



## *Edynamics Solutions Limited*

Date: 27.10.2016

To,  
The Department of corporate Services,  
BSE Limited  
Phiroze Jeejeebhoy Towers,  
Dalal Street, Fort, Mumbai-400001

Scrip ID: EDSL, Scrip Code: 535694

Sub: Submission of 16<sup>th</sup> Annual Report Under Regulation 34(1) of Securities And Exchange Board Of India  
(Listing Obligations And Disclosure Requirements) Regulations, 2015

Dear Sir/Madam,

Please find enclosed 16<sup>th</sup> Annual Report of Edynamics Solutions Limited for the Financial Year 2015-16 as Required under Regulation 34(1) of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015.

Kindly acknowledge and update the same on your website.

Yours faithfully,

For Edynamics Solutions Limited

  
Anita Gupta  
Director  
DIN: 06689070

Regd. Office: A-406, Street No.8, Road No.4, Mahipalpur, New Delhi-110075;  
Ph: 011-65670013; Email: [edynamicssolutions@yahoo.com](mailto:edynamicssolutions@yahoo.com)  
Website: [www.edynamicssolutions.com](http://www.edynamicssolutions.com); CIN: L74900DL2000PLC106755

FINANCIAL  
YEAR  
2015-2016

EDYNAMICS SOLUTIONS LIMITED  
16TH ANNUAL REPORT

## **CORPORATE INFORMATION**

### **BOARD OF DIRECTORS**

Mr. Vikas Saini	Executive & Whole-time Director
Ms. Anita Gupta	Non-Executive & Non Independent Director
Mr. Bharat Gupta	Non-Executive & Independent Director
Mr. Vinod Kumar	Non-Executive & Independent Director

**COMPLIANCE OFFICER:** Mr. Mor Gunjan Suresh, Company Secretary

### **REGISTERED OFFICE**

A-406, Street No.8, Road No.4,  
Mahipalpur, New Delhi - 110075  
Tel: 91-11-65670014  
Fax: 91-11-65670014  
Email: [edynamicssolutions@yahoo.com](mailto:edynamicssolutions@yahoo.com);  
Website: [www.edynamicssolutions.com](http://www.edynamicssolutions.com)

### **AUDITORS**

M/s. Nitesh Pratap Singh and Associates  
A180, 2nd Floor Jhilmil Colony,  
Vivek Vihar, New Delhi-110095

### **REGISTRARS & SHARE TRANSFER AGENT**

#### **Mas Services Limited**

T – 34, IIInd Floor,  
Okhla Industrial Area  
Phase – II, New Delhi - 110020  
Ph. No. 011 - 26387281  
Email: [info@masserv.com](mailto:info@masserv.com)

**CORPORATE IDENTIFICATION NUMBER - L74900DL2000PLC106755**

### **BANKER**

**HDFC Bank**

**ANNUAL GENERAL MEETING:** September 24, 2016

**DAY & TIME:** on Saturday at 9.30 A.M

**VENUE:** Navkar Tirth Atisey Ksetra, Village Neelwal,  
Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi.

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Email: [edynamicssolutions@yahoo.com](mailto:edynamicssolutions@yahoo.com) Website: [www.edynamicssolutions.com](http://www.edynamicssolutions.com)

### **NOTICE of 16<sup>th</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that 16th Annual General Meeting of the members of **EDYNAMICS SOLUTIONS LIMITED** will be held on Saturday, 24th September, 2016 at 09:30 A.M at **Navkar Tirth Atisey Ksetra, Village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi** to transact the following Business:

#### **ORDINARY BUSINESS:**

1. To receives, consider and adopted the audited Balance sheet of the Company as at March 31 2016, the statement Profit & Loss Account, Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditor's thereon.
2. To Appoint a Director in place of **Ms. Anita Gupta**, who retires by rotation and being eligible offer himself for re - appointment.
3. To appointment a Statutory Auditors of the Company in place of existing Statutory Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the 21<sup>st</sup> Annual General Meeting subject to the ratification of shareholders in every Annual General Meeting and to fix their remuneration.

#### **SPECIAL BUSINESS**

4. To consider and if thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution for appointment of **Mr. Vinod Kumar (DIN: 07305118) Independent Director of the Company.**

**"RESOLVED THAT** pursuant to the provisions of Section 160, 149, 152 and all other applicable provisions and Schedule IV to the Companies Act, 2013, the Companies (Appointment the Companies (Appointment and Qualifications of Directors) Rules, 2014, as may be amended, from time to time and the Listing Agreement, Mr. Vinod Kumar (DIN: 07305118), who was appointed as an Additional Director with effect from 12/10/2015, be and is hereby appointed as an Independent Director of the Company, to hold office for a term of five consecutive years commencing from 12/10/2015."

Date: 23/08/2016

Place: New Delhi

By Order of the Board  
For EDYNAMICS SOLUTIONS LIMITED  
Sd/-  
**ANITA GUPTA**  
DIN: 06501012  
Director

## NOTES:

1. An Explanatory statement pursuant to Section 102(1) of the Companies Act, 2013 with respect to the special businesses set out in the notice is annexed.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.**

**A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.**

3. The Register of Directors and Key managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
4. Members holding shares in physical form are requested to notify change in address, if any, under their signatures to **Mas Services Limited; T - 34, Second Floor, Okhla Industrial Area, Phase - II, New Delhi - 110020.Tel: 011 - 26387281, 82, 83;Email: info@masserv.com.** Members holding shares in electronic form may update such details with their respective Depository Participants.
5. Pursuant to Section 91 of the Companies Act, 2013, The Share Transfer Books and Members Register of the Company will remain closed from **19<sup>th</sup> September, 2016 to 23<sup>rd</sup> September, 2016** (both days inclusive).
6. Members seeking any information regarding accounts should write to the Company at least seven days before the date of the meeting so as to enable the management to keep the information ready.
7. All documents meant for inspection and referred in the accompanying Annual Report are open for inspection at the Registered Office of the Company during office hours between 11.00 am to 1.00 pm on all working days till the date of Annual General Meeting.
8. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.

### 1. Voting through electronic means

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and Regulation 44 (1) of SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, the Company is pleased to offer e-voting facility to the Members to cast their votes electronically on all resolutions set forth in the Notice convening the Annual General Meeting to be held on Saturday, September 24, 2016 at 09:30 A.M. The Company has envisaged the Services of National Securities Depository Limited (NSDL) to provide e-voting facility.
- II. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- III. The Facility for voting through ballot paper shall be available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- IV. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- V. The remote e-voting period commences on **21<sup>st</sup> September, 2016 (9:00 am) and ends on 23<sup>rd</sup> September, 2016 (5:00 pm)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 17<sup>th</sup> September, 2016**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.



## VI. The process and manner for remote E- voting electronically are as under:-

**A.** In case a member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participant(s) :

- (i) Open email and open PDF file. The said PDF file contains your user ID and password For E-Voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following [URL:https://www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)
- (iii) Click on shareholder-Login.
- (iv) Put user ID and password as initial password noted in step (i) above. Click login.
- (v) Password change menu appears. Change the password with new password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of e-voting opens, click on e-voting : Active Voting cycles.
- (vii) Select "EVEN" Of **EDYNAMICS SOLUTIONS LIMITED**.
- (viii) Now you are ready for remote E-voting as cast vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on ""Submit"" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii) Institutional & Corporate shareholders(i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy(PDF/JPG Format) of the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to [pkmishra59@yahoo.com](mailto:pkmishra59@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) .

**B.** In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Depository Participant (s) or requesting physical copy] :

- (i) Initial password is provided as below in the proxy form:

EVEN (Remote E-Voting Event number)	USER ID	PASSWORD

- (ii) Please follow all steps from SI. No.(ii) to SI. No.(xii) above, to cast vote.

- VII. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) call on toll free no.: 1800-222-990.
- VIII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- IX. The e-voting period commences on **21.09.2016 and ends on 23.09.2016**. During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of September 17<sup>th</sup> 2016**, may cast their vote electronically in the manner and process set out herein above. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the shareholder shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way ballot form.

- X. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the **cut-off date of September 17, 2016.**
- XI. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the **cut-off date i.e. 17<sup>th</sup> September, 2016**, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in). However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- XII. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XIII. **Mr. Pawan Kumar Mishra**, Company Secretary (COP: 16222), **Proprietor of M/s. P.K. Mishra & Associates**, Company Secretary has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIV. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XV. The Scrutinizer shall after the conclusion of the e-voting at the AGM will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company ie. [www.edynamicssolutions.com](http://www.edynamicssolutions.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately

**Date: 23/08/2016**

**Place: New Delhi**

By Order of the Board  
For EDYNAMICS SOLUTIONS LIMITED  
Sd/-  
**ANITA GUPTA**  
DIN: 06501012  
Director



## ANNEXURE TO NOTICE

### Explanatory Statement Pursuant to Section 102(1) of Companies Act, 2013

Pursuant to Section 102 of the Companies Act, 2013 ('the Act'), the following Explanatory Statement sets out all material facts relating to the businesses mentioned under Item No. 4 of the accompanying Notice dated 23<sup>rd</sup> August, 2015.

#### Item No.4:

Mr. Vinod Kumar (DIN: 07305118) was appointed as an Additional Director with effect from 12.10.2015, Pursuant to Section 149 of the Companies Act, 2013 (new act) read with the Rules made thereunder, the Independent Directors shall hold office for a period of upto 5 consecutive years and shall not be liable to retire by rotation. He may be appointed for a maximum of two consecutive terms of upto 5 years each.

He is Independent director of the company and has been holding the office of Directorship. As per existing terms of appointment, the period of his office is liable to determination by retirement by rotation in terms of section 152 of the Act. The Company has received notices in writing from a member along with the deposit of requisite amount under section 160 of the Act proposing the candidature of his appointment as Independent Directors of the Company. He is not disqualified from being appointed as Directors in terms of Section 164 of the Act and has given his consent to act as Director. The Company has also received declarations from his that He meet with the criteria of independence as prescribed under Section 149(6) of the Act and the Listing agreement.

The Board considered the independence of his in terms of Section 149 and Schedule IV to the Companies Act, 2013 and the Listing Agreement and was of the view that he fulfills the criteria of independence as mentioned in the above provisions and can be appointed in the above provisions and can be appointed as Independent Directors

Mr. Vinod Kumar (DIN: 07305118) is interested in their respective resolution to the extent of his appointment.

Mr. Vinod Kumar (DIN: 07305118) is an eminent Professional and brings rich and varied experience to the Board.

None of the remaining Directors and their relatives is concerned or interested in the proposed resolutions.

The Board recommends the resolution for your approval.

**Date: 23/08/2016**

**Place: New Delhi**

By Order of the Board  
For EDYNAMICS SOLUTIONS LIMITED  
Sd/-  
ANITA GUPTA  
DIN: 06501012  
Director



Regd. Office: A-406, Street No.8 Road No. 4, Mahipalpur New Delhi -110075  
 Tel.: +91-011-26387382 Fax: +91-011-26387384; CIN: L74900DL2000PLC106755  
 Email: edynamicssolutions@yahoo.com Website: www.edynamicssolutions.com

### ANNEXURE I TO THE NOTICE

Details of the directors proposed to be appointed / re-appointed as per clause 1.2.5 of Secretarial Standards on General Meeting and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

Name	Vinod Kumar
Age	33 years
Qualifications	Graduate
Experience	5 years
Terms and conditions of appointment including details of remuneration	Mr. Vinod kumar will hold the office of Independent Director for a period of five years commencing from 12th October, 2015. He will be entitled for remuneration as per the provisions of Companies Act, 2013 and as may be decided by the Board of Directors and approved by the members of the Company from time to time. Other terms and conditions are mentioned in the letter for appointment which is available for inspection by members on all working days except holidays from 11.00 a.m to 5.00 p.m at the registered office of the company.
Last drawn remuneration	Nil
Date of first appointment by the Board of Directors of the Company	12.10.2015
Shareholding in the Company	Nil
Relationship with other directors and Key Managerial of the Company	None
Number of meetings attended during the financial year 2015-16	5

Other directorship, membership / chairmanship of committees of other board	Director/Designated partner in:  VINODPROMOD CORPORATE SOLUTIONS LLP
Justification for appointment of Independent Director	<p>The appointment will be for the period mentioned against their respective names ("Term"). The Company may disengage Independent Directors prior to completion of the Term subject to compliance of relevant provisions of the 2013 Act.</p> <p>As Independent Directors, they will not be liable to retire by rotation.</p> <p>Reappointment at the end of the Term shall be based on the recommendation of the Nomination and Remuneration Committee and subject to the approval of the Board and the shareholders. The reappointment would be considered by the Board based on the outcome of the performance evaluation process and the directors continuing to meet the independence criteria.</p> <p>Appointment of Independent Director shall be done in accordance with the all the applicable laws of Companies Act 2013 and Listing Agreement entered by the Company with BSE Limited.</p>
Performance evaluation report	NA

## **DIRECTORS' REPORT**

To

**The Members,  
Edynamics Solutions Limited**

Your Directors have pleasure in presenting the 16<sup>th</sup> Annual Report of your Company together with Audited Statement of Accounts and the Auditors' Report of your Company for the financial year ended, 31<sup>st</sup> March 2016.

### **FINANCIAL SUMMARY OR HIGHLIGHTS / PERFORMANCE OF THE COMPANY**

The highlights of financial results of your Company are as follows:

Particulars	For the Financial year ended as on 31 <sup>st</sup> March, 2016	For the Financial year ended as on 31 <sup>st</sup> March, 2015
	Amount (in Rs. lacs)	Amount (in Rs. lacs)
Income	344.93	550.25
Less: Expenditure	339.71	543.75
Profit/(Loss) before taxation	5.22	6.49
Less: Income Tax	1.61	2.00
Net profit/ (Loss) after taxation	3.61	4.49

### **FINANCIAL PERFORMANCE**

During the year under review, Your Company has recorded a total income of Rs. 344.93 Lacs against Rs. 550.25 Lacs in the previous year. Profit after taxation for the financial year ended on 31<sup>st</sup> March, 2016 decreased to Rs. 3.61 Lacs against Rs. 4.49 Lacs in the previous year.

### **RESERVE AND SURPLUS**

Rs. 3.61 lakhs is being transferred to the reserve and surplus during the financial year 2015-2016. The Balance of Reserve and surplus as on 31<sup>st</sup> March, 2016 was Rs. 9,96,87,059.78/-.

### **DIVIDEND**

To Plough back the profits into the business, the Board of Directors has not declared any dividend during the year.

### **CHANGE IN THE NATURE OF BUSINESS**

During the year, the Company has not changed its nature of business.

### **DEPOSITS**

The Company has not accepted deposit from the public falling within the ambit of Section 73 of the Companies Act, 2013 and The Companies (Acceptance of Deposits) Rules, 2014. No amount of principal or interest was outstanding as on the date of Balance Sheet.

### **MATERIAL CHANGES AND COMMITMENTS, IF ANY, AFFECTING THE FINANCIAL POSITION OF THE COMPANY WHICH HAVE OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR OF THE COMPANY TO WHICH THE FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT**

There have been no material changes and commitments which can affect the financial position of the Company occurred between the end of the financial year of the Company and date of this report.

### **DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS**

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory/regulatory compliances. The Company has a strong monitoring and reporting process resulting in financial discipline and accountability.

### **RISK MANAGEMENT POLICY**

Therefore, in accordance with the provisions of the Companies Act, 2013, the Board members were informed about risk assessment and minimization procedures after which the Board formally adopted steps for framing, implementing and monitoring the risk management plan for the company.

The main objective of this policy is to ensure sustainable business growth with stability and to promote a pro-active approach in reporting, evaluating and resolving risks associated with the business. In order to achieve the key objective, the policy establishes a structured and disciplined approach to Risk Management, in order to guide decisions on risk related issues.

In today's challenging and competitive environment, strategies for mitigating inherent risks in accomplishing the growth plans of the Company are imperative. The common risks inter alia are: Regulations, competition, Business risk, Technology obsolescence, Investments, retention of talent and expansion of facilities. Business risk, inter-alia, further includes financial risk, political risk, fidelity risk, legal risk. As a matter of policy, these risks are assessed and steps as appropriate are taken to mitigate the same.

### **PARTICULARS OF EMPLOYEES AND OTHER DISCLOSURE**

The prescribed particulars of Employees required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as Annexure to this Report.

The information required pursuant to Section 197(12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Employees of the Company, will be provided on request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees particulars mentioned in rule 5(2) of the said rule which is available for inspection by the Members at the Registered Office of the Company during the business hours on working days of the Company up to the date of ensuing Annual General Meeting. If any Member is interest in inspecting the same, such Member may write to the Compliance officer in advance.

### **NAME OF THE COMPANIES WHICH HAVE BEEN BECOME OR CEASED TO BE ITS SUBSIDIARIES AND ASSOCIATE COMPANIES DURING THE YEAR**

Since the Company has no subsidiaries as on 31st March, 2016, provision of section 129 of the Companies Act, 2013 is not applicable.

### **STATE OF COMPANY AFFAIRS**

The Company is complying with all the applicable laws and provisions and there is no adverse action against the business operations of the Company.

### **STATUTORY AUDITORS**

In Terms of the provisions of Section 139 of the Companies Act, 2013, **M/s. Nitesh Pratap Singh and Associates**, Chartered Accountants, having (**Firm registration no. 026796N**), proposed to be appointed as Statutory Auditors of the Company by the shareholders through Annual General Meeting Dated **23<sup>rd</sup> September, 2015** to hold office till conclusion of ensuing Annual General Meeting. The said appointment is subject to ratification by the members at every Annual General Meeting.

The Board has recommended the appointment of **M/s. Nitesh Pratap Singh and Associates**, Chartered Accountants, having (**Firm registration no. 026796N**), by the shareholders at the forthcoming Annual General

meeting. The Company has received a letter from **M/s. Nitesh Pratap Singh and Associates**, Chartered Accountants, confirming their eligibility under Section 141 of the companies Act, 2013.

### **AUDITORS' REPORT**

The Notes on Financial Statements referred to in the Auditors' Report are self-explanatory and therefore, in the opinion of the Directors, do not call for further comments.

### **INTERNAL AUDITOR**

During the Year under Review, **M/s Pramod Kumar Sinha & Associates**, has been appointed as an Internal Auditor of the Company with Effect from 13.11.2015.

### **EXTRACT OF THE ANNUAL RETURN**

Pursuant to the provisions of Section 134 (3) (a) of the Companies Act, 2013, Extract of the Annual Return for the financial year ended 31st March, 2016 made under the provisions of Section 92 (3) of the Act in Form MGT -9 is annexed herewith as Annexure - 1.

### **CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO**

The particulars as required under the provisions of Section 314(3)(m) of the Companies Act, 2013 read with Rule 8(3) of The Companies (Accounts) Rules, 2014 in respect of Conservation of Energy and Technology Absorption have not been furnished considering the nature of activities undertaken by the Company during the year under review.

There was no foreign exchange earning & outgo during the financial year under review.

### **CORPORATE SOCIAL RESPONSIBILITY (CSR)**

During the year under review, the Company is not required to comply with the provisions related to Corporate Social Responsibility on the basis of its financial statement.

### **DIRECTORS & COMMITTEES**

#### **a) Changes in Directors and Key Managerial Personnel**

During the year under review, **Ms. Mor Gunjan Suresh** has been appointed as the Company Secretary and Compliance Officer with effect from July 1, 2015.

During the year under review, **Mr. Vinod Kumar** (DIN: 07305118) has been appointed as an Additional Independent Director) with effect from October 12, 2015 in Place of Mr. Shyam Saini.

#### **b) Board Evaluation**

Pursuant to the provisions of the Companies Act, 2013 and **SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**, the Board has carried out an Annual Performance evaluation of its own performance, the Directors individually as well as the evaluation of the working of its various Committees. A separate exercise was carried out to evaluate the performance of individual Directors including the Chairman of the Board, who were evaluated on parameters such as level of engagement and contribution, independence of judgment, safeguarding the interest of the Company and its minority shareholders etc. The performance evaluation of the Independent Directors was carried out by the entire Board excluding the Directors being evaluated. The performance evaluation of the Chairman and Non -Independent Directors was carried out by the Independent Directors at their separate meeting held on 14th November, 2015.



**c) Declaration by an Independent Director(s) and re- appointment, if any**

All Independent Directors have given declaration that they meet the criteria of independence as laid down under Section 149(6) of the Companies Act, and **SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**.

**c) Formal Annual Evaluation**

Pursuant to the provisions of companies Act, 2013 and **SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**, the Board has carried out annual performance evaluation of its own performance, the directors individually as well the evaluation of the working of its Audit, Nomination & Remuneration and Stakeholder committee.

**MIGRATION FROM BSE SME TO MAIN BOARD**

During the under review 2015-16, BSE Limited has granted approval the Migration of Equity Shares of Edynamics Solutions Limited from BSE SME Platform to BSE Main board Platform with effect from January 6, 2016 pursuant to SEBI circular dated 18th May, 2010, SEBI (Issue of Capital and Disclosure Requirements) Regulation, 2009, BSE circular dated 26th November, 2012 and Listing Agreement with SME BSE Limited and provisions of Companies Act, 1956 and 2013 (read with underlying rules and regulations notified by MCA), which shall include any statutory modifications, amendments thereto.

**NUMBER OF MEETINGS OF THE BOARD OF DIRECTORS**

**BOARD MEETINGS**

During the year Eleven (11) Board Meetings were convened and held. The details of which are given below. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

S. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended
1.	06.04.2015	4	4
2.	25.05.2015	4	4
3.	06.06.2015		
4.	01.07.2015	4	4
5.	29.07.2015	4	4
6.	25.08.2015	4	4
7.	12.10.2015	4	4
8.	13.11.2015	4	4
9.	10.12.2015	4	4
10.	13.02.2016	4	4
11.	23.03.2016	4	4

**EXTRAORDINARY GENERAL MEETINGS DURING THE FINANCIAL YEAR 2015-16**

During the year under review, One Extra ordinary General Meeting was held on July 06, 2015 to consider and approve the following business:

1. Increase in authorized share capital and alteration of Memorandum of Association
2. Issue of 80,00,000 equity shares of Rs. 10/- on preferential basis to non promoters:

### **POSTAL BALLOT CONDUCTED DURING THE FINANCIAL YEAR 2015-16**

During the year under Review, One Postal Ballot has been conducted to approve the Following Resolutions:

1. For migrating from BSE SME to Main Board:
2. To increase the borrowing powers of the company:
3. Creation of security on the properties of the company in favor of the lenders:
4. Giving of loans/ guarantees, providing of securities and making of investments in securities:
5. Adoption of new set of articles of association:

**\*All the Resolutions have passed by the Shareholders and Result of the Postal Ballot has been declared as per Regulation 35A of Listing Agreements on 6<sup>th</sup> July, 2015.**

### **ALLOTMENT OF EQUITY SHARES**

During the Financial Year 2015-16, The Board of Directors in its meeting held on 29<sup>th</sup> July, 2015 has allotted 1,718,500 Equity Shares of Rs. 10/- each at a premium of Rs. 2/- per share, after obtaining the shareholder's approval in the Extra Ordinary General Meeting held on 06.07.2015.

### **AUDIT COMMITTEE**

The Board has well-qualified Audit Committee with majority of Independent Directors including Chairman. They possess sound knowledge on Accounts, Audit, Finance, Taxation, Internal Controls etc.

The Audit Committee also advises the Management on the areas where internal control system can be improved. The Terms of reference of the Audit Committee are in accordance with Regulation 18 of **Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015** and Section 177 of the Companies Act, 2013 as follows:

- Oversight of the Issuer's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment and, if required, there placement or removal of the statutory auditor and the fixation of audit fees.
- Approval of payment to Statutory Auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - (i) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of clause (2AA) of Section 217 of the Companies Act, 1956;
  - (ii) Any changes in accounting policies and practices and reasons for the same;
  - (iii) Major accounting entries involving estimates based on exercise of judgment by management;
  - (iv) Significant adjustments made in the financial statements arising out of audit findings;
  - (v) Compliance with listing and other legal requirements relating to financial statements;
  - (vi) Disclosure to any related party transactions;
  - (vii) Qualifications in the draft audit report.
- Reviewing with the management the half yearly financial statements before submission to the Board for approval.
- Reviewing with the management, performance of statutory and internal auditors, adequacy of internal control systems;
- Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.

- Discussion with internal auditors any significant findings and follow up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matters to the Board;
- Discussion with Statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

### **COMPOSITION**

**During the year ended on 31<sup>st</sup> March, 2016, the composition of Audit Committee has been as under:**

a) *Mr. Shyam Saini	(Chairman)
b) Mr. Bharat Gupta	(Member)
c) Ms. Anita Gupta	(Member)
d) *Mr. Vinod Kumar	(Chairman)

During the financial year 2015-16, Four (4) meeting of Audit Committee was held i.e. 25.05.2015, 25.08.2015, 13.11.2015 and 13.02.2016.

*\*The details of the Composition of the Audit Committee are given in the Corporate Governance Report.*

### **NOMINATION & REMUNERATION COMMITTEE**

The Company has duly constituted Nomination and Remuneration Committee to align with the requirements prescribed under the provisions of the Companies Act, 2013 and Regulation 19 of SEBI (Listing of Disclosure Requirements), 2015.

### **COMPOSITION**

a) *Mr. Shyam Saini	(Chairman)
b) Mr. Bharat Gupta	(Member)
c) Ms. Anita Gupta	(Member)
d) Mr. Vinod Kumar	(Chairman)

During the financial year 2015-16, Three meeting of Nomination & Remuneration Committee was held on 06.04.2015, 12.10.2015 and 13.02.2016.

*\* The details of the Composition of the Nomination & Remuneration Committee are given in the Corporate Governance Report.*

### **TERMS OF REFERENCE**

The terms of reference of Remuneration Committee includes the following:

- The remuneration committee recommends to the board the compensation terms of the executive directors.
- The committee to carry out evolution of every director's performance and recommend to the board his/her appointment and removal based on the performance.
- The committee to identify persons who may be appointed in senior management/Director in accordance with the criteria laid down.
- Framing and implementing on behalf of the Board and on behalf of the shareholders, a credible and transparent policy on remuneration of executive directors including ESOP, Pension Rights and any compensation payment.
- Considering approving and recommending to the Board the changes in designation and increase in salary of the executive directors.
- Ensuring the remuneration policy is good enough to attract, retain and motivate directors.

- Bringing about objectivity in deeming the remuneration package while striking a balance between the interest of the Company and the shareholders.”

#### **STAKEHOLDER RELATIONSHIP COMMITTEE**

Our Company has constituted a Stakeholder Relationship Committee to redress the complaints of the shareholders. The committee currently comprises of three Directors. Mr. Vinod Kumar is the Chairman of the committee.

a) *Mr. Shyam Saini	(Chairman)
b) Mr. Bharat Gupta	(Member)
c) Ms. Anita Gupta	(Member)
d) Mr. Vinod Kumar	(Chairman)

During the financial year 2015-16, Four (4) meeting of Stakeholder Relationship Committee was held i.e. 06.04.2015, 25.08.2015, 13.11.2015 & 13.02.2016.

*\*The details of the Composition of the Stakeholder Relationship Committee are given in the Corporate Governance Report.*

#### **ROLE OF STAKEHOLDER RELATIONSHIP COMMITTEE**

The Stakeholder Relationship Committee of our Board looks into:

- The redressal of investors complaints viz. non-receipt of annual report, dividend payments etc.
- Matters related to share transfer, issue of duplicate share certificate, dematerializations.
- Also delegates powers to the executives of our Company to process transfers etc.

The status on various complaints received / replied is reported to the Board of Directors as an Agenda item.

During the year under review, the Composition of the Stakeholder Relationship Committee has been as under:

#### **DETAILS OF ESTABLISHMENT OF VIGIL MECHANISM FOR DIRECTORS AND EMPLOYEES**

During the year, as per Section 177(9) read with Rule 7(1) of The Companies (Meeting of Board and its Powers) Rules, 2014, Company is required to establish a Vigil Mechanism for its Directors and employees. In order to ensure that the activities of the Company and its employees are conducted in a fair and transparent manner by adoption of highest standards of professionalism, honesty, integrity and ethical behavior the company has adopted a vigil mechanism policy. This policy is explained in corporate governance report and also posted on the website of company.

#### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186**

During the year, Company has not provided Loans, Guarantees and Investments covered under the provisions of Section 186 of the Companies Act, 2013.

#### **PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES**

The Company has no material significant transactions with its related parties which may have a potential conflict with the interest of the Company at large. The details of transactions with the Company and related parties are given for information under notes to Accounts.

#### **DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013**

In order to prevent sexual harassment of women at workplace; the provisions of Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 are effective in the Company. Under the said Act every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at workplace of any women employee. The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and

Redressal) Act, 2013. All women employees (permanent, contractual, temporary and trainee) are covered under this Policy.

The following is a summary of Sexual Harassment complaints received and disposed off during the year:

a. No. of Complaints received: 0

b. No. of Complaints disposed off : 0

### **MANAGERIAL REMUNERATION POLICY**

Provisions relating to Managerial Remuneration as per Section 197 read with Rule 5 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 The Board have on the recommendation of the Nomination & Remuneration Committee framed a Policy for Selection and appointment of Directors, Senior management and their Remuneration.

### **SECRETARIAL AUDIT REPORT AND EXPLANATION TO THE QUALIFICATIONS REPORTED IN THE REPORT**

Provisions relating to Secretarial Audit as per Section 204 read with Rule 9 of The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company has appointed **Mr. Preeti Sharma, Company Secretary in Practice**, to undertake the Secretarial audit of the Company. The Secretarial Auditor Report provided By the Secretarial Auditor in Form No. MR-3 has been enclosed as Annexure-II. Explanation to the observations as notice in the Audit Report:

With reference to the qualifications, we wish to explain that the Company is searching the best person for the post of Chief Financial Officer.

### **CORPORATE GOVERNANCE**

A report on Corporate Governance along with a certificate regarding the compliances with conditions of Corporate Governance as per Chapter IV of **SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015** is annexed to this report.

### **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

Management Discussion and Analysis Report regarding the compliances with conditions of Corporate Governance as per Chapter IV of **SECURITIES AND EXCHANGE BOARD OF INDIA (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015** is annexed to this report.

### **DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS OR TRIBUNALS IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATIONS IN FUTURE**

No Significant and Material orders has been passed by Securities Exchange Board of India, Stock Exchanges, Tribunal or Courts in the year under Report.

### **DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors' Responsibility Statement referred to in clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, shall state that -

(a) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;

(b) 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 and of the profit and loss of the company for that period;

- (c) The directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The directors had prepared the annual accounts on a going concern basis; and
- (e) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### **ACKNOWLEDGEMENT**

The board wishes to express and place on records its gratitude for the faith reposed in and cooperation extended to the company by the shareholders of the company. Your directors wish to place on record their deep sense of appreciation for the devoted and sincere services of the executives, staff and workers of the company for its success.

**Date: 23.08.2016**

**Place: New Delhi**

**By Order of the Board  
For Edynamics Solutions Limited**

**Sd/-  
Vikas Saini  
DIN: 06503769  
Director**

**Sd/-  
Anita Gupta  
DIN: 06501012  
Director**





**Annexure - I**

**FORM NO. MGT 9**  
**EXTRACT OF ANNUAL RETURN**  
**As on financial year ended on 31.03.2016**

Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company (Management & Administration) Rules, 2014.

**I. REGISTRATION & OTHER DETAILS:**

	CIN	L74900DL2000PLC106755
	Registration Date	12/07/2000
	Name of the Company	EDYNAMICS SOLUTIONS LIMITED
	Category/Sub-category of the Company	Company limited by shares/ Indian Non-Government Company.
	Address of the Registered office & contact details	A-406, Street No.8, Road No. 4, Mahipalpur, New Delhi- 110075 Phone No. 011-65670014 Email Id : edynamicssolutions@yahoo.com
	Whether listed company	Listed
	Name, Address & contact details of the Registrar & Transfer Agent, if any.	MAS Services Limited T-34, 2nd Floor, Okhla Industrial Area Phase - II, New Delhi - 110020 Tel No.: +91-11-26387281/82/83 Fax No.: +91-11-26387384 <b>Website: <a href="http://www.masserv.com">www.masserv.com</a></b> <b>E-mail ID: <a href="mailto:info@masserv.com">info@masserv.com</a></b> <b>Contact Person: Mr. Sharwan Mangla</b> <b>SEBI Registration No: INR000000049</b>

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Business of import, export, buy and sell or otherwise deal in manufacture, buy , sell, exchange , market, distribute and all kind including Automobile parts, Ball and Roller Bearings, beverages, chemicals, Glass materials, Textile, Readymade Garments, Timber products and any other materials and substances. The Company also carry a business as general merchants and traders in goods and commodities, commission agents, buying selling agents, and importer exporters of retails products.	5231	100.00

**III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES**

S. NO	NAME AND ADDRESS OF THE COMPANY	CIN/GLN	HOLDING/ SUBSIDIARY/ ASSOCIATE	% OF SHARES HELD	APPLICABLE SECTION
1	N.A	N.A.	N.A.	N.A.	Section 2(46) and Section 2(87)(ii)
2	N.A.	N.A.	N.A.	N.A.	Section 2(87)(ii)
3	N.A.	N.A.	N.A.	N.A.	Section 2(6)

## VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

#### i) Category-wise Share Holding

[illegible]

e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2. Non-Institutions									
a) Bodies Corp.	3089592	-	3089592	13.20	4126800	300	4127100	19.03	(5.83)
i) Indian	-	-	-	-	-	-	-	-	
ii) Overseas	-	-	-	-	-	-	-	-	
b) Individuals	-	-	-	-					
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	6166454	200000	6366454	27.20	5179253	335600	5514853	25.42	1.78
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	3254135	150000	3404135	14.54	6948000	503700	7451700	34.35	(19.81)
c) Others (specify)	6049319	-	6049319	25.84	97347	-	97347	0.45	25.39
Clearing Members	-	-	-	-	64347	-	64347	0.30	(0.30)
Hindu Undivided Family	515519	-	515519	2.20	-	-	-	-	2.20
Trusts	--	-	-	-	33000	-	33000	0.15	(0.15)
<b>Sub-total (B)(2):-</b>	<b>1,85,59,500</b>	<b>350000</b>	<b>18909500</b>	<b>80.78</b>	<b>16351400</b>	<b>839600</b>	<b>17191000</b>	<b>79.25</b>	
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>1,85,59,500</b>	<b>350000</b>	<b>18909500</b>	<b>80.78</b>	<b>16351400</b>	<b>839600</b>	<b>17191000</b>	<b>79.25</b>	
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>2,30,59,500</b>	<b>350000</b>	<b>2,34,09,500</b>	<b>100</b>	<b>20851400</b>	<b>839600</b>	<b>21691000</b>	<b>100</b>	<b>Nil</b>

## ii) Shareholding of Promoters-

SN	Shareholder's Name	Shareholding at the beginning of the year [As on 31-March-2015]			Share holding at the end of the year [As on 31-March-2016]			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Anita Gupta	4340000	20.01	-	4340000	18.54	-	1.47
2	Vikas Saini	1,60,000	0.74	-	1,60,000	0.68	-	0.06

## iii) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Name of Promoter	Shareholding at the beginning of the year [As on 31-March-2015]		Cumulative Shareholding during the year [As on 31-March-2016]	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	<b>At the beginning of the year</b>				
1	Anita Gupta	4340000	20.01	4340000	20.01
2	Vikas Saini	1,60,000	0.74	1,60,000	0.74
	<b>At the end of the year</b>				
1	Anita Gupta	4340000	18.54	4340000	18.54
2	Vikas Saini	1,60,000	0.68	1,60,000	0.68

## iv) Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year [As on 31-March-2015]		Cumulative Shareholding during the year [As on 31-March-2016]	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>SHREE AERAN MARKETING PVT LTD</b>				
	At the beginning of the year	1210800	5.58	1210800	5.58
	At the end of the year	1340800	5.73	1340800	5.73
2.	<b>NINJA HEALTHCARE LIMITED</b>				
	At the beginning of the year	NIL	NIL	NA	NA

	At the end of the year	991000	4.23	991000	4.23
<b>3.</b>	<b>SARAS DEVELOPERS PRIVATE LIMITED</b>				
	At the beginning of the year	NIL	NIL	NA	NA
	At the end of the year	861500	3.68	861500	3.68
<b>4.</b>	<b>DJ YATAYAT PRIVATE LIMITED</b>				
	At the beginning of the year	NIL	NIL	NA	NA
	At the end of the year	490000	2.09	490000	2.09
<b>5.</b>	<b>DARSWANA VINIMAY PRIVATE LIMITED</b>				
	At the beginning of the year	91000	0.42	91000	0.42
	At the end of the year	466000	2.00	466000	2.00
<b>6.</b>	<b>SANDARV VINTRADE PRIVATE LIMITED</b>				
	At the beginning of the year	35000	0.16	35000	0.16
	At the end of the year	343000	1.47	343000	1.47
<b>7.</b>	<b>PADMAWATI TRADEVIN PVT LTD</b>				
	At the beginning of the year	125000	0.58	125000	0.58
	At the end of the year	326000	1.39	326000	1.39
<b>8.</b>	<b>VINAHAST DEALCOM PRIVATE LIMITED</b>				
	At the beginning of the year	3000	0.01	3000	0.01
	At the end of the year	302000	1.29	302000	1.29
<b>9.</b>	<b>MURLIDHARGIRIDHAR TRADING PRIVATE LIMITED</b>				
	At the beginning of the year	269000	1.24	269000	1.24
	At the end of the year	299000	1.28	299000	1.28
<b>10.</b>	<b>SANJEEV KALRA</b>				
	At the beginning of the year	284000	1.31	284000	1.31
	At the end of the year	284000	1.21	284000	1.21

**Note:** The change in the shareholding in the above shareholders was due to buying/selling of shares by the shareholders on various dates. The Company has not allotted any shares, issued bonus/sweat equity during the year.

v) *Shareholding of Directors and Key Managerial Personnel:*

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year [As on 31-March-2015]	Cumulative Shareholding during the year [As on 31-March-2016]
----	--	---	---

		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Vikas Saini (Whole Time Director)				
	At the beginning of the year	1,60,000	0.74	1,60,000	0.74
	At the end of the year	1,60,000	0.68	1,60,000	0.68

## V) INDEBTEDNESS

Indebtedness of the Company including interest outstanding/accrued but not due for payment: N.A.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-
<b>Change in Indebtedness during the financial year</b>	-	-	-	-
* Addition	-	-	-	-
* Reduction	-	-	-	-
<b>Net Change</b>	-	-	-	-
<b>Indebtedness at the end of the financial year</b>	-	-	-	-
i) Principal Amount	-	-	-	-
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
<b>Total (i+ii+iii)</b>	-	-	-	-



**VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL- N.A.****A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager			Total Amount
		Managing Director	Mr. Vikas Saini, Whole-time Director	Manager	
1	Gross salary	NA	NIL	NA	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NA	NIL	NA	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NA	NIL	NA	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NA	NIL	NA	NIL
2	Stock Option	NA	Nil	NA	NIL
3	Sweat Equity	NA	Nil	NA	NIL
4	Commission - as % of profit - others, specify...	NA	Nil	NA	NIL
5	Others, please specify	NA	Nil	NA	NIL
	Total (A)	NA	Nil	NA	NIL
	Ceiling as per the Act	NA	Nil	NA	NIL

**B. Remuneration to other directors: Nil**

SN.	Particulars of Remuneration	Name of Directors			Total Amount
1	Independent Directors	-	-	-	-
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total (1)	Nil	Nil	Nil	Nil
2	Other Non-Executive Directors				
	Fee for attending board committee meetings	Nil	Nil	Nil	Nil
	Commission	Nil	Nil	Nil	Nil
	Others, please specify	Nil	Nil	Nil	Nil
	Total (2)	Nil	Nil	Nil	Nil
	Total (B)=(1+2)	Nil	Nil	Nil	Nil
	Total Managerial	Nil	Nil	Nil	Nil

	Remuneration				
	Overall Ceiling as per the Act	Nil	Nil	Nil	Nil

**C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD**

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary	NA	108000	NA	108000
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NA	Nil	NA	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NA	Nil	NA	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	NA	Nil	NA	Nil
2	Stock Option	NA	Nil	NA	Nil
3	Sweat Equity	NA	Nil	NA	Nil
4	Commission				
	- as % of profit	NA	Nil	NA	Nil
	others, specify...	NA	Nil	NA	Nil
5	Others, please specify	NA	Nil	NA	Nil
	Total	NA	108000	NA	108000

**VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
<b>A. COMPANY</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL
<b>B. DIRECTORS</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

C. OTHER OFFICERS IN DEFAULT					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

**Date: 23.08.2016**  
**Place: New Delhi**

**By Order of the Board**  
**For Edynamics Solutions Limited**

**Sd/-**  
**Vikas Saini**  
**DIN: 06503769**  
**Director**

**Sd/-**  
**Anita Gupta**  
**DIN: 06501012**  
**Director**



**SECRETARIAL AUDIT REPORT  
FOR THE FINANCIAL ENDED 31<sup>ST</sup> MARCH 2016**

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,  
The Members,  
Edynamics Solutions Limited  
A-406, Street No.8,  
Road No. 4, Mahipalpur,  
New Delhi-110075.

I have conducted the Secretarial Audit of the compliances of applicable statutory provisions and the adherence to good corporate practices by M/s Edynamics Solutions Limited (**CIN L74900DL2000PLC106755** )(**hereinafter called the Company**). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31<sup>st</sup> March, 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s Edynamics Solutions Limited for the financial year ended on 31<sup>st</sup> March, 2016 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment and Overseas Direct Investment.
- (v) The Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz. :-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - e. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 (**Not applicable to the Company during Audit period as the Company has not introduced any such Scheme**);
  - f. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008(**Not applicable to the Company during Audit period as the Company has not issued any Debt Securities**);

- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during Audit period as the Company has not delisted /proposes to de-list any equity shares from any stock Exchange)**
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during Audit period as the Company has not brought back / proposed to Buy back any Securities);**

As informed and certified by the Management of the Company, There are no other laws which are specifically applicable to the Company based on their sector.

- a. I have also examined compliance with the applicable clauses of The Listing Agreements entered into by the Company with Stock Exchange in India.
- (vi) I have relied on the Representation made by the Company and its Officers for systems and mechanism formed by the Company for compliances under other applicable Acts, Laws and Regulations to the Company. The compliance of the provisions of corporate and other applicable laws, rules, regulations, standards is the responsibly of the management. My examination was limited to the verification of procedure on test basis.
- (vii) In case of Direct and Indirect Tax Laws like Income Tax Act, Service Tax Act, Excise & Custom Acts we have relied on the Reports given by the Statutory Auditors of the company.
- (viii) **I have also examined compliance with the applicable clauses of the following:**
- (i) Secretarial Standards issued by The Institute of Company Secretaries of India under the provisions of Companies Act, 1956;) and
  - (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange (Listing Obligations and Disclosure Requirement) Regulations, 2015

During the period under report, the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- a. *There were few instances where Company has given late intimation(s) to the Stock Exchange and Compliances in respect of declaration of quarterly, half yearly and yearly financial results, Reconciliation of Share Capital Audit Reports pursuant to Regulation 55A of the SEBI (Depositories and Participants) Regulation, 1996, Annual Report pursuant to the provision of Clause 30 of the Equity Listing Agreement, Shareholding Pattern pursuant to the provision of Clause 37 of the Equity Listing Agreement and Compliance Certificates under Clause 50(C) of the Equity Listing Agreement of Stock Exchange;*
  - b. *The Company has not filed e form MGT 10 with Registrar of Companies, NCT of Delhi & Haryana in respect of change of Shareholding of top ten shareholders during the period under audit*
  - c. *The Company has filed/submitted various e-forms with late fees during the period under review.*
- (a) *Form MGT-14- For adoption of Board Report, Financial Result for the year ended 31<sup>st</sup> March 2015 under section 179(3) of the Companies Act, 2013.*
  - (b) *Form AOC- 4 XBRL and Form MGT-7 For Annual Filing for the Financial Year 2014-2015*
  - (c) *The Company has not complied with the provisions of Section 203 of the Companies Act, 2013 read with rule 8 of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014 in respect of appointment of Key Managerial Personnel i.e. Chief Financial Officer and Company Secretary;*
  - (d) *The management of the Company has reported and certified that the Company has obtained requisite approvals for grant of loans and advances to any party and complied with the provisions of Section 186 of*

*the Companies Act, 2013 and any other applicable laws. However company could not produce necessary records during the audit process.*

**I further report that** the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice was given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decision is carried through while the dissenting members' views, if any, are captured and recorded as part of the minutes.

**I further report that** there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

**Date: 18.04.2016**  
**Place: Faridabad**

**Preeti Sharma**  
**Sd-**  
**Company Secretary**  
**CP No. 12135**  
**M.No. A32847**

Note: This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.

To,  
The Members,  
Edynamics Solutions Limited  
A-406, Street No.8,  
Road No. 4, Mahipalpur,  
New Delhi-110075

Sir,

Our Secretarial Audit Report for the financial year 2015-2016 of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. I have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. I believe that the processes and practices, I followed provide a reasonable basis for our opinion.
3. I have not verified the correctness and appropriateness of financial records, labour laws records, personal records of employee(s) and Books of Accounts of the company as these do not fall under specific applicable laws.
4. Wherever required, I have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other specific applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit Report is neither an assurance as to the future viability of the company nor of the efficacy effectiveness with which the management has conducted the affairs of the company.

**Date : 18.04.2016**  
**Place: Faridabad**

**Preeti Sharma**  
**Sd-**  
**Company Secretary**  
**CP No. 12135**  
**M.No. A32847**

## **CORPORATE GOVERNANCE REPORT**

### **COMPANY'S PHILOSOPHY ON THE CODE OF GOVERNANCE**

The Company's philosophy on Corporate Governance is to achieve business excellence, Enhance long term values for its stakeholders, maintaining excellent relations across all levels and proper Compliance with all applicable legal and regulatory requirements.

### **BOARD OF DIRECTORS**

The Board of Directors of the Company (Board) has optimum combination of Non-Executive and Independent Directors.

Mr. Vikas Saini acts as the Executive Director and Ms. Anita Gupta is the Non-Executive Director and Mr. Bharat Gupta and Mr. Vinod Kumar are Non-Executive & Independent Directors on the Board of the Company.

### **BOARD MEETING:**

As of March 31, 2016, the Board consisted of four Members. The Composition and the category of Directors on the Board of the Company were as under:

Category	Name of Director
Executive Director	Mr. Vikas Saini
Non-Executive Director and Non Independent Director	Ms. Anita Gupta
Non-Executive and Independent Director	Mr. Bharat Gupta
Non-Executive and Independent Director	Mr. Vinod Kumar

During the financial year 2015-16, Eleven Meetings (11) of the Board of Directors were held on the following dates:

06.04.2015, 25.05.2015, 06.06.2015, 01.07.2015, 29.07.2015, 25.08.2015, 12.10.2015, 13.11.2015, 10.12.2015, 13.02.2016 and 23.03.2016.

The details of directors and their attendance record at the Board Meeting held during the year under review are as follows:

Name	Category	No of Meeting attended	At last AGM	Directorship in other Companies (Excluding Private Company)
Mr. Vikas Saini	Whole time Director	11	Yes	NIL
Ms. Anita Gupta	Non-Executive Director & Non Independent Director	11	Yes	NIL
Mr. Bharat Gupta	Non Executive & Independent Director	11	Yes	NIL
*Mr. Shyam Saini	Non Executive & Independent Director	7	Yes	NIL
Mr. Vinod Kumar	Non Executive & Independent Director	5	No	NIL

*\* During the Financial Year 2015-16 Mr. Shyam Saini has resigned from the Post of Directorship and Mr. Vinod Kumar has been appointed w.e.f. 12.10.2015 in place of him.*

It has always been the Company's policy and practice that apart from matters requiring Board's approval by



statute, all major decisions including quarterly results of the Company, financial restructuring, capital expenditure proposals, collaborations, material investment proposals in joint venture/promoted companies, sale and acquisition of material nature of assets, mortgages, guarantees, donations, etc. are regularly placed before the Board. This is in addition to information with regard to actual operations; major litigation feedback reports, information on senior level appointments just below the Board level and minutes of all Committee Meetings.

### **AUDIT COMMITTEE**

The Audit Committee of the Company consists three Directors all of them are Non-Executive Director of the Company. All the Directors have good knowledge of Finance, Accounts and Company Law..

The Board vide resolution constituted the Audit Committee in term of the Provisions of Regulation 18 of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015. The Committee held 4 meeting during the year.

The Audit Committee also advises the Management on the areas where internal control system can be improved. The Terms of reference of the Audit Committee are in accordance with all the items listed in Term of Regulation 18 of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015 and the Companies Act,2013 as follows:

- Oversight of the Issuer's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommending to the Board, the appointment, re-appointment and, if required, there placement or removal of the statutory auditor and the fixation of audit fees.
- Approval of payment to Statutory Auditors for any other services rendered by the statutory auditors.
- Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
  - (viii) Matters required to be included in the Directors' Responsibility Statement to be included in the Board's report in terms of Section 134 of the Companies Act, 2013;
  - (ix) Any changes in accounting policies and practices and reasons for the same;
  - (x) Major accounting entries involving estimates based on exercise of judgment by management;
  - (xi) Significant adjustments made in the financial statements arising out of audit findings;
  - (xii) Compliance with listing and other legal requirements relating to financial statements;
  - (xiii) Disclosure to any related party transactions;
  - (xiv) Qualifications in the draft audit report.
- Reviewing with the management the half yearly financial statements before submission to the Board for approval.
- Reviewing with the management, performance of statutory and internal auditors, adequacy of internal control systems;
- Reviewing the adequacy of internal audit function, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
- Discussion with internal auditors any significant findings and follow up thereon;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matters to the Board;
- Discussion with Statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

### **COMPOSITION AND ATTENDANCE AT MEETINGS:**

As on March 31, 2016, the composition of Audit Committee has been as under:

- a) \*Mr. Shyam Saini (Chairman) – attended 2 Committee Meeting
- b) Mr. Bharat Gupta (Member) – attended 4 committee meeting
- c) Mr. Anita Gupta (Member) – attended 4 committee meeting
- d)\* Mr. Vinod Kumar (Chairman) – attended 2 Committee Meeting

*\* During the Financial Year 2015-16 Mr. Shyam Saini has resigned from the Post of Directorship and Mr. Vinod Kumar has been appointed w.e.f. 12.10.2015 in place of him.*

During the financial year 2015-16, four (4) meeting of Audit Committee was held.

### **STAKEHOLDER RELATIONSHIP COMMITTEE**

Our Company has constituted a Stakeholder Relationship committee constituted as per the Companies Act, 2013 and **Regulation 20 of Securities and Exchange Board of India (Listing Obligations And Disclosure Requirements) Regulations, 2015**, to redress the complaints of the shareholders. The committee currently comprises of three Directors. Mr. Vinod Kumar is the Chairman of the Stakeholder Relationship committee:

### **ROLE OF STAKEHOLDER RELATIONSHIP COMMITTEE**

The Stakeholder Relationship committee of our Board looks into:

- The redressal of investors complaints viz. non-receipt of annual report, dividend payments etc.
- Matters related to share transfer, issue of duplicate share certificate, dematerializations.
- Also delegates powers to the executives of our Company to process transfers etc.

The status on various complaints received / replied is reported to the Board of Directors as an Agenda item.

During the year under review, the Composition of the Stakeholder Relationship committee has been as under:

<b>Name of Directors</b>	<b>Category</b>
*Mr. Shyam Saini	Chairman
Mr. Bharat Gupta	Member
Mr. Vikas Saini	Member
*Mr. Vinod Kumar	Chairman

*\* During the Financial Year 2015-16 Mr. Shyam Saini has resigned from the Post of Directorship and Mr. Vinod Kumar has been appointed w.e.f. 12.10.2015 in place of him.*

### **STATUS OF COMPLAINTS RECEIVED, RESOLVED AND PENDING AS ON 31ST MARCH, 2016**

Number of Shareholders' Complaints received during the year	Nil
Number of Shareholders' Complaints resolved during the year	Nil
Number of Shareholders' Complaints Pending at the end of the year	Nil

## **NOMINATION AND REMUNERATION COMMITTEE**

Section 178(1) of the Companies Act, 2013 and **Regulation 19 of Securities And Exchange Board Of India (Listing Obligations And Disclosure Requirements) Regulations, 2015**, requires every listed company to constitute a Nomination and Remuneration Committee". Accordingly, during the year under review, Our Company has constituted a Nomination and Remuneration committee.

During the year under review, the Composition of the Nomination and Remuneration Committee has been as under:

Name of Directors	Category
*Mr. Shyam Saini	Chairman
Mr. Bharat Gupta	Member
Ms. Anita Gupta	Member
*Mr. Vinod Kumar	Chairman

*\* During the Financial Year 2015-16 Mr. Shyam Saini has resigned from the Post of Directorship and Mr. Vinod Kumar has been appointed w.e.f. 12.10.2015 in place of him.*

## **GENERAL BODY MEETINGS**

Details about Last 3 years Annual General Meetings are as under:

Year	Day, Date & Time	Place
2014-2015	Wednesday 23 <sup>rd</sup> September, 2015 At 09.30 A.M.	Navkar Tirth Atisey Ksetra, village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi
2013-2014	Thursday 18th September, 2014 At 09:30 A.M.	H. No. 3 & 4, Second Floor, Plot No. S-1, GaliNo. 3, East Guru Angad Nagar, Near SaiMandir, New Delhi - 110 092
2012-2013	Wednesday 25th September, 2013 At 11:00 A.M.	H.No. 3 & 4, Second Floor, Plot No. S-1, GaliNo. 3, East Guru Angad Nagar, Near SaiMandir, New Delhi - 110 092

## **EXTRAORDINARY GENERAL MEETING**

During the year under review, One Extra ordinary General Meeting was held on July 06, 2015 to consider and approve the following business:

1. Increase in authorized share capital and alteration of Memorandum of Association
2. Issue of 80,00,000 equity shares of Rs. 10/- on preferential basis to non promoters:

## **POSTAL BALLOT CONDUCTED DURING THE FINANCIAL YEAR 2015-16**

During the year under Review, One Postal Ballot has been conducted to approve the Following Resolutions:

1. For migrating from BSE SME to Main Board:
2. To increase the borrowing powers of the company:
3. Creation of security on the properties of the company in favor of the lenders:
4. Giving of loans/ guarantees, providing of securities and making of investments in securities:
5. Adoption of new set of articles of association:

**\*All the Resolutions have passed by the Shareholders and Result of the Postal Ballot has been declared as per Regulation 35A of Listing Agreements on 6<sup>th</sup> July, 2015**

## **DISCLOSURES**

### 1. Related Party Transaction:

There are no materially significant related party transactions i.e. transactions material in nature, with its promoters, the directors or the management, their subsidiaries or relatives etc. having potential conflict with the interest of the company at large.

### 2. Statutory Compliance, Penalties and Strictures:

The Company has complied with the requirements of the Stock Exchanges / SEBI / and Statutory Authorities to the extent applicable, and accordingly no penalties have been levied or strictures have been imposed on the Company on any matter related to capital markets during the last three years.

### 3. Reconciliation of Share Capital Audit:

In line with the requirements stipulated by Securities and Exchange Board of India (SEBI), Reconciliation of Share Capital Audit is proposed to be carried out on a quarterly basis by a Practicing Company Secretary to confirm that the aggregate number of equity shares of the Company held in National Securities Depository Limited (NSDL), Central Depository Services (India) Limited (CDSL) and in physical form tally with the total number of issued, paid-up, listed and admitted capital of the Company.

### 4. Non-Mandatory Requirements

The Company does not comply with the non-mandatory requirements.

### 5. Internal Controls

The Company has a formal system of internal control testing which examines both the design effectiveness and operational effectiveness to ensure reliability of financial and operational information and all statutory / regulatory compliances. The Company has a strong monitoring and reporting process resulting in financial discipline and accountability.

### 6. Code of Conduct

The Board of Directors has approved a Code of Business Conduct which is applicable to the Members of the Board and all employees. The Code has been posted on the Company's website [www.edynamicssolutions.com](http://www.edynamicssolutions.com)

### 7. Vigil Mechanism / Whistle Blower Policy

The Company has framed a Code of Conduct for Directors and Senior Management. At present, the Company does not have any formal Whistle Blower Policy. The Directors of the Company affirms that no personnel have been denied access to the Audit Committee.

### 8. Prevention of Insider Trading

The Company has adopted a Code of Conduct for Prevention of Insider Trading with a view to regulate trading in securities by the Directors and designated employees of the Company. The Code requires preclearance for dealing in the Company's shares and prohibits the purchase or sale of Company shares by the Directors and the designated employees while in possession of unpublished price sensitive information in relation to the Company and during the period when the Trading Window is closed. The Company Secretary & Head Compliance is responsible for implementation of the Code.

All Board Directors and the designated employees have confirmed compliance with the Code.

### **FINANCIAL CALENDAR**

Tentative calendar of events for the financial year 2016-17 (April to March) is as under: Adoption of quarterly Financial Results for:

<b>Results for the quarter ending September 30, 2016</b>	By 14th of November, 2016.
<b>Results for the quarter ending December 31, 2016</b>	By 14th of January, 2017.
<b>Results for the quarter ending March 30, 2017</b>	By 30 <sup>th</sup> of May, 2017

### **MEANS OF COMMUNICATION**

The half yearly financial results are regularly submitted to the Stock Exchange in accordance with provisions of the Listing Agreement and also uploaded on the Company's website –[www.edynamicsolutions.com](http://www.edynamicsolutions.com)

### **GENERAL SHAREHOLDER INFORMATION**

#### **Annual General Meeting**

<b>Date, time and Venue</b>	September 24, 2016, 9:30 A.M, Navkar Tirth Atisey Ksetra, village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi
<b>Financial year</b>	1st April, 2015 to 31st March, 2016
<b>Date of Book Closure</b>	September 21, 2016 to September 23, 2016
<b>Stock Exchange</b>	BSE Limited (Main Board)
<b>Stock Code/Symbol</b>	535694/EDSL

**LISTING FEE-** The Company has paid the Annual Listing fee for the financial year 2016-2017.

### **LISTING AT STOCK EXCHANGE**

BSE LIMITED (Main Board)  
27th Floor, P.J. Towers, Dalal Street, Fort, Mumbai-400 001

### **MARKET PRICE DATA**

Table below gives the monthly high and low prices and volumes of the Company's' equity shares at Main Board of BSE Limited for the year 2015-2016:

Month	Open Price	High Price	Low Price	Close Price	No.of Shares	No. of Trades	Total Turnover (Rs.)	Deliverable Quantity	% Deli. Qty to Traded Qty	Spread High-Low	Spread Close-Open
Jan-15	17.2	17.9	10.39	10.39	319000	206	4944580	314000	98.43	7.51	-6.81
Feb-15	10.75	11	9.39	11	1495000	330	15179810	1465000	97.99	1.61	0.25
Mar-15	10.76	11.5	6.6	6.93	576000	305	5191710	550000	95.49	4.9	-3.83
Apr-15	7.27	11.2	6.59	8.3	934000	316	8158240	902000	96.57	4.61	1.03
May-15	9.11	13.36	8.5	11.06	558000	337	5818980	528000	94.62	4.86	1.95
Jun-15	11.55	12.2	8.18	9	653000	143	6606030	647000	99.08	4.02	-2.55
Jul-15	9.25	9.79	6.43	9.46	747000	199	6409650	747000	100	3.36	0.21
Aug-15	9.93	10.94	7.1	7.8	71000	44	665100	68000	95.77	3.84	-2.13

Sep-15	7.02	7.02	5.51	5.51	81000	26	474880	49000	60.49	1.51	-1.51
Oct-15	5.5	5.65	4.47	4.78	79000	43	396780	74000	93.67	1.18	-0.72
Nov-15	4.55	4.77	3.35	3.7	55000	45	211060	49000	89.09	1.42	-0.85
Dec-15	3.8	6.33	3.8	5.41	45000	38	242650	39000	86.67	2.53	1.61
Jan-16	5.94	7.03	5.58	6.73	67559	100	466299	66193	97.98	1.45	0.79
Feb-16	6.4	7.35	6.02	6.04	17264	69	111910	17072	98.89	1.33	-0.36
Mar-16	5.75	5.75	4.88	5.13	95481	73	492138	95481	100	0.87	-0.62

#### **CATEGORIES OF SHAREHOLDING AS AT 31.03.2016**

Category	No of Shares	Percentage of (%)
Indian Promoters	4500000	19.22
Mutual Fund	0.00	0.00
Body Corporate	3089592	13.20
Individual	9770589	41.74
Others	6049319	25.84
<b>Total</b>	<b>23409500</b>	<b>100</b>

#### **DISTRIBUTION OF HOLDINGS**

SHARE OR DEBENTURE HOLDING OF NOMINAL VALUE OF			SHARE/DEBENTURE HOLDERS		SHARE/DEBENTURE AMOUNT	
Rs.	Rs.		Number	% to Total	In Rs.	% to Total
(1)			(2)	(3)	(4)	(5)
Upto	-	5,000	392	33.05	8625580	3.68
5,001	-	10,000	539	45.45	37094900	15.85
10,001	-	20,000	154	12.98	24238190	10.35
20,001	-	30,000	27	2.27	6960350	2.97
30,001	-	40,000	12	1.01	4360000	1.86
40,001	-	50,000	16	1.35	7542500	3.23
50,001	-	1,00,000	17	1.45	13920000	5.94
1,00,001 and above			29	2.44	131353480	56.11
<b>TOTAL</b>			<b>1301</b>	<b>100.00</b>	<b>234095000</b>	<b>100.00</b>

#### **REGISTRAR & TRANSFER AGENT/INVESTOR CORRESPONDENCE**

##### **MAS SERVICES LIMITED**

T-34, 2nd Floor, Okhla Industrial Area

Phase-II, New Delhi - 110020

Tel: 011-26387281-83,

Fax no.: 011-26387384

E-mail id: [info@massserv.com](mailto:info@massserv.com)

## **DETAILS OF DIRECTORS SEEKING APPOINTMENT/RE-APPOINTMENT AT THE ANNUAL GENERAL MEETING**

**Mrs. Anita Gupta**, aged 35 years, is the Promoter and Non-Executive Director of our Company. She is a science graduate and also possesses graduate degree in law. She has experience in various fields of information technology and E commerce. She is responsible for overall planning and management of our Company. She has been on the Board of our Company since 5<sup>th</sup> November, 2011.

### **COMPLIANCE OFFICER:**

MOR GUNJAN SURESH  
A-406, Street No.8, Road No.4,  
Mahipalpur, New Delhi - 110075  
Tel: 91-11-65670013; Fax: 91-11-65670013  
Email: [edynamicssolutions@yahoo.com](mailto:edynamicssolutions@yahoo.com);  
Website: [www.edynamicssolutions.com](http://www.edynamicssolutions.com)

**Date: 23.08.2016**

**Place: New Delhi**

<b>By Order of the Board</b>	
<b>For Edynamics Solutions Limited</b>	
<b>Sd/-</b>	<b>Sd/-</b>
<b>Vikas Saini</b>	<b>Anita Gupta</b>
<b>DIN: 06503769</b>	<b>DIN: 06501012</b>
<b>Director</b>	<b>Director</b>



**COMPLIANCE CERTIFICATE UNDER REGULATION 17(8) Under SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015**

I, Anita Gupta, one of the Director of the company hereby certify that:

- a) I have reviewed financial statements for the financial year ended on 31st March, 2016 and that to the best of my 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) There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
- c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that they have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and I have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d) I have indicated to the Auditors and the Audit Committee:
  - i. significant changes in internal control over financial reporting during the year;
  - ii. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
  - iii. there are no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

**Date: 23/08/2016**

**Place: New Delhi**

**By Order of the Board  
For EDYNAMICS SOLUTIONS LIMITED  
Sd/-  
ANITA GUPTA  
DIN: 06501012  
Director**



**Auditors' Certificate on Corporate Governance**

To,

THE MEMBERS

EDYNAMICS SOLUTIONS LIMITED,

We have examined the compliance of conditions of Corporate Governance by Edynamics Solutions Limited, for the year ended on 31st March 2016, as stipulated in Clause 49 of the Listing Agreement of the Company with the Stock Exchanges for the period April 2015 to 30 November 2015 and as per the Regulation 4(2) read with Chapter IV and Schedule V of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the period December 1, 2015 to March 31, 2016.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the company for ensuring the compliance of the conditions of corporate governance. It is neither an audit nor an expression of opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the explanation given to us, and the representation made by the management, we certify that the company has complied with the conditions of corporate governance as stipulated in above-mentioned Listing Agreement / Listing Regulations, as applicable.

As required by the guidance note on certification of corporate governance issued by the Institute of Chartered Accountants of India, we state that the share registry department of the company has certified that as at 31st March, 2016 there were no investor grievances remaining unattended/pending for more than thirty days.

We state that compliance is neither an assurance as to the future viability of the company nor the efficiency or effectiveness with which the management has conducted the affairs of the company.

**For Nitesh Pratap Singh and Associates**

**Chartered Accountants**

**Sd/-**

**CA Nitesh Pratap Singh**

**(PARTNER)**

**FRN: 026796N**

**M. No. 528602**

**Date: 23<sup>rd</sup> August, 2016**

**Place: New Delhi**

**DECLARATION**

This is to certify that the Company has laid down Code of Conduct for all Board Members and Senior Management of the Company and the copies of the same are uploaded on the website of the Company – [www.edynamicsolutions.com](http://www.edynamicsolutions.com)

Further certified that the Members of the Board of Directors and Senior Management personnel have affirmed having complied with the Code applicable to them during the year ended March 31, 2016.

**Date: 23.08.2016**

**Place: New Delhi**

**By Order of the Board**  
**For Edynamics Solutions Limited**  
**Sd/-**  
**Vikas Saini**  
**DIN: 06503769**  
**Director**



## **MANAGEMENT DISCUSSION AND ANALYSIS REPORT**

### **❖ INDUSTRY STRUCTURE AND DEVELOPMENT:**

Changing economic and business conditions and rapid technological innovation are creating an increasingly competitive market environment that is driving corporations to transform their operations. Consumers of products and services are increasingly demanding accelerated delivery times and lower prices. Companies are focusing on their core competencies. The role of technology has evolved from supporting corporations to transforming their business.

The Company continued to make progress in the high growth pick up market. New product offerings addressing gaps in the portfolio combined with finance schemes, facilitated increased penetration in the pickup segment.

### **❖ BUSINESS OVERVIEW**

The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013, guidelines issued by the Securities and Exchange Board of India (SEBI). Our Management accepts responsibility for the integrity and objectivity of these financial statements, as well as for the various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in a true and fair manner the form and substance of transactions, and reasonably present our state of affairs, profits and cash flows for the year.

### **❖ INTERNAL CONTROL**

The Company has adequate internal control system, commensurate with the size of its operations. Adequate records and documents are maintained as required by laws. The Company's audit Committee reviewed the internal control system. All efforts are being made to make the internal control systems more effective.

### **❖ STRENGTHS**

The Company is work out its future working strategy. The management will strengthen its working force to keep pace with the market condition as and when it plans to start activities at certain level.

### **❖ THREATS**

The Company is mainly exposed to market risk (including liquidity risk), interest risk and credit risk.

### **❖ DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.**

The financials of the Company has prepared by ensuring the objectivity, credibility, and correctness through proper financial reporting and disclosure processes, internal control, risk management policies and processes, tax policies, compliance and legal requirements and associated matters.

### **❖ RISKS AND CONCERNS**

In any business, risks and prospects are inseparable. As a responsible management, the Company's principal endeavour is to maximize returns. The Company continues to take all steps necessary to minimise its expenses through detailed studies and interaction with experts.

## ❖ HUMAN RESOURCES POLICIES

Management relations with the employees remain cordial. The company human resources philosophy is to establish and build a strong performance and competency drive with greater sense of accountability and responsibility.

## ❖ CAUTIONARY STATEMENT

Statement in this Management's Discussion and Analysis detailing the Company's objectives, projections, estimates, estimates, expectations or predictions are "forward-looking statements" within the meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied. Important factors that could make a difference to the Company's operations include global and Indian demand-supply conditions, finished goods prices, feedstock availability and prices, cyclical demand and pricing in the Company's principal markets, changes in Government regulations, tax regimes, economic developments within India and the countries within which the Company conducts business and other factors such as litigation and labour negotiations.





**M/s. Nitesh Pratap Singh and Associates**

**Chartered Accountants**

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**INDEPENDENT AUDITOR'S REPORT**

To,

**THE MEMBERS**

**EDYNAMICS SOLUTIONS LIMITED**

**REPORT ON THE FINANCIAL STATEMENTS**

We have audited the accompanying financial statements of **EDYNAMICS SOLUTIONS LIMITED** (CIN : L74900DL2000PLC106755) ("the Company), which comprise the balance sheet as at 31st March 2016, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

**Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the 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 control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

**Auditor's Responsibility**

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures 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. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2016;
- b) In the case of the Statement of Profit and Loss, of the profit for the year ended on that date; and
- c) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

### **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, 2016, 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 appears from our examination of those books.
  - c) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account.
  - d) In our opinion, the aforesaid 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 written representations received from the directors as on 31 March, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
  - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "**Annexure B**".

**For Nitesh Pratp Singh and Associates.**

**Chartered Accountants**

**Sd-**

**CA Nitesh Pratap Singh**

**(PARTNER)**

**FRN: 026796N**

**M. No. 528602**

**Date: 28.05.2016**

**Place: New Delhi**

## EDYNAMICS SOLUTIONS LIMITED

## “Annexure A” to the Independent Auditors’ Report

Referred to in paragraph 1 under the heading ‘Report on Other Legal & Regulatory Requirement’ of our report of even date to the financial statements of the Company for the year ended March 31, 2016:

- 1) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
- (b) The Fixed Assets have been physically verified by the management in a phased manner, designed to cover all the items over a period of three years, which in our opinion, is reasonable having regard to the size of the company and nature of its business. Pursuant to the program, a portion of the fixed asset has been physically verified by the management during the year and no material discrepancies between the books records and the physical fixed assets have been noticed.
- (c) The title deeds of immovable properties are held in the name of the company.
- 2) (a) The management has conducted the physical verification of inventory at reasonable intervals.
- (b) The discrepancies noticed on physical verification of the inventory as compared to books records which has been properly dealt with in the books of account were not material.
- 3) 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 section 189 of the Act. Accordingly, the provisions of clause 3 (iii) (a) to (C) of the Order are not applicable to the Company and hence not commented upon.
- 4) In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.
- 5) The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.
- 6) As informed to us, the maintenance of Cost Records has not been specified by the Central Government under sub-section (1) of Section 148 of the Act, in respect of the activities carried on by the company.
- 7) (a) According to information and explanations given to us and on the basis of our examination of the books of account, and records, the Company has been generally regular in depositing undisputed statutory dues including Provident Fund, Employees State Insurance, Income-Tax, Sales tax, Service Tax, Duty of Customs, Duty of Excise, Value added Tax, Cess and any other statutory dues with the appropriate authorities. According to the information and explanations given to us, no undisputed amounts payable in respect of the above were in arrears as at March 31, 2016 for a period of more than six months from the date on when they become payable.
- (b) According to the information and explanation given to us, there are no dues of income tax, sales tax, service tax, duty of customs, duty of excise, value added tax outstanding on account of any dispute.
- 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 banks. The Company has not taken any loan either from financial institutions or from the government and has not issued any debentures.
- 9) Based upon the audit procedures performed and the information and explanations given by the management, the company has not raised moneys by way of initial public offer or further public offer including debt instruments and term Loans. Accordingly, the provisions of clause 3 (ix) of the Order are not applicable to the Company and hence not commented upon.
- 10) Based upon the audit procedures performed and the information and explanations given by the management, we report that no fraud by the Company or on the company by its officers or employees has been noticed or reported during the year.

- 11) Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
- 12) In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
- 13) In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
- 14) Based upon the audit procedures performed and the information and explanations given by the management, the company has made preferential allotment during the year under review and have been complied with the requirement of the Companies Act, 2013 and the amount raised have been used for the purposes for which the funds were raised.
- 15) Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.
- 16) In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

**For Nitesh Pratp Singh and Associates.**

**Chartered Accountants**

**Sd-**

**CA Nitesh Pratap Singh**

**(PARTNER)**

**FRN: 026796N**

**M. No. 528602**

**Date: 28.05.2016**

**Place: New Delhi**





## **EDYNAMICS SOLUTIONS LIMITED**

### **“Annexure B” to the Independent Auditors’ Report**

#### **Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)**

We have audited the internal financial controls over financial reporting of **Edynamics Solutions Limited** (“the Company”) as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

#### **Management’s Responsibility for Internal Financial Controls**

The Company’s management is responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of 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”. 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 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.

#### **Auditors’ Responsibility**

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. 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 over financial reporting was established and maintained and 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 system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, 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 procedures selected depend on the auditor’s judgement, 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 system over financial reporting.

#### **Meaning of Internal Financial Controls over Financial Reporting**

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes 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 authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised 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 Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, 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 over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial

reporting criteria established by the Company considering the essential components of 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.

**For Nitesh Pratp Singh and Associates.**

**Chartered Accountants**

**Sd-**

**CA Nitesh Pratap Singh**

**(PARTNER)**

**FRN: 026796N**

**M. No. 528602**

**Date: 28.05.2016**

**Place: New Delhi**



## EDYNAMICS SOLUTIONS LIMITED

ADD:A-406, Street No.8, Road No. 4, Mahipalpur, New Delhi-110075

CIN : L74900DL2000PLC106755

Balance Sheet as at 31st March, 2016

Amount in Rs.

Particulars	Note No	As at 31.03.2016	As at 31.03.2015
<b>I. EQUITY AND LIABILITIES</b>			
(a) Share Capital	1	234,095,000.00	216,910,000.00
(b) Reserves and Surplus	2	99,687,059.78	95,889,014.67
(c) Money received against share warrants		-	-
<b><u>(2) Share application money pending allotment</u></b>			
(a) Share Application Maoney		-	-
<b><u>(3) Non-Current Liabilities</u></b>			
(a) Long-term borrowings	3	-	-
(b) Deferred tax liabilities (Net)	4	-	-
(c) Other Long term liabilities	5	-	-
(d) Long term provisions	6	-	-
<b><u>(4) Current Liabilities</u></b>			
(a) Short-term borrowings	7	35,600,000.00	-
(b) Trade payables	8	25,542,373.00	11,276,287.00
(c) Other current liabilities	9	1,920,622.00	1,737,310.00
(d) Short-term provisions	10	212,884.00	278,988.00
<b>Total</b>		<b>397,057,938.78</b>	<b>326,091,599.67</b>
<b>II. Assets</b>			
<b><u>(1) Non-current assets</u></b>			
<b><u>(a) Fixed assets</u></b>	11		
(i) Tangible assets		829,204.55	1,229,911.40
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(b) Non-current investments	12	100,811,000.00	51,811,000.00
(c) Deferred tax assets (net)	13	117,646.43	75,345.97
(d) Long term loans and advances	14	189,210,483.00	195,028,558.00
(e) Other non-current assets	15	3,806,093.00	4,127,489.00
<b><u>(2) Current assets</u></b>			
(a) Current investments	16	-	-
(b) Inventories	17	-	-
(c) Trade receivables	18	21,471,466.00	6,562,121.00
(d) Cash and cash equivalents	19	445,056.80	455,113.30
(e) Short-term loans and advances	20	80,308,600.00	66,750,000.00

(f) Other current assets	21	58,389.00	52,061.00
<b>Total</b>		<b>397,057,938.78</b>	<b>326,091,599.67</b>

## NOTES TO ACCOUNTS

29

Notes referred to above and notes attached there to form an integral part of Balance Sheet

As per our Report of even date

For and on behalf of the Board of Directors

**For Nitesh Pratap Singh and Associates**  
**(Chartered Accountants)**

**EDYNAMICS SOLUTIONS LIMITED**

Sd-

(CA Nitesh Pratap Singh)

Partner

FRN: 026796N

M.No.: 528602

Sd-

Vikas Saini

DIN- 06503769

Sd-

Anita Gupta

DIN- 06501012

Place:- New Delhi

Date:- 28.05.2016



## EDYNAMICS SOLUTIONS LIMITED

ADD:A-406, Street No.8, Road No. 4, Mahipalpur, New Delhi-110075

CIN : L74900DL2000PLC106755

Profit and Loss statement for the year ended 31st March, 2016

Amount in Rs.

Particulars	Note No	As at 31.03.2016	As at 31.03.2015
I. Revenue from operations		33,493,508.00	54,364,310.00
II. Other Income	22	1,000,000.00	660,850.00
<b>III. Total Revenue (I +II)</b>		<b>34,493,508.00</b>	<b>55,025,160.00</b>
<u>IV. Expenses:</u>			
Cost of materials consumed	23	-	-
Purchase of Stock-in-Trade		29,487,097.00	49,108,088.00
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	24	-	-
Employee benefit expense	25	1,182,000.00	1,182,000.00
Financial costs	26	634.50	56.18
Depreciation and amortization expense	27	400,706.85	631,990.08
Other expenses	28	2,900,573.00	3,453,108.00
<b>Total Expenses</b>		<b>33,971,011.35</b>	<b>54,375,242.26</b>
<b>V. Profit before exceptional and extraordinary items and tax.</b>	(III - IV)	522,496.65	649,917.74
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		522,496.65	649,917.74
VIII. Extraordinary Items		-	-
<b>IX. Profit before tax (VII - VIII)</b>		522,496.65	649,917.74
<b>X. Tax expense:</b>			
(1) Current tax		203,752.00	269,859.00
(2) Deferred tax		(42,300.46)	(69,033.97)
(3) Income tax Adjustment		-	-
(4) Deferred tax Adjustment		-	-
<b>XI. Profit(Loss) from the operations.</b>	(IX-X)	361,045.11	449,092.71
<b>DISCONTINUING OPERATION</b>			
XII. Profit/(Loss) from discontinuing operations (before tax)		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) balance transferred to Balance Sheet. (XII - XIII)		-	-

XV. Profit/(Loss) for the period (XI + XIV)		361,045.11	449,092.71
XVI. Earning per equity share:			
(1) Basic		0.02	0.02
(2) Diluted		0.02	0.02

Notes referred to above and notes attached there to form an integral part of Profit & Loss Statement

As per our Report of even date

**For Nitesh Pratap Singh and Associates**

(Chartered Accountants)

Sd-

(CA Nitesh Pratap Singh)

Partner

FRN: 026796N

M.No.: 528602

Place:- New Delhi

Date:- 28.05.2016

**EDYNAMICS SOLUTIONS LIMITED**

SD-

Vikas Saini

DIN- 06503769

Sd-

Anita Gupta

DIN- 06501012



## EDYNAMICS SOLUTIONS LIMITED

ADD:A-406, Street No.8, Road No. 4, Mahipalpur, New Delhi-110075

CIN : L74900DL2000PLC106755

## Cash Flow Statement For the Year Ending 31-Mar-2016

Amounts in (Rs.)

Particulars	Amounts Rs.	Amounts Rs.
	31.03.16	31.03.15
<b><u>(A) CASH FLOW FROM OPERATING ACTIVITIES:-</u></b>		
1. Net profit before tax	522,496.65	649,917.74
<b><u>2. Adjustment for:</u></b>		
<u>Add:</u> Depreciation & Amortisation Expenses	1,352,102.85	1,457,386.08
<u>Less:</u> Interest Received	(1,000,000.00)	(660,850.00)
<b>Operating Profit before Working capital changes</b>	<b>874,599.50</b>	<b>1,446,453.82</b>
<b><u>3. Working Capital Changes:</u></b>		
Decrease (Increase) in Trade & Other Receivables	(14,909,345.00)	(186,597.00)
Decrease (Increase) in Other Current Assets	(6,328.00)	366,349.00
Increase (Decrease) in Trade & Other Payables	14,266,086.00	3,455,299.00
Increase (Decrease) in Current Liabilities & Provisions	183,312.00	(354,760.00)
<b>Net Changes in Working Capital</b>	<b>(466,275.00)</b>	<b>3,280,291.00</b>
<b><u>Cash Generated from Operations</u></b>	<b>408,324.50</b>	<b>4,726,744.82</b>
<b>Adjustment of Taxes</b>	269,856.00	470,074.00
<b>Net Cash Flow from Operating Activities (A)</b>	<b>138,468.50</b>	<b>4,256,670.82</b>
<b><u>(B.) CASH FLOW FROM INVESTING ACTIVITIES :</u></b>		
Purchase of Fixed Assets	-	-
(Increase) Decrease in Short Terms Loans & Advances	(13,558,600.00)	(46,578,250.00)
(Increase) Decrease in Long term loans and advances	5,818,075.00	68,479,425.00
Interest Received	1,000,000.00	660,850.00
Decrease (Increase) in Non Current Investments	(49,000,000.00)	3,200,000.00
<b>Net Cash Flow from Investing Activities (B)</b>	<b>(55,740,525.00)</b>	<b>25,762,025.00</b>
<b><u>(C.) CASH FLOW FROM FINANCING ACTIVITIES :</u></b>		
Issue of share capital and Proceeds from Share Application Money	17,185,000.00	-
Share Application Refunded	-	-
Increase/(Decrease) in Share Premium	3,437,000.00	
Increase/(Decrease) in Long Terms Borrowings	-	(2,461,122.00)

Increase/(Decrease) in Short Terms Borrowings	35,600,000.00	
Increase/(Decrease) in Other Long Terms Borrowings	-	(28,500,000.00)
Preliminary Expenses incurred	(630,000.00)	(427,485.00)
<b>Net Cash Flow from Financing Activities (C)</b>	<b>55,592,000.00</b>	<b>(31,388,607.00)</b>
<b>Net Increase / (Decrease) in Cash &amp; Cash Equivalents ( A-B+C )</b>	<b>(10,056.50)</b>	<b>(1,369,911.18)</b>
<b>Cash and cash equivalents at the beginning of the year / Period</b>	<b>455,113.30</b>	<b>1,825,024.48</b>
<b>Cash and cash equivalents at the end of the year/ Period</b>	<b>445,056.80</b>	<b>455,113.30</b>

\* Note: The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard (AS) - 3 on Cash Flow Statements" issued by the Institute of Chartered of Accountants of India.

As per our report of even date attached.

For Nitesh Pratap Singh and Associates  
(Chartered Accountants)

For and on behalf of the Board of Directors  
Edynamics Solutions Limited

Sd-

(CA Nitesh Pratap Singh)

Partner

FRN: 026796N

M.No.: 528602

Sd-

Vikas Saini

DIN- 06503769

Sd-

Anita Gupta

DIN- 06501012

Place:- New Delhi

Date:- 28.05.2016



## EDYNAMICS SOLUTIONS LIMITED

ADD:A-406, Street No.8, Road No. 4, Mahipalpur, New Delhi-110075

CIN : L74900DL2000PLC106755

## Notes Forming Part of the Balance Sheet

Note : 1 Share Capital

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	<b><u>AUTHORIZED CAPITAL</u></b>		
	300,00,000 Equity Shares of Rs. 10/- each.	300,000,000.00	230,000,000.00
2	<b><u>ISSUED</u></b>		
	2,34,09,500 Equity Shares of Rs. 10/- each.	234,095,000.00	216,910,000.00
3	<b><u>SUBSCRIBED &amp; PAID UP CAPITAL</u></b>		
	2,34,09,500 Equity Shares of Rs. 10/- each.	234,095,000.00	216,910,000.00
	<b>Total</b>	<b>234,095,000.00</b>	<b>216,910,000.00</b>

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
(2)	(a) Share Application Money	-	-
-			
-	<b>Total</b>	<b>-</b>	<b>-</b>

A) **Reconciliation of Number of Shares:**

Particulars	As at 31.03.2016		As at 31.03.2015	
	Number	Amounts	Number	Amounts
Shares outstanding at the beginning of the year	21,691,000.00	216,910,000.00	21,691,000.00	216,910,000.00
Shares Issued during the year	1,718,500.00	17,185,000.00	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of year	-	-	-	-
<b>Total</b>	<b>23,409,500.00</b>	<b>234,095,000.00</b>	<b>21,691,000.00</b>	<b>216,910,000.00</b>

B) **Details of Shareholders holding more than 5% Shares**

Particulars	As at 31.03.2016		As at 31.03.2015	
	No. of Shares held	% of Holding	No. of Shares held	% of Holding
Anita Gupta	4,340,000.00	18.54%	4,340,000.00	20.01%
Shree Aeran Marketing Private Limited	1,340,800.00	5.73%		
<b>Total</b>				

C) **Schedule of Bonus Shares**

Particulars	As at 31.03.2016		As at 31.03.2015	
	Number	Amounts	Number	Amounts
	-	-	-	-
<b>Total</b>				

Note : 2 Reserve &amp; Surplus

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Capital Reserve	-	-
2	Capital Redemption Reserve	-	-
3	Op. Balance of Securities Premium Reserve	93,870,000.00	93,870,000.00
	Add:Addition During the Year	3,437,000.00	
	<u>Less:- Bonus Share</u>	-	-
	Cl. Balance of Securities Premium Reserve	97,307,000.00	93,870,000.00
4	Surplus (Profit & Loss Account)	-	-
	Op. Balance of Profits & Loss A/C	2,019,014.67	1,569,921.96
	Current Year Profit & Loss A/C	361,045.11	449,092.71
	Cl. Balance of Profit & Loss A/c	2,380,059.78	2,019,014.67
	<b>Total</b>	<b>99,687,059.78</b>	<b>95,889,014.67</b>

Note : 3 Long Term Borrowings

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	<b>Secured</b>		
	Term Loan	-	-
2	<b>Unsecured</b>		
	Loans and advances from related parties	-	-
	From Others	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

Note : 4 Deferred Tax Liabilities (Net)

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Deferred Tax Liability		-
	<b>Total</b>	<b>-</b>	<b>-</b>

Note : 5 Other Long Term Liabilities

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Trade Creditors	-	-
2	Others	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

## Note : 6 Long Term Provisions

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Provision from Employment Benefit	-	-
2	Other	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

## Note : 7 Short Term Borrowings

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	<b><u>Loan Repayable on Demand</u></b>		
	- From Bank	-	-
	- From Other Parties		
2	Loans & Advances From Related Parties	-	-
3	Deposits	-	-
4	Others	35,600,000.00	-
	<b>Total</b>	<b>35,600,000.00</b>	<b>-</b>

## Note : 8 Trades Payable

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Other Payables	25,542,373.00	11,276,287.00
	<b>Total</b>	<b>25,542,373.00</b>	<b>11,276,287.00</b>

## Note : 9 Other Current Liabilities

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Other Current Liabilities	1,106,447.00	1,070,000.00
2	Tds Payable	9,000.00	51,500.00
3	Expenses Payable	220,200.00	220,200.00
4	Audit Fees Payable	28,000.00	28,000.00
5	Salary Payable	142,796.00	132,496.00
6	Other Payable	414,179.00	235,114.00
	<b>Total</b>	<b>1,920,622.00</b>	<b>1,737,310.00</b>

## Note : 10 Short Term Provisions

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	<b><u>Provision From Employees Benefit</u></b>	-	-
2	<b><u>Others</u></b>		
	Provision for Tax	212,884.00	278,988.00
	<b>Total</b>	<b>212,884.00</b>	<b>278,988.00</b>

## Note : 12 Non Current Investment

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	<b>Investment in Property</b>	-	-
2	<b>Investment in Equity Instrument</b>	-	-
3	<b>Other Investment</b> Investments (Non-Current)	100,811,000.00	51,811,000.00
	<b>Total</b>	<b>100,811,000.00</b>	<b>51,811,000.00</b>

## Note : 13 Deferred Tax Assets (Net)

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
	Deferred Tax	117,646.43	75,345.97
	<b>Total</b>	<b>117,646.43</b>	<b>75,345.97</b>

## Note : 14 Long Term Loans and Advances

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
I)	<b><u>Capital Assets</u></b>		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
II)	<b><u>Security Deposit</u></b>		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	-	-
	c) Doubtful	-	-
III)	<b><u>Loans &amp; Advances to related parties</u></b>	-	-
IV)	<b><u>Other Loans &amp; Advances</u></b>	189,210,483.00	195,028,558.00
	<b>Total</b>	<b>189,210,483.00</b>	<b>195,028,558.00</b>

## Note : 15 Other Non Current Assets

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	<b>Preliminary Expenses</b> 653,452.60 Add : Exp. in Current Year 630,000.00 - 1,283,452.60 - Less: (W/off) (Rs) 315,322.00 <b>Issue Expenses</b> 1,914,036.40 Less: (W/off) 636,074.00	968,130.60      1,277,962.40	653,453      1,914,036
2	Security Deposit to BSE	1,560,000.00	1,560,000.00
	<b>Total</b>	<b>3,806,093.00</b>	<b>4,127,489.00</b>

## Note :16 Current Investment

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Investment in Equity	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

## Note : 17 Inventories

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Raw Material	-	-
2	Work-in-Progress	-	-
3	Finished Goods	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

## Note : 18 Trade Receivables

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	<b>Outstanding for more than six months</b> <b>a) Secured, Considered Good :</b> <b>b) Unsecured, Considered Good :</b> <b>c) Doubtful</b>	- - - -	- - - -

2	<b><u>Others</u></b>	-	-	-
	<b><u>a) Secured, Considered Good :</u></b>	-	-	-
	<b><u>b) Unsecured, Considered Good :</u></b>	-	-	-
	SUNDRY DEBTORS	-	21,471,466.00	6,562,121.00
	<b><u>c) Doubtful</u></b>	-	-	-
	<b>Total</b>		<b>21,471,466.00</b>	<b>6,562,121.00</b>

Note : 19 Cash & Cash Equivalent

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	<b><u>Cash-in-Hand</u></b>		
	Cash Balance	278,566.95	37,524.95
	<b>Sub Total (A)</b>	278,566.95	37,524.95
2	<b><u>Bank Balance</u></b>		
	Balance With Scheduled Banks	166,489.85	417,588.35
	<b>Sub Total (B)</b>	166,489.85	417,588.35
	<b>Total ( A + B )</b>	<b>445,056.80</b>	<b>455,113.30</b>

Note :20 Short Terms Loans and Advances

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Loans & Advances from related parties		
	<b><u>a) Secured, Considered Good :</u></b>	-	-
	<b><u>b) Unsecured, Considered Good :</u></b>	-	-
	<b><u>c) Doubtful</u></b>	-	-
2	<b><u>Others</u></b>		
	Loans & Advances	80,308,600.00	66,750,000.00
	<b>Total</b>	<b>80,308,600.00</b>	<b>66,750,000.00</b>

Note : 21 Other Current Assets

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
	TDS Receivables (2012-13)	-	-
	TDS Receivables (2013-14)	-	-

	TDS Receivables (2014-15)	-	45,861.00
	Refund AY 2013-14	-	6,200.00
	TDS Receivables (2016-17)	58,389.00	
	<b>Total</b>	<b>58,389.00</b>	<b>52,061.00</b>



Edynamics Solutions Limited  
CIN : L74900DL2000PLC106755

Notes Forming Part of the Balance Sheet

Note : 11 Fixed Assets

			Gross Block				Depreciation				Net Block	
Sr. No	Particulars	Rate	Value as on 01.04.2015	Addition during the year	Deduction during the year	Value as on 31.03.2016	Value as on 01.04.2015	Addition during the year	Deduction during the year	Value as on 31.03.2016	WDV as on 31.03.2016	WDV as on 31.03.2015
I	<b><u>Tangible Assets</u></b>	-										
-	Air Conditioner	13.91%	78,914.00	-	-	78,914.00	50,795.46	15,435.34	-	66,230.80	12,683.20	28,118.54
	Inverters	13.91%	23,548.00	-	-	23,548.00	16,444.07	4,212.33	-	20,656.40	2,891.60	7,103.93
	Furniture & Fixture	18.10%	1,897,698.00	-	-	1,897,698.00	900,452.37	284,862.19	-	1,185,314.56	712,383.44	997,245.63
	Computer	40.00%	567,022.00	-	-	567,022.00	460,818.80	51,204.46	-	512,023.26	54,998.74	106,203.20
	Laptop	40.00%	18,256.00	-	-	18,256.00	14,852.21	1,640.93	-	16,493.14	1,762.86	3,403.79
	Mobiles & Tabs	40.00%	169,373.00	-	-	169,373.00	122,881.25	21,823.40	-	144,704.65	24,668.35	46,491.75
	Ele . Items	13.91%	102,543.00	-	-	102,543.00	61,198.43	21,528.20	-	82,726.63	19,816.37	41,344.57
			-	-	-	-	-	-	-	-	-	-
	<b>SUB TOTAL (A)</b>		<b>2,857,354.00</b>	<b>-</b>	<b>-</b>	<b>2,857,354.00</b>	<b>1,627,442.60</b>	<b>400,706.85</b>	<b>-</b>	<b>2,028,149.45</b>	<b>829,204.55</b>	<b>1,229,911.40</b>
II	<b><u>Intangible Assets</u></b>	-										
-												
	<b>SUB TOTAL (B)</b>	<b>0.14</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
III	<b><u>Capital Work-in-progress</u></b>											
-												
	<b>SUB TOTAL (C)</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
IV	<b><u>Intangible Assets Under Development</u></b>											
-												
	<b>SUB TOTAL (D)</b>		<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
	<b>Total [A + B + C + D] (Current Year)</b>		<b>2,857,354.00</b>	<b>-</b>	<b>-</b>	<b>2,857,354.00</b>	<b>1,627,442.60</b>	<b>400,706.85</b>	<b>-</b>	<b>2,028,149.45</b>	<b>829,204.55</b>	<b>1,229,911.40</b>
	<b>(Previous Year)</b>		<b>2,857,354.00</b>	<b>-</b>	<b>-</b>	<b>2,857,354.00</b>	<b>995,452.52</b>	<b>631,990.08</b>	<b>-</b>	<b>1,627,442.60</b>	<b>1,229,911.40</b>	<b>1,861,901.49</b>



## Note : 22 Other Income

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
12	<b>INCOME (OTHERS)</b> Income Others	1,000,000.00	660,850.00
	<b>Total</b>	<b>1,000,000.00</b>	<b>660,850.00</b>

## Note : 23 Cost of Material Consumed

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Purchases	29,487,097.00	49,108,088.00
	<b>Total</b>	<b>29,487,097.00</b>	<b>49,108,088.00</b>

## Note : 24 Change in Inventories

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Closing Stock	-	-
2	Opening Stock	-	-
	<b>Total</b>	<b>-</b>	<b>-</b>

## Note : 25 Employment Benefit Expenses

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Salary	1,182,000.00	1,182,000.00
	<b>Total</b>	<b>1,182,000.00</b>	<b>1,182,000.00</b>

## Note :26 Financial Cost

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Bank Expenses	634.50	56.18
	<b>Total</b>	<b>634.50</b>	<b>56.18</b>

## Note : 27 Depreciation &amp; Amortised Cost

Sr. No	Particulars	As at 31.03.2016	As at 31.03.2015
1	Depreciation	400,706.85	631,990.08

	<b>Total</b>	<b>400,706.85</b>	<b>631,990.08</b>

Note : 28 Other Expenses

<b>Sr. No</b>	<b>Particulars</b>	<b>As at 31.03.2016</b>	<b>As at 31.03.2015</b>
1	<b><u>Administrative Expenses:</u></b>		
	Audit Fees	10,000.00	19,000.00
	Business Promotions	137,163.00	278,220.00
	Conveyance Expenses	69,881.00	145,440.00
	Office Expenses	363,551.00	483,580.00
	Listing Fees	140,450.00	164,495.00
	Filling Fees	13,464.00	15,562.00
	Advertisement Exps.	41,500.00	154,111.00
	Miscellaneous Exps.	25,206.00	40,381.00
	Market Making Charges	205,083.00	246,068.00
	Professional Charges	158,409.00	100,591.00
	Printing & Stationary	208,857.00	213,277.00
	Rent	30,000.00	102,000.00
	Repair & Mainrtance	-	173,700.00
	Staff Welfare	247,137.00	175,101.00
	Telephone Expenses	28,495.00	14,738.00
	Tour & Travelling Expenses	162,086.00	301,448.00
	Book Keeping Charges	20,216.00	-
	Preliminary Expenses W/O	951,396.00	189,322.00
	Postage & Courier	9,468.00	-
	Income Tax for Earlier Year 14-15	44,737.00	-
	Interest on TDS	4,615.00	-
	Interest on IT	28,859.00	-
	Issue Expenses	-	636,074.00
	<b>Total</b>	<b>2,900,573.00</b>	<b>3,453,108.00</b>

## EDYNAMICS SOLUTIONS LIMITED

**Fixed Assets & Depreciation Schedule**

AS PER INCOME TAX ACT

		OP.BAL.	ADDITION				DEPRECIATION	NET BLOCK
PARTICULARS	RATE	Value as on 01.04.2015	MORE THAN 180 DAYS	LESS THAN 180 DAYS	DELETION	BALANCE	FOR THE YEAR	Value as on 31.03.2016
Air Conditioner	15%	59,721.94	-	-	-	59,721.94	8,958.29	50,763.65
Inverters	15%	17,013.43	-	-	-	17,013.43	2,552.01	14,461.42
Furniture & Fixture	10%	1,581,916.59	-	-	-	1,581,916.59	158,191.66	1,423,724.93
Computer	60%	90,723.52	-	-	-	90,723.52	54,434.11	36,289.41
Laptop	60%	2,920.96	-	-	-	2,920.96	1,752.58	1,168.38
Mobiles & Tabs	60%	43,049.72	-	-	-	43,049.72	25,829.83	17,219.89
Ele . Items	15%	80,624.43	-	-	-	80,624.43	12,093.66	68,530.77
<b>TOTAL</b>		<b>1,875,970.59</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1,875,970.59</b>	<b>263,812.15</b>	<b>1,612,158.44</b>

## EDYNAMICS SOLUTIONS LIMITED

CIN : L74900DL2000PLC106755

Notes Forming Part of the Balance Sheet

**Note : 29 SIGNIFICANT ACCOUNTING POLICIES & NOTES TO THE ACCOUNTS****A- SIGNIFICANT ACCOUNTING POLICIES**

- 1 **Basis of Accounting**  
The financial statements are prepared under the historical cost convention on the concept of a going concern, in accordance with the Generally Accepted Accounting Principles and mandatory Accounting Standards as notified under Rule 7 of the Companies (Accounts) Rules, 2014 which is similar to provisions and presentational requirements of the Companies Act, 2013.
- 2 **Changes in Accounting policies**  
The accounting policies adopted are consistent with those of previous financial year. The management assures that there has been no change in accounting policies as compared to that of previous year which would have any significant effect on these financials.
- 3 **Recognition of Income**  
Sales represents invoiced Value of goods Sold. Other Income is recognised and accounted for on accrual basis unless otherwise stated.
- 4 **Tangible Fixed Assets**  
Fixed assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the asset to its working condition for its intended use. Borrowing costs relating to acquisition of fixed assets which take substantial period of time to get ready for its intended use are also included to the extent they relate to the period till such assets are ready to be put to use.
- 5 **Taxes on Income**  
Current tax is determined and provided for on the amount of taxable income at the applicable rates for the relevant financial year. Deferred Tax Assets and Liabilities (DTA/ DTL) are recognised, subject to consideration of prudence, on timing differences, being the difference between taxable income and accounting income that originate in one period and is capable of reversal in one or more subsequent periods. The DTA is recognised only to the extent that there is reasonable certainty of sufficient future profits against which such DTA can be realised.
- 6 **Contingent Liability**  
The contingent liabilities, if any, are disclosed in the Notes to Accounts. Provision is made in the accounts, if it becomes probable that there will be outflow of resources for settling the obligation.
- 7 **Events occurring after the balance sheet date**  
Adjustments to assets and liabilities are made for events occurring after the balance sheet date to provide additional information materially affecting the determination of the amounts of assets or liabilities relating to conditions existing at the balance sheet date.
- 8 **Earnings Per Share**  
Basic earnings per share are calculated by dividing the net profit or loss for the year/ period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year/ period.
- 9 **Use of estimates**  
The preparation of financial statements, in conformity with generally accepted accounting principles, requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities on the date of the financial statements and the results of operations during the reporting year. Actual results could differ from those estimates. Any revision to accounting estimates is recognised prospectively in current and future periods.
- 10 **Foreign Currency Transaction**  
Transactions denominated in foreign currencies are normally recorded at the exchange rate prevailing at the time of the transaction. Monetary items denominated in foreign currencies at the year end are translated at the rate ruling at the year end rate.
- 11 **Depreciation**  
Depreciation on Fixed Assets is provided to the extent of depreciable amount on the Written Down Value (WDV) Method. Depreciation is provided based on useful life of the assets as prescribed in Schedule II to the Companies Act, 2013.

**B- NOTES TO THE ACCOUNTS**

1) The previous year's figures have been reworked, regrouped, rearranged and reclassified wherever necessary.

2) Below are the name of the shareholders holding more than 5% of Shares of the company

Name	2015-16			2014-15		
	Class of Share	No. of Share Holding	% of Holding	Class of Share	No. of Share Holding	% of Holding
Anita Gupta	Equity	4,340,000.00	18.54%	Equity	4,340,000.00	20.01%
Shree Aeran Marketing Private Limited	Equity	1,340,800.00	5.73%			

3) All the investments made by the company are valued at Cost .

4) Managerial Remuneration: nil

5) The company does not have inventory as per AS-2 as on 31.03.2016.

6) Deferred tax arising on account of timing difference and which are capable of reversal in one or more subsequent periods is recognised using the tax rates and tax laws that have been enacted or substantively enacted. Deferred tax assets are recognised unless there is virtual certainty with respect to the reversal of the same in future years.

7) All schedules annexed to and form integral part of the Balance Sheet and Profit & Loss Account.

8) Minimum Alternative Tax (MAT) is recognised as an asset only when and to the extent there is convincing evidence that the company will pay normal income tax during the specified period. The Company reviews the same at each balance sheet date and writes down the carrying amount of MAT Credit Entitlement to the extent there is no longer convincing evidence to the effect that company will pay normal Income Tax during the specified period.

8) Value of Import on CIF Basis Nil

9) Earnings in Foreign Exchange (FOB Value) Nil

10) Expenditure in Foreign Currency Nil

11) *Earning Per Share:*

Particulars	As at 31.03.2016
Net profit after tax available for Equity Shareholders (Rs.) (A)	361045.11
Weighted Avg.Number Equity Shares outstanding (Nos.) (B)	22850753
Dilutive potential Equity Shares (Nos.)	0
Dilutive shares outstanding (Nos.) (C)	22850753
Nominal value per Equity Shares (Rs./ Share)	10
Basic Earnings per share (Rs./ Share) (A) / (B)	0.02
Diluted Earnings per share (Rs./ Share) (A) / (C)	0.02

As per our report of even date attached.

As per our Report of even date

For Nitesh Pratap Singh and Associates  
(Chartered Accountants)

Sd-

(CA Nitesh Pratap Singh)

Partner

FRN: 026796N

M.No.: 528602

Place:- New Delhi

Date:- 28.05.2016

For and on behalf of the Board of Directors  
EDYNAMICS SOLUTIONS LIMITED

Sd-

Vikas Saini

DIN- 06503769

Sd-

Anita

Gupta

DIN-

06501012





**Dynamics Solutions Limited**  
 Regd. Office: A-406, Street No.8 Road No. 4, Mahipalpur New Delhi -110075  
 Tel.: +91-011-65670014 Fax: +91-011-65670014; CIN: L74900DL2000PLC106755  
 Email: edynamicssolutions@yahoo.com Website: www.edynamicssolutions.com

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the Member(s)		
Registered Address		
E-mail Id	Folio No /Client ID	DP ID

Name :	E-mail Id:
Address:	
Signature , or failing him	

as my/ our proxy to attend and vote( on a poll) for me/us and on my/our behalf at the 16<sup>th</sup> Annual General Meeting of the company, to be held on Saturday, the 24<sup>th</sup> day of September, 2016 at 09:30 a.m. at **Navkar Tirth Atisey Ksetra, Village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi.** and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year 31st March, 2016		
2.	To Appoint a Director in place of <b>Ms. Anita Gupta</b> , who retires by rotation and being eligible offer himself for re - appointment		
3.	Ratify the appointment Existing Auditor as Statutory Auditors & fixing their remuneration.		
4.	To appoint Mr. Vinod Kumar (DIN: 07305118) as an Independent Director of the Company		

\* Applicable for investors holding shares in Electronic form.

Affix Revenue  
Stamps

Signed this \_\_\_ day of \_\_\_ 20\_\_

Signature of Shareholder

across Revenue Stamp

Signature of Proxy holder

Signature of the shareholder

Note:

- 1) This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 2) The proxy need not be a member of the company.

#### ELECTRONIC VOTING PARTICULARS

EVEN (Remote E -Voting Event Number)	USER ID	PASSWORD

Notes: 1) Each equity share of the Company carries one vote.

2) Please read carefully the instructions printed overleaf before exercising the vote.



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 Email: edynamicssolutions@yahoo.com Website: www.edynamicssolutions.com

### ATTENDANCE SLIP

(To be handed over at the entrance of the meeting hall)

**16<sup>TH</sup> Annual General Meeting on Saturday, the 24<sup>th</sup> day of September, 2016 at 09:30 a.m. at Navkar Tirth Atisey Ksetra, Village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi.**

Full name of the members attending \_\_\_\_\_

(In block capitals)

Ledger Folio No./Client ID No. \_\_\_\_\_ No. of shares held: \_\_\_\_\_

Name of Proxy \_\_\_\_\_

(To be filled in, if the proxy attends instead of the member)

I hereby record my presence at the 16<sup>th</sup> Annual General Meeting on **Saturday, 24<sup>th</sup> day of September, 2016** at 09:30 a.m. at **Navkar Tirth Atisey Ksetra, Village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi.**

(Member's / Proxy's Signature)

#### Note:

- 1) Members are requested to bring their copies of the Annual Report to the meeting, since further copies will not be available.
- 2) A Proxy need not be a member of the Company.
- 3) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by Proxy, shall be accepted to the exclusion of the vote of the other joint holders. Seniority shall be determined by the order in which the names stand in the Register of Members.
- 4) The submission by a member of this form of proxy will not preclude such member from attending in person and voting at the meeting.



