be subsidiary during the year as the Company has transferred all the shares.

Associate Companies

Name of Associate	Country	Holding % as at	
		31.03.2021	31.03.2020
Enstaserv Eservices Ltd.	India	48.94	48.94

sual Means (OAVM) to transact the following businesses:

The efficiency catalyst

NOTICENOTICE is hereby given that the

List of Directors/Key Managerial Personnel

- Dalip Kumar – Chairman & Managing Director
- Mahendra Pratap Singh – Non- executive Director
- Shayam Sunder Sharma – Independent Director
- Raj Kumar Manikpuri – Independent Director
- Sunil Sharma – Executive Director
- Shweta Shatsri – Independent Director
- Anil Kumar Sharma – Chief Financial Officer
- Harsha Sharma– Company Secretary

Relative of KMP

- Babita Sharma
- Utkrasht Sharma

A. Transactions with the Related Parties **(in Lakhs)**

Transactions	31.03.2021	31.03.2020
Rental Income		
Insync Business Solutions Limited	15.60	15.60
Salary & Other Benefits to Key Management Personnel		
1. Sunil Sharma	9.52	9.52
2. Harsha Sharma	8.19	7.80
3. Anil Kumar Sharma	21.24	21.21
Directors Sitting Fee		
Shayam Sunder Sharma	2.30	4.00
Shweta Shatsri	1.70	3.00
Mahendra Pratap Singh	1.40	1.80
Raj Kumar Manikpuri	0.20	0.40
Legal & Professional Charges		
Babita Sharma	2.85	Nil
Salary		
Utkrasht Sharma	3.99	Nil

B. Outstanding Balance Receivable/(Payable) as at year end: **(in Lakhs)**

S.No.	Outstanding Balances as at year end:	31.03.2021	31.03.2020
1.	Insync Business Solutions Limited	(22.19)	(45.78)

1.18 Expenditure in Foreign Currency **(in Lakhs)**

Particulars	31.03.2021	31.03.2020
Expenditure incurred overseas	3.96	19.37

1.19 Earning in Foreign Exchange **(in Lakhs)**

Particulars	31.03.2021	31.03.2020
Income from IT & ITES	1,697.93	2,087.19
	1,697.93	**2,087.19**

1.20 Corporate Social Responsibility

As per Section 135 of Companies Act 2013 a Corporate Social responsibility Committee has been formed by the Company. During the year the Company has undertaken Corporate Social Responsibility activities as approved by the CSR Committee which are specified in Schedule VII of the Companies Act 2013.

i) Gross amount spent by the Company during the year ended 31st March, 2021 is Rs. Nil (Previous Year 2019-20 is Rs 3.05 Lakhs)

ii) Amount spent during the year on:

As on 31st March 2021

S. No	Particulars	In cash	Yet to be paid in cash	Total
i)	**Construction/Acquisition of any assets**	**-**	**-**	**-**
ii)	**On Purpose other than (i) above**	**-**	**-**	**-**
iia)	Sanitation and safe drinking water (Item No. (i) of Schedule - VII)	-	-	-
iib)	Social Welfare (Item No.(iii) of Schedule-VII)	-	-	-
iic)	Forest & Environment, animal welfare etc. (Item No. (iv) of Schedule-VII)	-		-
iid)	Contribution to 'Clean Ganga Fund' (Item No.(iv) of Schedule-VII)	-		-
iie)	Ensuring environment sustainability item No. (iv) of Schedule - (VII)	-	-	-
	Grand Total (i+ii)	**-**	**-**	**-**

As on 31st March 2020

i)	**Construction/Acquisition of any assets**	**-**	**-**	**-**
ii)	**On Purpose other than (i) above**	**3.05**	**-**	**3.05**
iia)	Sanitation and safe drinking water (Item No. (i) of Schedule - VII)	-	-	-
iib)	Social Welfare (Item No.(iii) of Schedule-VII)	3.05	-	3.05
iic)	Forest & Environment, animal welfare etc. (Item No. (iv) of Schedule-VII)	-		-
iid)	Contribution to 'Clean Ganga Fund' (Item No.(iv) of Schedule-VII)	-		-
iie)	Ensuring environment sustainability item No. (iv) of Schedule - (VII)	-	-	-
	Grand Total (i+ii)	**3.05**	**-**	**3.05**

1.21 Segment Reporting

The Segment reporting policy complies with the accounting policies adopted for preparation and presentation of financial statements of the Company and is in conformity with Ind AS 108.The segmentation is based on the Geographies (reportable business segment) in which the Company operates and internal reporting systems. The geographical segmentation is based on the nature and type of services rendered. Based on the "management approach" as defined in Ind AS 108.

The Company has identified two main Geographical Segments as reportable segments. The business segments comprise:

1. INDIA Segment
2. USA Segment

The Profit and Loss for reportable Primary Segment is set out below:-

For the period ending 31st March 2021

NOTICE NOTICE is hereby given that the

Description	India	USA	Total
Year ended March 31, 2021			
Revenue	1668.89	1697.94	3366.82
Expenses	997.48	1014.85	2012.33
Segment result	671.41	683.09	1354.49
Un-allocable expenses			2667.58
Operating income			(1313.09)
Other income (net)			267.12
Profit before tax			**(1045.97)**

For the Year Ended 31st March, 2020

Description	India	USA	Total
Year ended March 31, 2020			
Revenue	1601.29	2087.19	3688.48
Expenses	850.68	1108.81	1959.49
Segment result	750.61	978.38	1728.99
Un-allocable expenses			3035.86
Operating income			(1306.87)
Other income (net)			332.54
Profit before tax			**(974.33)**

Revenue and expenses directly attributable to segments are reported under each reportable segment. Expenses which are not directly identifiable to each reporting segment have been allocated on the basis of associated revenue of the segment and manpower efforts. All other expenses which are not attributable or allocable to segments have been disclosed as un-allocable expenses.

1.22 Contingent liabilities and commitments:

Contingent Liabilities:

Claims against the Company, not acknowledged as debts for FY 2020-21 (P.Y 2019-20) is NIL.

1.23 Disclosure under Micro, Small and Medium Enterprises Development Act,2006:

Particular	As at 31 March 2021	As at 31 March 2020
Principal amount remaining unpaid as at year end	1.13	0.81
Interest due thereon remaining unpaid as at year end	-	-
Interest paid by the company in terms of Section 16 of MSME Development Act, 2006 along with the amount of the payment made to the supplier beyond the appointed day during the year.	-	-
Interest due and payable for the period of delay in making payment but without adding the interest specified under MSME Development Act, 2006.	-	-
Interest accrued and remaining unpaid as at year end.*	-	-
Further interest remaining due and payable even in the succeeding years, until such date when the interest due as above are actually paid to the small enterprises.	-	-

*Note: As at March 31, 2021 and March 31, 2020, there is no interest due on outstanding dues of Micro, Small & Medium Enterprise

1.24 The Company has transferred all the shares held in wholly owned subsidiaries namely Innova e Services Private Limited, cGain Analytics Private Limited and Zero Time Constructions Private Limited at a loss of Rs 1255.73 lakhs and the impact of the same has been covered under the heading Exceptional

Items in the standalone audited financial statements for the year ending Mar 31, 2021.

1.25 Earnings per equity share

The Company's Earnings Per Share ('EPS') is determined based on the net profit attributable to the shareholders' of the company. Basic earnings per share is computed using the weighted average number of shares outstanding during the year. Diluted earnings per share is computed using the weighted average number of common and dilutive common equivalent shares outstanding during the year including share options, except where the result would be anti dilutive.

	As at 31.03.2021	As at 31.03.2020
Net loss attributable to equity shareholders	(1,121.10)	(1,056.18)
Loss per equity share:		
Nominal value of equity share	1.00	1.00
Weighted-average number of equity shares for basic and diluted EPS	1709553100	1709553100
Basic and diluted loss per share	**(0.07)**	**(0.06)**

1.26 The outbreak of Coronavirus disease (COVID-19) pandemic globally and in India is causing significant disturbance and slowdown of economic activity. The management has evaluated the impact of this pandemic on its business operations and based on its review, there is no significant impact on its business operations. However, the impact assessment of COVID 19 is a continuing process given the uncertainties associated with its nature and duration and accordingly the impact may be different from that estimated as at the date of approval of these financial statements. The Company will continue monitoring any material changes to future economic conditions.

1.27 Previous year figures have been re-grouped/re-classified wherever necessary to correspond with the current year's classification/disclosures.

AUDITOR'S REPORT

As per our separate report of even date

The accompanying notes are an integral part of the Financial Statements
As per our report of even date attached

For **Aadit Sanyam & Associates**
Chartered Accountants
Firm Regd. No.: 023685N

Sd/-
CA. Sanyam Jain
(Partner)
M. No. 531338
UDIN: 21531388AAAAEI8189

Place: Noida
Date: June 29, 2021

For and on behalf of the Board of Directors of
FCS Software Solutions Limited

Sd/-
Dalip Kumar
Chairman & Managing Director
DIN: 00103292

Sd/-
Anil Kumar Sharma
Chief Financial Officer

Sd/-
Shayam Sunder Sharma
Director
DIN: 00272803

Sd/-
Harsha Sharma
Company Secretary