



**Date: 01.11.2018**

**To,**

**Listing Department,  
BSE Limited  
25<sup>TH</sup> Floor, PJ, Towers,  
Dalal Street,  
Mumbai-400001  
Scrip Code: 535694  
Scrip ID: EDSL**

**Subject : Submission of Annual Report for the financial year 2017-2018**

Dear Sir/Madam,

Please find attached Annual Report of **EDYNAMICS SOLUTIONS LIMITED**, pursuant to Regulation 34 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 for the Financial Year 2017-18.

Kindly acknowledge the same and update the same in your record.

Please update the same in your Records.

**Thanking You**

For EDYNAMICS SOLUTIONS LTD.

  
**ANERA GUPTA**  
DIRECTOR  
(DIN-06501012)

Regd. Office: OFFICE NO- 103, 1st FLOOR, PLOT NO.2, TRIVENI COMPLEX,VEER SAVARKAR  
BLOCK, SHAKARPUR DELHI - 110092;

Ph: 011-65670013; Email: [edynamicssolutions@yahoo.com](mailto:edynamicssolutions@yahoo.com)

Website: [www.edynamicssolution.com](http://www.edynamicssolution.com); CIN: L74900DL2000PLC106755

FINANCIAL  
YEAR  
2017-2018

**EDYNAMICS SOLUTIONS LIMITED**  
**18<sup>TH</sup> 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. Vikas Saini

### 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. G.P Keshari and Associates  
A180, 2nd Floor Jhilmil Colony, Vivek Vihar,  
New Delhi-110095

### REGISTRARS & SHARE TRANSFER AGENT

#### Mas Services Limited

T – 34, IInd 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

AXIS Bank

**ANNUAL GENERAL MEETING:** September 18, 2018

**DAY & TIME:** Tuesday at 9.00 A.M

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

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Regd. Office: A-406, Street No.8 Road No. 4, Mahipalpur New Delhi -110075  
Tel.: +91-011-65670013 Fax: +91-011-65670013; CIN: L74900DL2000PLC106755  
Email: edynamicssolutions@yahoo.com Website: [www.edynamicssolution.com](http://www.edynamicssolution.com)

### **NOTICE OF 18<sup>TH</sup> ANNUAL GENERAL MEETING**

Notice is hereby given that 18<sup>th</sup> Annual General Meeting of **M/s EDYNAMICS SOLUTIONS LIMITED** will be held on Tuesday, 18<sup>th</sup> September, 2018 at 09:00 A.M. at Navkar Tirth Atisey Ksetra, Village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi-110081, to transact the following businesses.

#### **ORDINARY BUSINESS:**

1. To receives, consider and adopted the audited Balance sheet of the Company as at March 31 2018, 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 herself for re- appointment.
3. To ratify the appointment of **M/s. G.P Keshri & Associates**, Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next AGM and to fix their remuneration.

For EDYNAMICS SOLUTIONS LIMITED  
Sd/-  
**ANITA GUPTA**  
DIRECTOR  
DIN: 06501012

**Date: 20.08.2018**  
**Place: Delhi**

## Notes:

1. 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.

2. 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.
3. Members holding shares in physical form are requested to notify change in address, if any, under their signatures to **Mas Services Limited** having its registered office at 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.
4. Pursuant to Section 91 of the Companies Act, 2013, The Share Transfer Books and Members Register of the Company will remain closed from **12.09.2018 to 14.09.2018** (both days inclusive).
5. 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.
6. 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.
7. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.

**The instructions for shareholders voting electronically are as under:**

## INSTRUCTIONS

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 the SEBI (Listing Obligations and Disclosure Requirement) 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 **Tuesday, 18<sup>th</sup> September, 2018 at 09:00 A.M. Navkar Tirth Atisey Ksetra, Village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi- 110081.** 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 **15<sup>th</sup> September, 2018 (9:00 am)** and ends on **17<sup>th</sup> September, 2018 (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 11<sup>th</sup> September, 2018**, 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.

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 [cspriyankagarg@gmail.com](mailto:cspriyankagarg@gmail.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.

- VI. 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.
- VII. 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.
- VIII. The e-voting period commences on **15<sup>th</sup> September, 2018 (9:00 am) and ends on 17<sup>th</sup> September, 2018 (5:00 pm)**. 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 11<sup>th</sup>, 2018, 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.
- IX. 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 11<sup>th</sup>, 2018.
- X. 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. September 11<sup>th</sup>, 2018, 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).
- XI. 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.
- XII. **Ms. Priyanka Garg**, Practicing Company Secretary (COP: 18038), has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. 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.
- XIV. 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.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company i.e. <http://www.edynamicsolution.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 forwarded to the BSE Limited (BSE).

**For EDYNAMICS SOLUTIONS LIMITED**

**Sd/-**

**ANITA GUPTA**

**DIRECTOR**

**DIN: 06501012**

**Date: 20.08.2018**

**Place: Delhi**



### 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	Anita Gupta
Age	37 Years
Qualifications	Graduate Degree in Law
Experience	11 Years
Terms and conditions of appointment including details of remuneration	Ms. Anita Gupta holds the office as Non-Independent and Non-Executive Director of the Company. She 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	05.11.2011
Shareholding in the Company	Nil
Relationship with other directors and Key Managerial of the Company	None
Number of meetings attended during the financial year 2017-18	6
Other directorship, membership / chairmanship of committees of other board	NIL
Justification for appointment of Independent Director	N.A
Performance evaluation report	N.A

## **DIRECTOR REPORT**

To,

**The Members,  
Edynamics Solutions Limited**

Your Directors have pleasure in presenting the 18<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 2018.

### **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, 2018	For the Financial year ended as on 31 <sup>st</sup> March, 2017
	Amount (in Rs. lacs)	Amount (in Rs. lacs)
Income	105.76	265.86
Less: Expenditure	105.46	261.18
Profit/(Loss) before taxation	0.30	4.69
Less: Income Tax	0.12	1.44
Net profit/ (Loss) after taxation	0.18	3.24

### **FINANCIAL PERFORMANCE**

During the year under review, Your Company has recorded a total income of Rs. 105.76 Lacs against Rs. 265.86Lakh in the previous year. Profit after taxation for the financial year ended on 31<sup>st</sup> March, 2018 decreased to Rs. 0.18 Lakh as compared to Rs. 3.24 Lakh in the previous year.

### **RESERVE AND SURPLUS**

Rs. 0.18 lakhs is being transferred to the reserve and surplus during the financial year 2017-2018. The Balance of Reserve and surplus as on 31<sup>st</sup> March, 2018 was Rs. 1000.39 Lakhs/-.

### **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 31<sup>st</sup> March, 2018, 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 accordance with the provisions of Section 139 of the Companies Act, 2013, the Board of Directors of the company has proposed the ratification of appointment of **M/s. G.P. Keshari & Associates**, Chartered Accountants, having (**Firm registration no. 017251N**) as the statutory auditors of the Company for the financial year 2018-19.

The Board has recommended the appointment of **M/s. G.P. Keshari & Associates**, Chartered Accountants, having (**Firm registration no. 017251N**), by the shareholders at the forthcoming Annual General meeting. The Company has received a letter from **M/s. G.P. Keshari & 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.

## **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 31<sup>st</sup> March, 2018 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, there is no change in the composition of the Board of Directors. The Board remains the same.

### **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 31<sup>st</sup> March, 2018.

### **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.

## **EXTRAORDINARY GENERAL MEETINGS DURING THE FINANCIAL YEAR 2016-17**

During the under Review, 2017-18 no Extra-ordinary General Meeting was Convened.

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

### **BOARD MEETINGS**

During the year 2017-18 there were 6 (Six) Board Meetings was held. Details of the same given below:

S. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended
1.	27.05.2017	4	4
2.	10.08.2017	4	4
3.	02.09.2017	4	4
4.	08.11.2017	4	4
5.	30.11.2017	4	4
6.	12.02.2018	4	4

## **POSTAL BALLOT CONDUCTED DURING THE FINANCIAL YEAR 2017-18**

During the year under review, No Postal Ballot was conducted.

## **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 Quarterly and 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.

## **COMPOSITION**

During the year ended on 31<sup>st</sup> March, 2018, the composition of Audit Committee has been as under:

- |                     |            |
|---------------------|------------|
| a) Mr. Vinod Kumar  | (Chairman) |
| b) Mr. Bharat Gupta | (Member)   |
| c) Ms. Anita Gupta  | (Member)   |

During the financial year 2017-18, Four (4) meeting of Audit Committee was held i.e. 27.05.2017, 02.08.2017, 08.11.2017 and 12.02.2018.

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

The Company has duly constituted Nomination and Remuneration Committee to align with the requirements prescribed under the provisions of Section 179 of Companies Act, 2013 and Regulation 19 of SEBI (Listing Obligations and Disclosure Requirements), 2015.

## **COMPOSITION**

- |                     |            |
|---------------------|------------|
| a) Mr. Vinod Kumar  | (Chairman) |
| b) Mr. Bharat Gupta | (Member)   |
| c) Ms. Anita Gupta  | (Member)   |

During the financial year 2017-18, Four (4) meeting of Audit Committee was held i.e. 27.05.2017, 02.08.2017, 08.11.2017 and 12.02.2018.

\*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. Vinod Kumar  | (Chairman) |
| b) Mr. Vikas Saini  | (Member)   |
| d) Mr. Bharat Gupta | (Member)   |

During the financial year 2017-18, Four (4) meeting of Audit Committee was held i.e. 27.05.2017, 02.08.2017, 08.11.2017 and 12.02.2018.

\*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.

#### **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 **Ms. Bhawna, 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 in future, Company will do the best to file the e-forms with the Registrar of Companies, NCT of Delhi & Haryana with in due time in order to avoid the additional

fees levied by Registrar of Companies, NCT of Delhi & Haryana for late filing and the Company is searching the best Candidate for the post of Chief Financial Officer and Company Secretary.

## **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**

This is to inform you that the SEBI vides its letter SEBI HO/ISD/OW/P/2017/18183 dated August 7, 2017 has forwarded a list of 331 shell companies and Edynamics Solutions Limited is one of the 331 shell companies as mentioned in the list forward by the SEBI.

Further, Edynamics Solutions Limited made a representation before the SEBI vides its letter dated 22<sup>nd</sup> August, 2017 against the SEBI letter dated 07<sup>th</sup> August, 2017 for placing the name of the company in shell companies list.

Meanwhile, Edynamics Solutions Limited filed an appeal No. 203 of 2017 before Hon'ble Securities Appellate Tribunal. Hon'ble SAT vide order dated August 23, 2017 directed the following:-

*"As the appellant has already made a representation to SEBI against the said ex-parte order dated 7<sup>th</sup> August, 2017, Counsel for the appellant on instruction seeks to withdraw the appeal with liberty to pursue the representation filed before SEBI. Accordingly, we permit the appellant to withdraw the appeal with liberty to pursue the representation pending before SEBI.*

*SEBI is directed to dispose of the representation made by the appellant as expeditiously as possible and in any event within a period of three weeks from today. It is made clear that passing of any order on the representation made by the appellant would not preclude SEBI from further investing the matter and initiate appropriate proceedings if deemed fit."*

*Further, BSE Limited vides its letter no. L/SURV/OFL/KM/COMP/535694 dated December 06, 2017 intimating about appointment of M/s. C J S Nanda & Associates, Chartered Accountants to carry out audit of your company, pursuant to the order passed by SEBI.*

## **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: 20.08.2018**

**Place: New Delhi**

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

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

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



## FORM NO. MGT 9

## EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2018

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

## I. REGISTRATION &amp; OTHER DETAILS:

1.	CIN	L74900DL2000PLC106755
2.	Registration Date	12/07/2000
3.	Name of the Company	EDYNAMICS SOLUTIONS LIMITED
4.	Category/Sub-category of the Company	Company limited by shares/ Indian Non-Government Company.
5.	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
6.	Whether listed company	Listed
7.	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 Website: <a href="http://www.masserv.com">www.masserv.com</a> E-mail ID: <a href="mailto:info@masserv.com">info@masserv.com</a> Contact Person: Mr. Sharwan Mangla SEBI Registration No: INR000000049

## 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.	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

Category of Shareholders	No. of Shares held at the beginning of the year [As on 31-March-2017]	No. of Shares held at the end of the year [As on 31-March-2018]	% Change
--------------------------	---	---	----------

	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	during the year
<b>A. Promoters</b>									
(1) <b>Indian</b>									
a) Individual/ HUF	45,00,000	-	45,00,000	17.61	45,00,000	-	45,00,000	17.61	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(1)</b>	<b>45,00,000</b>	<b>-</b>	<b>45,00,000</b>	<b>17.61</b>	<b>45,00,000</b>	<b>-</b>	<b>45,00,000</b>	<b>17.61</b>	<b>-</b>
(2) <b>Foreign</b>									
a) NRIs – Individuals	-	-	-	-	-	-	-	-	-
b) Others – Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks/FI	-	-	-	-	-	-	-	-	-
e) Any other	-	-	-	-	-	-	-	-	-
<b>Sub-total (A)(2)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
Total shareholding of Promoter (A) = (A)(1) + (A)(2)	<b>45,00,000</b>	<b>-</b>	<b>45,00,000</b>	<b>17.61</b>	<b>45,00,000</b>	<b>-</b>	<b>45,00,000</b>	<b>17.61</b>	<b>-</b>
<b>B. Public Shareholding</b>									
1. Institutions	-	-	-	-	-	-	-	-	-
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt	-	-	-	-	-	-	-	-	-
d) State Govt(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
<b>Sub-total (B)(1):-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
2. Non-Institutions					-	-	-	-	-
i) Indian	-	-	-	-					
ii) Overseas	-	-	-	-					
b) Individuals	-	-	-	-					
i) Individual shareholders holding nominal share capital upto	59,80,409	4,83,900	64,64,309	25.30	6627795	483900	7111695	27.83	2.53

Rs. 2 lakh									
ii) Individual shareholders holding nominal share capital in excess of Rs 2 lakh	20,97,000	3,10,000	24,07,000	9.42	2741219	310000	3051219	11.94	2.52
c) Others (Body Corporate)	10037891	21,45,300	1,21,83,191	47.67	10578485	-	10578485	41.40	6.27
Clearing Members	469279	-	4,69,279	1.84	309351	-	309351	1.21	0.63
Hindu Undivided Family	-	-	-	-	-	-	-	-	-
Trusts	--	-	-	-	-	-	-	-	-
NRI (Repeat)	2250	-	2,250	0.01	-	-	-		0.01
NRI (Non Repeat)	3000	-	3,000	0.01	3750	-	3750	0.01	-
<b>Sub-total (B)(2):-</b>	<b>1,81,15,300</b>	<b>29,39,200</b>	<b>2,10,54,500</b>	<b>82.39</b>	<b>20260600</b>	<b>793900</b>	<b>21054500</b>	<b>82.39</b>	<b>-</b>
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>1,81,15,300</b>	<b>29,39,200</b>	<b>2,10,54,500</b>	<b>82.39</b>	<b>20260600</b>	<b>793900</b>	<b>21054500</b>	<b>82.39</b>	<b>-</b>
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-					-
<b>Grand Total (A+B+C)</b>	<b>2,26,15,300</b>	<b>29,39,200</b>	<b>2,55,54,500</b>	<b>100</b>	<b>24760600</b>	<b>793900</b>	<b>25554500</b>	<b>100</b>	<b>Nil</b>

ii) **Shareholding of Promoters-**

iii)

SN	Shareholder's Name	Shareholding at the beginning of the year [As on 31-March-2017]			Share holding at the end of the year [As on 31-March-2018]			% 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	16.98	-	4340000	16.98	-	-
2	Vikas Saini	160000	0.68	-	160000	0.63	-	-

iv) **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-2017]		Cumulative Shareholding during the year [As on 31-March-2018]	
		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	43,40,000	16.98	43,40,000	16.98
2	Vikas Saini	1,60,000	0.63	1,60,000	0.63
	<b>At the end of the year</b>				
1	Anita Gupta	43,40,000	16.98	43,40,000	16.98
2	Vikas Saini	1,60,000	0.63	1,60,000	0.63

Note : There is no change in the promoter shareholding during the financial year

v) **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		Cumulative Shareholding during the year	
		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	1341800	5.25	1341800	5.25
	At the end of the year	1341800	5.25	1341800	5.25
2.	<b>HARDIK GARMENTS PVT LTD</b>				
	At the beginning of the year	1200000	4.70	1200000	4.70
	At the end of the year	1200000	4.70	1200000	4.70
3.	<b>NINJA HEALTHCARE LIMITED</b>				
	At the beginning of the year	991000	3.88	991000	3.88
	At the end of the year	991000	3.88	991000	3.88
4	<b>VIMMI INTERNATIONAL PRIVATE LIMITED</b>				
	At the beginning of the year	945000	3.70	945000	3.70
	At the end of the year	945000	3.70	945000	3.70
5	<b>MONEYTECH FINANCIAL SERVICES LIMITED</b>				
	At the beginning of the year	889949	3.48	889949	3.48
	At the end of the year	889949	3.48	889949	3.48
6	<b>DJ YATAYAT PRIVATE LIMITED</b>				
	At the beginning of the year	490000	1.92	490000	1.92
	At the end of the year	490000	1.92	490000	1.92
7.	<b>INDRAWATI COMMOSALES PRIVATE LIMITED</b>				
	At the beginning of the year	386000	1.51	386000	1.51
	At the end of the year	386000	1.51	386000	1.51
8.	<b>STARWISE INFRAHOMES PRIVATE LIMITED</b>				
	At the beginning of the year	366000	1.43	366000	1.43
	At the end of the year	366000	1.43	366000	1.43
9.	<b>DHANLAXMI BUILDERS AND DEVELOPERS PRIVATE LIMITED</b>				
	At the beginning of the year	323718	1.27	323718	1.27
	At the end of the year	323718	1.27	323718	1.27
10.	<b>MURLIDHARGIRIDHAR TRADING PRIVATE LIMITED</b>				
	At the beginning of the year	299000	1.17	299000	1.17
	At the end of the year	299000	1.17	299000	1.17

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		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	<b>Vikas Saini (Whole Time Director)</b>				
	At the beginning of the year	1,60,000	0.63	1,60,000	0.63
	At the end of the year	1,60,000	0.63	1,60,000	0.63

## 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
		<i>Managing Director</i>	<i>Mr. Vikas Saini, Whole-time Director</i>	<i>Manager</i>	NIL
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 Remuneration	Nil	Nil	Nil	Nil
	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	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	NA	Nil	NA	Nil
	others, specify...	NA	Nil	NA	Nil
5	Others, please specify	NA	Nil	NA	Nil
	Total	NA	Nil	NA	Nil

### 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
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty	NIL	NIL	NIL	NIL	NIL
Punishment	NIL	NIL	NIL	NIL	NIL
Compounding	NIL	NIL	NIL	NIL	NIL

**Date: 20.08.2018**

**Place: New Delhi**

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

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

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





**Form No. MR-3**  
**SECRETARIAL AUDIT REPORT**  
**FOR THE FINANCIAL YEAR ENDED 31<sup>ST</sup> MARCH, 2018**  
**[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,

**M/s Edynamics Solutions Limited.**

CIN: L74900DL2000PLC106755

Office No- 103, 01<sup>st</sup> Floor, Plot No.2, Triveni Complex,

Veer Savarkar Block, Shakarpur, Delhi-110092.

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **Edynamics Solutions Limited** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my Opinion thereon.

Based on my 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, 2018 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 **Edynamics Solutions Limited** ("The Company") for the financial year ended on 31<sup>st</sup> March, 2018 according to the provisions of:

(i) The Companies Act, 2013 (the Act) and the rules made there under; following are observations:

- *During the period under audit, the Company has not appointed Company Secretary w.e.f. 01<sup>st</sup> April 2017;*
- *During the period under audit, the Company has not appointed Chief Financial Officer w.e.f. 01<sup>st</sup> April 2017;*
- *The Company has not filed/submitted various e-forms in ROC during the period under review;*
- *The Company has filed few e-forms in ROC with late fees during the period under review;*
- *During the period under audit, the company has not properly mentioned the amount of other loan and Investments, Borrowings and Trade payables in the Balance Sheet with the respective name of parties;*
- *The management of the Company has reported and certified that the Company has obtained requisite*

*approvals for grant of Loan & Investment as per Section 186 of the Companies Act, 2013 and any other applicable laws. However company could not produce necessary records during the audit process.*

- *There were few instances Where Company has given late intimation(s) to the Stock Exchange;*
- *There were few instances Where Company has not given intimation(s) to the Stock Exchange;*
- *During the period under review, The Company has not filed form ADT-1 with the ROC for appointment of Statutory Auditor for the financial year 2017-18 as per section 139 of Companies Act, 2013.*
- *During the period under review, the Company has not appointed the Internal Auditor pursuant to the provisions of section 138 of the Companies Act, 2013.*
- *The company has not filed Form MGT-14 with ROC for adoption of financial statements;*
- *The company has not maintained its website as per the applicable provisions thereon;*

(ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;

(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 extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial borrowings  
**[Applicable only to the extent of Foreign Direct Investment and Overseas Direct Investment];**

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

- (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 (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];**
- (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 **[Not Applicable as the Company has not issued and listed any debt securities during the financial year under review];**
- (f) 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;
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **[Not Applicable as there was no reportable event during the period under review];**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **[Not Applicable as there was no reportable event during the period under review];**

(vi) Employee Provident Fund and Miscellaneous Provisions Act, 1952; **[Not Applicable during the Audit period]**

(vii) Air (Prevention & Control of Pollution) Act, 1981, Water (Prevention & Control of Pollution) Act, 1974 and Environment Protection Act, 1986; **[Not Applicable during the Audit period]**

(viii) Income Tax Act, 1961 and Indirect Tax Laws.

I have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India;
- ii. The Listing Agreements entered into by the Company with BSE Limited, Mumbai; and SEBI (Listing Obligations and Discloser Requirements) Regulation 2015. During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. to the extent applicable as mentioned above.;

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

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 is 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 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.

**I further report that** during the audit period there has been no events/ actions having major bearing on the Company's affairs.

Sd-

Bhawna

**Company Secretary in Practice**

**M. No. - 54223**

**C.P. No.-20105**

To,

The Members,

**M/s Edynamics Solutions Limited.**

CIN: L74900DL2000PLC106755

Office No- 103, 01<sup>st</sup> Floor, Plot No.2, Triveni Complex,

Veer Savarkar Block, Shakarpur, Delhi-110092.

My Secretarial Audit Report of even date, for the financial year 2017-18 is to be read along with this letter.

### **Management's Responsibility**

1. It is the responsibility of the management of the Company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.

### **Auditor's Responsibility**

2. My responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. I believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.
4. Wherever required, I have obtained the management's representation about the compliance of laws, rules and regulations and happening of events etc.

### **Disclaimer**

5. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
6. We have not verified the correctness and appropriateness of financial records and books of account of the Company.

Sd-

**Bhawna**

**Company Secretary in Practice**

**M. No. - 54223**

**C.P. No.-20105**

# 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 Executive, 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, 2018, 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 year 2017-18 there were 6 (Six) Board Meetings was held. Details of the same given below:

S. No.	Date of meeting	Total No. of Directors on the Date of Meeting	No. of Directors attended
1.	27.05.2017	4	4
2.	10.08.2017	4	4
3.	02.09.2017	4	4
4.	08.11.2017	4	4
5.	30.11.2017	4	4
6.	12.02.2018	4	4

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	4	Yes	NIL
Ms. Anita Gupta	Non-Executive Director & Non Independent Director	4	Yes	NIL
Mr. Bharat Gupta	Non Executive & Independent Director	4	Yes	NIL
Mr. Vinod Kumar	Non Executive & Independent Director	4	No	NIL

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:  
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;  
Any changes in accounting policies and practices and reasons for the same;  
Major accounting entries involving estimates based on exercise of judgment by management;  
Significant adjustments made in the financial statements arising out of audit findings;  
Compliance with listing and other legal requirements relating to financial statements;  
Disclosure to any related party transactions;  
Qualifications in the draft audit report.
- Reviewing with the management the Quarterly and 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:**

During the financial year 2017-18, Four (4) meeting of Audit Committee was held i.e. 27.05.2017, 02.08.2017, 08.11.2017 and 12.02.2018.

As on March 31, 2018, the composition of Audit Committee has been as under:

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

## **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:

During the financial year 2017-18, Four (4) meeting of Audit Committee was held i.e. 27.05.2017, 02.08.2017, 08.11.2017 and 12.02.2018.

As on March 31, 2018, the composition of Stakeholder Relationship Committee has been as under:

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

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.

#### **STATUS OF COMPLAINTS RECEIVED, RESOLVED AND PENDING AS ON 31<sup>ST</sup> MARCH, 2018**

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. Bharat Gupta	Member
Ms. Anita Gupta	Member
Mr. Vinod Kumar	Chairman

During the financial year 2017-18, Four (4) meeting of Audit Committee was held i.e. 27.05.2017, 02.08.2017, 08.11.2017 and 12.02.2018.

As on March 31, 2018, the composition of Nomination and Remuneration committee has been as under:

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

#### **GENERAL BODY MEETINGS**

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

Year	Day, Date & Time	Place
2016-2017	Thursday 28 <sup>th</sup> September, 2017 At 09:00 A.M.	Navkar Tirth Atisey Ksetra, village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi
2015-2016	Saturday 24 <sup>th</sup> September, 2016 At 09:30 A.M.	Navkar Tirth Atisey Ksetra, village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi
2014-2015	Wednesday 23 <sup>rd</sup> September, 2015	Navkar Tirth Atisey Ksetra, village Neelwal, Near



**EXTRAORDINARY GENERAL MEETING**

During the under Review, there were no Extra-ordinary general meeting convened.

**POSTAL BALLOT CONDUCTED DURING THE FINANCIAL YEAR 2017-18**

During the year under Review, No Postal Ballot has been conducted:

**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.edynamicssolution.com](http://www.edynamicssolution.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 2018-19 (April to March) is as under: Adoption of quarterly Financial Results for:

<b>Results for the quarter ending September 30, 2018</b>	By 14 <sup>th</sup> of November, 2018
<b>Results for the quarter ending December 31, 2018</b>	By 14 <sup>th</sup> of February, 2019
<b>Results for the quarter ending March 30, 2019</b>	By 30 <sup>th</sup> of May, 2019

## **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.edynamicssolution.com](http://www.edynamicssolution.com)

## **GENERAL SHAREHOLDER INFORMATION**

### **Annual General Meeting**

<b>Date, time and Venue</b>	September 18, 2018, 9:00 A.M, Navkar Tirth Atisey Ksetra, village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi
<b>Financial year</b>	1 <sup>st</sup> April, 2017 to 31 <sup>st</sup> March, 2018
<b>Date of Book Closure</b>	September 12, 2018 to September 14, 2018
<b>Stock Exchange</b>	BSE Limited (Main Board)
<b>Stock Code/Symbol</b>	535694/EDSL

## **LISTING AT STOCK EXCHANGE**

### **BSE LIMITED (Main Board)**

27<sup>th</sup> Floor, P.J. Towers, Dalal Street, Fort, Mumbai-400001

## **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 2017-2018:

Date	Open Price	High Price	Low Price	Close Price	WAP	No.of Shares	No. of Trades	Total Turnover (Rs.)
31-Oct-18	0.84	0.84	0.84	0.84	0.84	1000	1	840
30-Oct-18	0.85	0.85	0.85	0.85	0.849091	550	2	467
23-Oct-18	0.86	0.86	0.86	0.86	0.86	300	1	258
22-Oct-18	0.86	0.86	0.86	0.86	0.859406	1010	4	868
15-Oct-18	0.87	0.87	0.87	0.87	0.868889	450	2	391
12-Oct-18	0.88	0.88	0.87	0.87	0.8	10	2	8
08-Oct-18	0.88	0.88	0.88	0.88	0.88	625	3	550
04-Oct-18	0.92	0.92	0.92	0.92	0.92	1000	1	920
03-Oct-18	1	1	0.96	0.96	0.964286	1260	5	1215
01-Oct-18	1.05	1.05	1	1	1.041667	600	4	625
28-Sep-18	1.05	1.05	1.05	1.05	1.04977	1306	3	1371
27-Sep-18	1.06	1.06	1.05	1.05	1.053292	638	4	672
26-Sep-18	1.05	1.05	1.05	1.05	1.04	75	3	78
24-Sep-18	1.07	1.12	1.07	1.07	1.093874	1012	6	1107
21-Sep-18	1.12	1.12	1.12	1.12	1.119355	930	5	1041
19-Sep-18	1.17	1.17	1.17	1.17	1.17	1100	2	1287
18-Sep-18	1.22	1.22	1.22	1.22	1.22	100	1	122
17-Sep-18	1.26	1.27	1.26	1.27	1.26706	4411	5	5589

14-Sep-18	1.32	1.32	1.32	1.32	1.32	300	2	396
11-Sep-18	1.32	1.32	1.32	1.32	1.32	500	3	660
06-Sep-18	1.32	1.32	1.32	1.32	1.32	1150	2	1518
05-Sep-18	1.47	1.47	1.33	1.33	1.400593	1011	5	1416
04-Sep-18	1.4	1.4	1.4	1.4	1.399261	541	2	757
03-Sep-18	1.4	1.4	1.4	1.4	1.4	100	1	140
30-Aug-18	1.4	1.4	1.4	1.4	1.4	400	4	560
29-Aug-18	1.45	1.45	1.45	1.45	1.45	5300	7	7685
28-Aug-18	1.55	1.55	1.5	1.5	1.51	500	5	755
27-Aug-18	1.55	1.55	1.55	1.55	1.533333	30	1	46
23-Aug-18	1.55	1.55	1.55	1.55	1.55	6500	2	10075
21-Aug-18	1.55	1.55	1.55	1.55	1.548913	552	6	855
16-Aug-18	1.52	1.52	1.52	1.52	1.52	100	1	152
14-Aug-18	1.52	1.52	1.52	1.52	1.52	100	1	152
13-Aug-18	1.52	1.52	1.52	1.52	1.52	1350	4	2052
10-Aug-18	1.6	1.6	1.6	1.6	1.596026	151	3	241
09-Aug-18	1.6	1.6	1.6	1.6	1.6	5000	4	8000
08-Aug-18	1.68	1.68	1.68	1.68	1.68	4200	3	7056
03-Aug-18	1.76	1.76	1.76	1.76	1.758537	410	1	721
30-Jul-18	1.76	1.76	1.76	1.76	1.75974	770	1	1355
25-Jul-18	1.76	1.76	1.76	1.76	1	1	1	1
24-Jul-18	1.76	1.76	1.76	1.76	1.76	275	1	484
12-Jul-18	1.76	1.76	1.76	1.76	1	1	1	1
06-Jul-18	1.85	1.99	1.85	1.85	1.975831	662	5	1308
05-Jul-18	1.9	1.9	1.9	1.9	1.9	2000	2	3800
04-Jul-18	1.75	1.9	1.75	1.9	1.750056	4445	19	7779
03-Jul-18	1.81	1.81	1.81	1.81	1.808664	554	6	1002
02-Jul-18	1.9	1.9	1.9	1.9	1.9	170	4	323
29-Jun-18	1.9	1.9	1.9	1.9	1.88	25	1	47
28-Jun-18	2	2	2	2	2	1	1	2
27-Jun-18	2	2	2	2	2	1100	2	2200
26-Jun-18	2.06	2.06	2	2	2	73	4	146
25-Jun-18	2.07	2.07	2.06	2.06	2.053571	112	7	230
21-Jun-18	2.08	2.08	2.08	2.08	2.08	75	4	156
20-Jun-18	2.08	2.08	2.08	2.08	2.07767	103	4	214
19-Jun-18	2.28	2.28	2.08	2.08	2.095124	1251	16	2621
18-Jun-18	2.17	2.18	2.17	2.18	2.175566	1236	8	2689
15-Jun-18	1.99	2.08	1.99	2.08	2.037037	27	3	55
14-Jun-18	1.95	1.99	1.95	1.99	1.952429	7967	16	15555
13-Jun-18	1.85	1.92	1.85	1.9	1.861709	4411	10	8212
12-Jun-18	1.85	1.9	1.85	1.85	1.849938	1606	12	2971
11-Jun-18	1.9	1.9	1.9	1.9	1.899096	664	10	1261
08-Jun-18	1.75	1.84	1.75	1.84	1.751699	2501	4	4381
07-Jun-18	1.76	1.8	1.76	1.76	1.760158	2781	7	4895
06-Jun-18	1.76	1.76	1.76	1.76	1.75931	1101	6	1937
05-Jun-18	1.68	1.68	1.68	1.68	1.679599	2294	7	3853
04-Jun-18	1.75	1.75	1.6	1.6	1.602676	5381	5	8624
01-Jun-18	1.84	1.84	1.68	1.68	1.732603	3650	11	6324

31-May-18	1.76	1.76	1.76	1.76	1.76	1000	4	1760
30-May-18	1.9	1.9	1.85	1.85	1.859058	2760	7	5131
29-May-18	1.75	1.83	1.75	1.83	1.754444	1800	5	3158
28-May-18	1.7	1.75	1.7	1.75	1.710214	8665	16	14819
25-May-18	1.75	1.75	1.65	1.75	1.652029	2095	17	3461
24-May-18	1.75	1.75	1.72	1.72	1.747989	373	8	652
23-May-18	1.73	1.8	1.65	1.75	1.734653	8031	13	13931
22-May-18	1.73	1.73	1.65	1.73	1.709602	427	10	730
21-May-18	1.78	1.78	1.65	1.65	1.767481	1187	7	2098
18-May-18	1.7	1.7	1.7	1.7	1.7	950	1	1615
17-May-18	1.9	1.9	1.72	1.73	1.730667	3401	8	5886
16-May-18	1.88	1.99	1.81	1.81	1.871507	56968	24	106616
11-May-18	1.9	1.9	1.9	1.9	1.9	2500	3	4750
10-May-18	1.99	1.99	1.9	1.9	1.915984	2928	8	5610
09-May-18	1.77	1.94	1.77	1.9	1.776241	30515	12	54202
08-May-18	1.86	2.04	1.86	1.86	1.863827	4061	18	7569
07-May-18	1.9	2	1.9	1.95	1.94964	1112	4	2168
04-May-18	2	2	2	2	2	4075	9	8150
03-May-18	2.08	2.08	2	2	2.037833	2141	8	4363
02-May-18	2.28	2.28	2.08	2.08	2.277704	3032	4	6906
30-Apr-18	2.18	2.18	2.18	2.18	2.17981	2625	4	5722
27-Apr-18	2.18	2.18	2.18	2.18	2.179279	1110	2	2419
26-Apr-18	2.08	2.18	2.08	2.18	2.176357	516	4	1123
25-Apr-18	1.99	2.08	1.99	2.08	2.022122	3119	8	6307
24-Apr-18	1.97	2	1.97	1.99	1.98862	2109	8	4194
23-Apr-18	2	2	1.9	1.97	1.911843	3766	12	7200
20-Apr-18	2.05	2.05	2	2	2.037129	2020	9	4115
19-Apr-18	2.05	2.05	2.05	2.05	2.049666	1349	6	2765
18-Apr-18	2.1	2.15	2.05	2.07	2.114207	4737	7	10015
17-Apr-18	2.25	2.25	2.15	2.15	2.15258	1337	3	2878
16-Apr-18	2.16	2.25	2.16	2.25	2.20885	6531	15	14426
13-Apr-18	2.1	2.2	2	2.16	2.05581	10052	33	20665
12-Apr-18	2.2	2.2	2.1	2.1	2.138872	1649	5	3527
11-Apr-18	2.3	2.3	2.2	2.2	2.252036	2210	6	4977
10-Apr-18	2.31	2.31	2.22	2.25	2.28866	1940	10	4440
09-Apr-18	2.31	2.31	2.2	2.2	2.253175	4724	12	10644
06-Apr-18	2.22	2.3	2.2	2.2	2.216	500	4	1108
05-Apr-18	2.1	2.31	2.1	2.2	2.193601	1844	17	4045
04-Apr-18	2.21	2.21	2.01	2.2	2.135605	13178	24	28143
03-Apr-18	2.22	2.22	2.11	2.11	2.207324	3468	17	7655
02-Apr-18	2.22	2.22	2.22	2.22	2.219753	1620	5	3596

#### CATEGORIES OF SHAREHOLDING AS AT 31.03.2018

Category	No of Shares	Percentage of (%)
Indian Promoters	45,00,000	17.61
Mutual Fund	0.00	0.00
Individual	10162914	39.77
Others including Body	10891586	42.62

Corporate		
Total	2,55,54,500	100

# **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 36 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.

**Date:** 20.08.2018

**Place:** New Delhi

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

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

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

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

I, Vikas Saini, one of the Directors of the company hereby certify that:

a) I have reviewed financial statements for the financial year ended on 31st March, 2018 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 volatile 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: 20.08.2018**  
**Place: New Delhi**

**By Order of the Board**  
**For EDYNAMICS SOLUTIONS LIMITED**  
**Sd/-**  
**VIKAS SAINI**  
**DIN: 06503769**  
**Whole-time Director**

**To,  
THE MEMBERS  
EDYNAMICS SOLUTIONS LIMITED,**

We have received the implementation of Corporate Governance produced by EDYNAMICS SOLUTIONS LIMITED, during the year ended 31<sup>st</sup> March, 2018 with the relevant records and documents maintained by the Company furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

Compliance with the condition of Corporate Governance is the responsibility of the management. Our examination was limited to the procedure and implementation thereof, adopted by the Company for ensuring compliances with the conditions of Corporate Governance as stipulated in the said clause. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanation given to us and the representations made by the Directors and the Management, my opinion that the Company has complied with the conditions mentioned in the relevant provisions of SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 as referred to in Regulations 15(2) of Listing Regulations for the period 1<sup>st</sup> April, 2017 to 31<sup>st</sup> March, 2018, However Company has not appointed CFO and Company Secretary during the financial year..

We have to state that based on the report given by the Registrar of the Company to the Share Transfer and Shareholder/Investor Grievance Committee, there were no investor Complaints pending for action to be taken by the Company for a period of a month.

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

**For G.P.Keshri & Associates,  
Chartered Accountants  
Sd/-  
CA Gopal Prasad Keshri  
FRN: 017251N  
M. No. 098476**

**Date: 20.08.2018  
Place: New Delhi**

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.edynamicsolution.com](http://www.edynamicsolution.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, 2018.

**Date: 20.08.2018**  
**Place: New Delhi**

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



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 pickup 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.

## **INDEPENDENT AUDITOR'S REPORT**

To,  
THE MEMBERS



## **EDYNAMICS SOLUTIONS LIMITED**

**To,**

**Board of Directors of M/S EDYNAMICS SOLUTIONS LIMITED**

### **Report on the Ind AS Financial Statements**

We have audited the accompanying Ind AS financial statements of **M/S EDYNAMICS SOLUTIONS LIMITED** (CIN: L74900DL2000PLC106755) ("the Company"), which comprise the Balance Sheet as at March 31, 2018, the Statement of Profit and Loss, including the statement of Other Comprehensive Income, the Cash Flow Statement and the Statement of Changes in Equity 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 of these Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) specified under section 133 of the Act., read with Rule 7 of the Companies (Accounts) Rules, 2014 and the Companies (Indian Accounting Standards) Rules, 2015, as amended. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 Ind AS 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 Ind AS 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 thereunder. We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing, issued by the Institute of Chartered Accountants of India, as 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 Ind AS 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 Ind AS financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the Ind AS 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 Ind AS financial statements.

### **Opinion**

In our opinion and to the best of our information and according to the explanations given to us, the Ind AS 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, of the state of affairs of the Company as at March 31, 2018, its Profit including other comprehensive income, its cash flows and the changes in equity 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 Act, we give in the "**Annexure A**" a statement on the matters specified in paragraphs 3 and 4 of the Order.
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 purpose of our audit;
  - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c) The Balance Sheet, Statement of Profit and Loss including the Statement of Other Comprehensive Income, the Cash Flow Statement and Statement of Changes in Equity dealt with by this Report are in agreement with the books of account;
  - d) In our opinion, the aforesaid Ind AS financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014, Companies (Indian Accounting Standards) Rules, 2015, as amended;
  - e) On the basis of written representations received from the directors as on March 31, 2018, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018, 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**" to this report;

**For G.P.Keshri & Associates.**

**Chartered Accountants**

**Sd-**

**CA. Gopal Prasad Keshri**

**Partner**

**FRN: 017251N**

**M.NO.: 098476**

**Date: 30/05/2018**

**Place: New Delhi**

**“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, 2018:**

- 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) No immovable properties are held by the company.
- 2)
  - (a) Company does not have any inventory at the end of the year.
  - (b) In view of our comment in paragraph (a) above, clause (ii) (a) (b) and (c) of paragraph 2 of the aforesaid order are not applicable to the company.
- 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, 2018 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 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, no managerial remuneration is payable 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, if any 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 not made preferential allotment during the year under review.
- 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 G.P.Keshri & Associates.**  
**Chartered Accountants**  
**Sd-**  
**CA. Gopal Prasad Keshri**  
**Partner**  
**FRN: 017251N**  
**M.NO.: 098476**

**Date: 30/05/2018**  
**Place: New Delhi**

## **“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 **M/S EDYNAMICS SOLUTIONS LIMITED** (“the Company”) as of March 31, 2018 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 2018, 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 G.P.Keshri & Associates.**

**Chartered Accountants**

**Sd-**

**CA. Gopal Prasad Keshri**

**Partner**

**FRN: 017251N**

**M.NO.: 098476**

**Date: 30/05/2018**

**Place: New Delhi**



**EDYNAMICS SOLUTIONS LIMITED**

**CIN: L74900DL2000PLC106755**

**Reg. Office: OFFICE NO- 103, 1st FLOOR, PLOT NO.2, TRIVENI COMPLEX,VEER SAVARKAR  
BLOCK, SHAKARPUR DELHI 110092  
Balance Sheet as at 31st March 2018**

(Amount in  
Rupees)

Particulars	Note No.	As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
1	2	3	4	
<b>(1) ASSETS</b>				
<b>Non-current assets</b>				
(a) Property, Plant and Equipment	6	399,954.35	567,741.42	829,204.55
(b) Capital work-in-progress				
(c) Goodwill				
(d) Financial Assets				
(i) Investments	7	100,811,000.00	100,811,000.00	100,811,000.00
(ii) Trade receivables				
(iii) Loans & Advances	8	199,775,394.00	188,149,385.00	189,210,483.00
(e) Deferred tax assets (net)	9	141,036.48	138,108.62	117,646.43
(f) Other non-current assets	10	1,903,301.00	2,854,697.00	3,806,093.00
<b>(2) Current assets</b>				
(a) Inventories				
(b) Financial Assets				
(i) Investments	7	-	-	-
(ii) Trade receivables	11	40,876,993.00	34,070,508.00	21,471,466.00
(iii) Cash and cash equivalents	12	485,317.47	797,592.75	445,056.80
(v) Loans & Advances	8	70,423,760.00	84,708,600.00	80,308,600.00
(c) Current Tax Assets (Net)				
(d) Other current assets	10	238,618.00	186,415.00	58,389.00
<b>Total Assets</b>		<b>415,055,374.30</b>	<b>412,284,047.78</b>	<b>397,057,938.78</b>
<b>EQUITY AND LIABILITIES</b>				
<b>Equity</b>				
(a) Equity Share capital	13	255,545,000.00	255,545,000.00	234,095,000.00
(b) Other Equity	14	100,039,420.30	100,011,033.78	99,687,059.78
<b>LIABILITIES</b>				
<b>Non-current liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings	15	-	-	-
(ii) Trade payables				
(b) Deferred tax liabilities (Net)				
(c) Other non-current liabilities				
<b>Current liabilities</b>				
(a) Financial Liabilities				
(i) Borrowings	15	16,600,000.00	16,600,000.00	35,600,000.00
(ii) Trade payables	16	39,896,436.00	37,338,479.00	25,542,373.00
(b) Other current liabilities	17	2,879,804.00	2,539,687.00	1,920,622.00
(d) Tax Liabilities (Net)	18	94,714.00	249,848.00	212,884.00
<b>Total Equity and Liabilities</b>		<b>415,055,374.30</b>	<b>412,284,047.78</b>	<b>397,057,938.78</b>

See accompanying notes to the financial

**statements**

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

As per our report of even date attached.

**For G.P.Keshri & Associates**

**Chartered Accountants**

**Sd-**

**(CA Gopal Prasad Keshri)**

**Partner**

**Firm Reg.No.: 017251N**

**M.No.: 098476**

**ON BEHALF OF THE BOARD OF  
DIRECTORS**

**EDYNAMICS SOLUTIONS LIMITED**

**Sd-**

**Vikas Saini**

**(Director)**

**DIN: 06503769**

**Sd-**

**Anita Gupta**

**(Director)**

**DIN: 06501012**

**Date: 30.05.2018**

**Place: New Delhi**





## EDYNAMICS SOLUTIONS LIMITED

CIN: L74900DL2000PLC106755

Reg. Office: OFFICE NO- 103, 1st FLOOR, PLOT NO.2, TRIVENI COMPLEX,VEER SAVARKAR BLOCK, SHAKARPUR  
DELHI 110092

## Statement of Profit and Loss for the period ended 31st March 2018

(Amount in Rupees)

	Particulars	Note No.	Year ended 31.03.2018	Year ended 31.03.2017
I	Revenue From Operations	19	8,666,885.00	25,147,412.00
II	Other Income		1,909,699.00	1,438,956.00
III	<b>Total Income (I+II)</b>		<b>10,576,584.00</b>	<b>26,586,368.00</b>
IV	<b>EXPENSES</b>			
	Cost of materials consumed			
	Purchases of Stock-in-Trade		6,782,957.00	21,695,109.00
	Changes in inventories of finished goods, Stock-in -Trade and work-in-progress			
	Employee benefits expense	20	1,500,000.00	1,336,500.00
	Finance costs	21	7,944.30	4,780.05
	Depreciation and amortization expense	22	167,787.04	261,463.13
	Other expenses	23	2,087,746.00	2,819,667.00
	<b>Total expenses (IV)</b>		<b>10,546,434.34</b>	<b>26,117,519.18</b>
V	Profit/(loss) before exceptional items and tax (I- IV)		30,149.66	468,848.82
VI	Exceptional Items		-	-
VII	Profit/(loss) before tax (V-VI)		30,149.66	468,848.82
VIII	Tax expense:			
	(1) Current tax		10,203.00	165,337.00
	(2) Deferred tax		(2,927.86)	(20,462.18)
	(3) Income tax Adjustment		5,512.00	-
	(4) Deferred tax Adjustment		-	-
IX	Profit (Loss) for the period from continuing operations (VII-VIII)		28,386.52	323,974.00
X	Profit/(loss) from discontinued operations		-	-
XI	Tax expense of discontinued operations		-	-
XII	Profit/(loss) from Discontinued operations (after tax) (X-XI)		-	-
XIII	Profit/(loss) for the period (IX+XII)		28,386.52	323,974.00
XIV	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss			
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	B (i) Items that will be reclassified to profit or loss			
	(ii) Income tax relating to items that will be reclassified to profit or loss			
	Total Other Comprehensive Income		-	-
	Total Comprehensive Income for the period (XIII+XIV)(Comprising Profit (Loss) and Other Comprehensive Income for the period		28,386.52	323,974.00
	Earnings per equity share (Face Value of Rs. 10/- each)	24		
	(1) Basic		0.00	0.01

(2) Diluted		0.00	0.01

**See accompanying notes to the financial statements**

01-24

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

As per our report of even date attached.

For G.P.Keshri & Associates

Chartered Accountants

**ON BEHALF OF THE BOARD OF  
DIRECTORS**

**EDYNAMICS SOLUTIONS LIMITED**

**Sd-**

**(CA Gopal Prasad Keshri)**

**Partner**

**Firm Reg.No.: 017251N**

**M.No.: 098476**

**Sd-**

**Vikas Saini**

**(Director)**

**DIN: 06503769**

**Sd-**

**Anita Gupta**

**(Director)**

**DIN: 06501012**

**Date: 30.05.2018**

**Place: New Delhi**



**EDYNAMICS SOLUTIONS LIMITED**

**CIN: L74900DL2000PLC106755**

**Reg. Office: OFFICE NO- 103, 1st FLOOR, PLOT NO.2, TRIVENI COMPLEX,VEER SAVARKAR BLOCK,  
SHAKARPUR DELHI 110092**

**Cash Flow Statement for the year ended 31st, March 2018**

Particulars	Amounts Rs. Year ended 31.03.2018	Amounts Rs. Year ended 31.03.2017
<b><u>(A)CASH FLOW FROM OPERATING ACTIVITIES:-</u></b>		
1.Net profit before tax	30,150	468,849
<b><u>2.Adjustment for:</u></b>		
<u>Add:</u> Depreciation & Amortisation Expenses	167,787	261,463
<u>Add:</u> Amortization Expenses / Written off	951,396	951,396
<u>Less:</u> Other Income	(1,909,699)	(1,438,956)
<b>Operating Profit before Working capital changes</b>	<b>(760,366)</b>	<b>242,752</b>
<b><u>3.Working Capital Changes:</u></b>		
Decrease (Increase) in Trade & Other Receivables	(6,806,485)	(12,599,042)
Decrease (Increase) in Other Current Assets	(52,203)	(128,026)
Decrease (Increase) in Other Non Current Assets	-	-
Increase (Decrease) in Trade & Other Payables	2,557,957	11,796,106.00
Increase (Decrease) in Current Liabilities & Provisions	-	619,065
Increase (Decrease) in Other Liabilities	340,117	-
<b>Net Changes in Working Capital</b>	<b>(3,960,614)</b>	<b>(311,897)</b>
<b><u>Cash Generated from Operations</u></b>	<b>(4,720,980)</b>	<b>(69,145)</b>
<b>Adjustment of Taxes</b>	<b>159,826</b>	<b>128,373</b>
<b>Net Cash Flow from Operating Activities (A)</b>	<b>(4,880,806)</b>	<b>(197,518)</b>
<b><u>(B.) CASH FLOW FROM INVESTING ACTIVITIES :</u></b>		
Purchase of Property, Plant & Equipment	-	-
<b><u>Non Current Financial Assets</u></b>		
(Increase) Decrease in Loans & Advances	(11,626,009)	1,061,098
<b><u>Current Financial Assets</u></b>		
(Increase) Decrease in Loans & Advances	14,284,840	(4,400,000)
Other Income	1,909,699	1,438,956
(Increase) Decrease in Current Investments	-	-
<b>Net Cash Flow from Investing Activities (B)</b>	<b>4,568,530</b>	<b>(1,899,946)</b>
<b><u>(C.) CASH FLOW FROM FINANCING ACTIVITIES :</u></b>		
Issue of share capital and Proceeds from Share Application Money	-	21,450,000
<b><u>Non Current Financial Assets</u></b>		
Increase / (Decrease) in Borrowings	-	-
<b><u>Current Financial Assets</u></b>		
Increase / (Decrease) in Borrowings	-	(19,000,000)
Increase in Preliminary Expenses	-	-
<b>Net Cash Flow from Financing Activities (C)</b>	<b>-</b>	<b>2,450,000</b>

Net Increase / (Decrease) in Cash & Cash Equivalents ( A-B+C )	(312,276)	352,536
Cash and cash equivalents at the beginning of the year / Period	797,593	445,057
Cash and cash equivalents at the end of the year/ Period	485,317	797,593
* Note: The above Cash Flow Statement has been prepared under "Indirect Method" as set out in the Accounting Standard		

As per our report of even date attached.

For G.P.Keshri & Associates

Chartered Accountants

**Sd-**  
**(CA Gopal Prasad Keshri)**  
**Partner**  
**Firm Reg.No.: 017251N**  
**M.No.: 098476**

**ON BEHALF OF THE BOARD OF DIRECTORS**

**EDYNAMICS SOLUTIONS LIMITED**

**Sd-**  
**Vikas Saini**  
**(Director)**  
**DIN: 06503769**

**Sd-**  
**Anita Gupta**  
**(Director)**  
**DIN: 06501012**

**Date: 30.05.2018**

**Place: New Delhi**



**EDYNAMICS SOLUTIONS LIMITED****CIN: L74900DL2000PLC106755****Reg. Office: OFFICE NO- 103, 1st FLOOR, PLOT NO.2, TRIVENI COMPLEX,VEER SAVARKAR BLOCK, SHAKARPUR  
DELHI 110092****Statement of Changes in Equity for the period ended 31st March 2018****(Amount in Rupees)****A. Equity Share Capital**

<b>Balance as at 01.04.2016</b>	<b>Changes in equity share capital during the year</b>	<b>Balance as at 31.03.2017</b>	<b>Changes in equity share capital during the year</b>	<b>Balance as at 31.03.2018</b>
234,095,000.00	21,450,000.00	255,545,000.00	-	255,545,000.00

**B. Other Equity**

	<b>Reserves and Surplus</b>				<b>Total</b>
	<b>Capital Reserve</b>	<b>Securities Premium Reserve</b>	<b>Other Reserves (specify nature)</b>	<b>Retained Earnings</b>	
Balance as at 01.04.2016	-	97,307,000.00		2,380,059.78	99,687,059.78
Profit / (Loss) for the year	-	-		323,974.00	323,974.00
Balance as at 31.03.2017	-	97,307,000.00	-	2,704,033.78	100,011,033.78
Profit / (Loss) for the year	-	-		28,386.52	28,386.52
Other Comprehensive Income for the year	-	-	-	-	-
Less : Bonus Share		-			
Balance as at 31.03.2018	-	97,307,000.00	-	2,732,420.30	100,039,420.30

**EDYNAMICS SOLUTIONS LIMITED**

**CIN: L74900DL2000PLC106755**

**Reg. Office: OFFICE NO- 103, 1st FLOOR, PLOT NO.2, TRIVENI COMPLEX,VEER SAVARKAR BLOCK,  
SHAKARPUR DELHI 110092**

**Notes to the Financial Statement for the year ended March 31, 2018**

<b>Note : 7 Investment</b>					
<b>Sr. No</b>	<b>Particulars</b>		<b>As at 31.03.2018</b>	<b>As at 31.03.2017</b>	<b>As at 01.04.2016</b>
-	<b><u>Non Current</u></b>	-			
1	<u>Investment in Equity Instrument</u>	-	-	-	-
2	<b><u>Other Investment</u></b>	-			
	Investments		100,811,000.00	100,811,000.00	100,811,000.00
	<b>Total</b>		<b>100,811,000.00</b>	<b>100,811,000.00</b>	<b>100,811,000.00</b>
1	<b><u>Current</u></b>				
	<u>Investment in Equity Instrument</u>		-	-	-
	<b>Total</b>		-	-	-
<b>Note : 8 Loan and Advances</b>					
<b>Sr. No</b>	<b>Particulars</b>		<b>As at 31.03.2018</b>	<b>As at 31.03.2017</b>	<b>As at 01.04.2016</b>
-	<b><u>Non Current</u></b>				
1	<u>Loan &amp; Advances - Unsecured, considered good</u>		199,775,394.00	188,149,385.00	189,210,483.00
	<b>Total</b>		<b>199,775,394.00</b>	<b>188,149,385.00</b>	<b>189,210,483.00</b>
-	<b><u>Current</u></b>	-			
1	<u>Loan &amp; Advances - Unsecured, considered good</u>	-	48,973,760.00	63,258,600.00	80,308,600.00
2	<u>Advance For Purchase</u>	-	21,450,000.00	21,450,000.00	-
	<b>Total</b>		<b>70,423,760.00</b>	<b>84,708,600.00</b>	<b>80,308,600.00</b>

**Note : 9 Deferred Tax Assets (Net)**

Sr. No	Particulars		As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
1	Deferred Tax Assets		141,036.48	138,108.62	117,646.43
	<b>Total</b>		<b>141,036.48</b>	<b>138,108.62</b>	<b>117,646.43</b>

**Note : 10 Other assets**

-	<b>Current</b>				
1	TDS Receivables		238,618.00	186,415.00	58,389.00
	<b>Total</b>		<b>238,618.00</b>	<b>186,415.00</b>	<b>58,389.00</b>

**Note : 11 Trade Receivable**

Sr. No	Particulars		As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
-	<b>Current</b>	-			
-	<b>Outstanding for more than six months</b>	-			
1	Unsecured, Considered Good :	-	-	-	-
	<b>Other</b>	-			
	Unsecured, Considered Good :		40,876,993.00	34,070,508.00	21,471,466.00
	<b>Total</b>		<b>40,876,993.00</b>	<b>34,070,508.00</b>	<b>21,471,466.00</b>

**Note : 12 Cash & Cash Equivalent**

Sr. No	Particulars		As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
1	<b>Cash-in-Hand</b>				
	Cash Balance		282,145.97	35,953.95	278,566.95
	Sub Total (A)		282,145.97	35,953.95	278,566.95
2	<b>Bank Balance</b>				
	Bank Balance (With Schedule Bank)		203,171.50	761,638.80	166,489.85
	Sub Total (B)		203,171.50	761,638.80	166,489.85
	<b>Total [ A + B ]</b>		<b>485,317.47</b>	<b>797,592.75</b>	<b>445,056.80</b>

**Note : 13 Share Capital**

Sr. No	Particulars		As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
1	<b>AUTHORIZED CAPITAL</b> 300,00,000 Equity Shares of Rs. 10/- each.	-	300,000,000.00	300,000,000.00	300,000,000.00
2	<b>ISSUED</b> 2,55,54,500 Equity Shares of Rs. 10/- each.	-	255,545,000.00	255,545,000.00	234,095,000.00
3	<b>SUBSCRIBED &amp; PAID UP CAPITAL</b> 2,55,54,500 Equity Shares of Rs. 10/- each.	-	255,545,000.00	255,545,000.00	234,095,000.00
	<b>Total</b>		<b>255,545,000.00</b>	<b>255,545,000.00</b>	<b>234,095,000.00</b>

Sr. No	Reconciliation of Number of Shares:		As at 31.03.2018	As at 31.03.2017
	Particulars		Number	Number
1	Shares outstanding at the beginning of the year		25,554,500	23,409,500
2	Shares Issued during the year (Preferential Allotment)		-	2,145,000
3	Shares bought back during the year		-	-
4	Shares outstanding at the end of year		25,554,500	25,554,500
	<b>Total</b>		<b>25,554,500</b>	<b>25,554,500</b>

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

	Particulars		As at 31.03.2018	
	Name of Shareholders		No. of Shares held	% of Holding
1	Anita Gupta		4,340,000.00	16.98%
2	Shree Aeran Marketing Private Limited		1,340,800.00	5.25%



**Note : 14 Other Equity**

Sr. No	Particulars		As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
1	<u>Securities Premium</u>	-	97,307,000.00	97,307,000.00	93,870,000.00
	Add:Addition During the Year	-			3,437,000.00
	<u>Less:- Bonus Share</u>	-			
	Sub Total (A)		<b>97,307,000.00</b>	<b>97,307,000.00</b>	<b>97,307,000.00</b>
2	<u>Surplus (Profit &amp; Loss Account)</u>	-			
	Op. Balance of Profits & Loss A/C	-	2,704,033.78	2,380,059.78	2,019,014.67
	Current Year Profit & Loss A/C		28,386.52	323,974.00	361,045.11
	Sub Total (B)		2,732,420.30	2,704,033.78	2,380,059.78
	Total [ A + B ]		<b>100,039,420.30</b>	<b>100,011,033.78</b>	<b>99,687,059.78</b>

**Note : 15 Borrowing**

Sr. No	Particulars		As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
-	<u>Non Current</u>				
1	<u>Borrowing from Corporate Bodies</u>		-	-	-
	Total		-	-	-

**Note : 16 Trade Payable**

1	Trade Payable		39,896,436.00	37,338,479.00	25,542,373.00
	Total		<b>39,896,436.00</b>	<b>37,338,479.00</b>	<b>25,542,373.00</b>

**Note : 17 Other Current Liabilities**

Sr. No	Particulars		As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
1	Audit Fees Payable		20,000.00	15,500.00	28,000.00
2	Salary payable		667,813.00	459,946.00	142,796.00
3	Expenses Payable		154,862.00	504,965.00	220,200.00

4	TDS Payable		-	-	9,000.00
5	Other Payable		151,452.00	452,829.00	414,179.00
6	Other Current Liabilities		1,885,677.00	1,106,447.00	1,106,447.00
	<b>Total</b>		<b>2,879,804.00</b>	<b>2,539,687.00</b>	<b>1,920,622.00</b>

**Note : 18 Current Tax Liabilities**

Sr. No	Particulars		As at 31.03.2018	As at 31.03.2017	As at 01.04.2016
1	Provision For Income Tax		94,714.00	249,848.00	212,884.00
	<b>Total</b>		<b>94,714.00</b>	<b>249,848.00</b>	<b>212,884.00</b>

**Note : 19 Revenue from Operations**

Sr. No	Particulars		As at 31.03.2018	As at 31.03.2017
1	Income From Operations		8,666,885.00	25,147,412
	<b>Total</b>		<b>8,666,885.00</b>	<b>25,147,412</b>

**Note : 20 Employment Benefit Expenses**

Sr. No	Particulars		As at 31.03.2018	As at 31.03.2017
1	Salary		1,500,000.00	1,336,500.00
2	Staff Welfare		-	-
3	Remuneration to Director		-	-
	<b>Total</b>		<b>1,500,000.00</b>	<b>1,336,500.00</b>

**Note :21 Financial Cost**

Sr. No	Particulars		As at 31.03.2018	As at 31.03.2017
1	Bank Charges		7,944.30	4,780.05
	<b>Total</b>		<b>7,944.30</b>	<b>4,780.05</b>

Note : 22 Depreciation & Amortised Cost

Sr. No	Particulars		As at 31.03.2018	As at 31.03.2017
1	Depreciation		167,787.04	261,463.13
	<b>Total</b>		<b>167,787.04</b>	<b>261,463.13</b>

Note : 23 Other Expenses

Sr. No	Particulars		As at 31.03.2018	As at 31.03.2017
1	<b><u>Administrative Expenses:</u></b>	-		
	Accounting Charges		-	-
	Advertisement Expenses		49,241.00	153,160.00
	Business Promotion Expenses		-	210,383.00
	Bank Charges		-	-
	Conveyance		27,001.00	54,654.00
	Commission Expenses		-	-
	Legal & Professional		117,563.00	188,939.00
	Printing & Stationary		16,338.00	31,583.00
	Office Expenses		20,121.00	60,516.00
	Telephone Expenses		13,718.00	19,866.00
	Misc. Expenses		102,904.00	47,998.00
	Preliminary Expenses W/O		951,396.00	951,396.00
	Rent		69,000.00	60,000.00
	Custodian Fees		206,561.00	11,500.00
	Filling Fees		14,632.00	6,117.00
	Electricity & Water Exp.		-	-
	ROC Fees		-	-
	Listing Fees		287,500.00	688,336.00
	Web Charges		21,610.00	-
	Repair & Maintenance		21,600.00	-
	Insurance Charges		-	-
	Staff Welfare		78,501.00	197,962.00
	Tour & Travelling Expenses		41,340.00	49,335.00
	Book Keeping Charges		-	44,706.00
	Postage & Courier		17,307.00	10,058.00
	Interest on TDS		-	2,701.00
	Interest on IT		11,413.00	15,457.00
	<b><u>Payment to Auditors:</u></b>			
	Audit Fees		20,000.00	15,000.00
	<b>Total</b>		<b>2,087,746.00</b>	<b>2,819,667.00</b>

Note : 23 Earning per Shares

Sr. No	Particulars		As at 31.03.2018	As at 31.03.2017
1	Net profit after tax available for Equity Shareholders (Rs.) (A)		28,387	323,974
2	Weighted Avg. Number Equity Shares outstanding (Nos.) (B)		25,554,500	25,554,500
3	Dilutive potential Equity Shares (Nos.)		-	-
4	Dilutive shares outstanding (Nos.) (C)		25,554,500	25,554,500
5	Nominal value per Equity Shares (Rs./ Share)		1	1
6	Basic Earnings per share (Rs./ Share) (A) / (B)		0.00	0.01
7	Diluted Earnings per share (Rs./ Share) (A) / (C)		0.00	0.01

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

As per our report of even date attached.

As per our report of even date attached.

For G.P.Keshri & Associates

Chartered Accountants

Sd-

(CA Gopal Prasad Keshri)

Partner

Firm Reg.No.: 017251N

M.No.: 098476

Date: 30.05.2018

Place: New Delhi

ON BEHALF OF THE BOARD OF DIRECTORS

EDYNAMICS SOLUTIONS LIMITED

Sd-

Vikas Saini

(Director)

DIN: 06503769

Sd-

Anita Gupta

(Director)

DIN: 06501012

**Note : 6****Property, plant and equipment**

Particulars	As at 31.03.2018	As at 31.03.2017
Air Conditioner	3,941.53	5,747.04
Inverters	1,174.08	1,174.08
Furniture & Fixture	363,599.33	508,914.32
Computer	16,735.35	28,430.74
Laptop	911.35	911.35
Mobiles & Tabs	8,465.73	13,076.35
Electric Items	5,126.99	9,487.52
<b>Total</b>	<b>399,954.35</b>	<b>567,741.42</b>

	Air Conditioner	Inverters	Furniture & Fixture	Computer	Laptop	Mobiles & Tabs	Electric Items	Total
<b>Balance as at 1.04.2017</b>	78,914.00	23,548.00	1,897,698.00	567,022.00	18,256.00	169,373.00	102,543.00	2,857,354.00
<b>Additions</b>	-	-	-	-	-	-	-	-
<b>Disposals/Adjustments</b>	-	-	-	-	-	-	-	-
<b>Balance as at 31.03.2018</b>	78,914.00	23,548.00	1,897,698.00	567,022.00	18,256.00	169,373.00	102,543.00	2,857,354.00
<b>Accumulated depreciation</b>								
<b>Balance as at 1.04.2017</b>	73,166.96	22,373.92	1,388,783.68	538,591.26	17,344.65	156,296.65	93,055.48	2,289,612.60
<b>Additions</b>	1,805.51	-	145,314.99	11,695.39	-	4,610.62	4,360.53	167,787.04
<b>Disposals/Adjustments</b>	-	-	-	-	-	-	-	-
<b>Balance as at 31.03.2018</b>	74,972.47	22,373.92	1,534,098.67	550,286.65	17,344.65	160,907.27	97,416.01	2,457,399.64
<b>Carrying amounts as at 31.03.2018</b>	<b>3,941.53</b>	<b>1,174.08</b>	<b>363,599.33</b>	<b>16,735.35</b>	<b>911.35</b>	<b>8,465.73</b>	<b>5,126.99</b>	<b>399,954.35</b>

	Air Conditioner	Inverters	Furniture & Fixture	Computer	Laptop	Mobiles & Tabs	Electric Items	Total
<b>Balance as at 1.04.2016</b>	78,914.00	23,548.00	1,897,698.00	567,022.00	18,256.00	169,373.00	102,543.00	2,857,354.00

<b>Additions</b>	-	-	-	-	-	-	-	-
<b>Disposals/Adjustments</b>	-	-	-	-	-	-	-	-
<b>Balance as at 31.03.2017</b>	78,914.00	23,548.00	1,897,698.00	567,022.00	18,256.00	169,373.00	102,543.00	2,857,354.00
<b>Accumulated depreciation</b>								
<b>Balance as at 1.04.2016</b>	66,230.80	20,656.40	1,185,314.56	512,023.26	16,493.14	144,704.65	82,726.63	2,028,149.47
<b>Additions</b>	6,936.16	1,717.52	203,469.12	26,568.00	851.51	11,592.00	10,328.84	261,463.13
<b>Disposals/Adjustments</b>								-
<b>Balance as at 31.03.2017</b>	73,166.96	22,373.92	1,388,783.68	538,591.26	17,344.65	156,296.65	93,055.48	2,289,612.60
<b>Carrying amounts as at 31.03.2017</b>	<b>5,747.04</b>	<b>1,174.08</b>	<b>508,914.32</b>	<b>28,430.74</b>	<b>911.35</b>	<b>13,076.35</b>	<b>9,487.52</b>	<b>567,741.42</b>

## Notes to the Financial Statements for the year ended March 31, 2018

### 1. General information:

Our Company was originally incorporated in New Delhi as “Edynamics Solutions Private Limited” on 12th July, 2000 under the Companies Act, 1956 vide certificate of incorporation issued by the Registrar of Companies, National Capital Territory of Delhi & Haryana. Our Company was subsequently converted in to a public limited company and consequently name was changed to “Edynamics Solutions Limited” vide fresh certificate of incorporation dated 21st March, 2013 issued by the Registrar of Companies, National Capital Territory of Delhi & Haryana.

### 2. Significant accounting policies ;

**2.1** The financial statements as at and for the year ended March 31, 2018 have been prepared in accordance with Indian Accounting Standards (“Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

#### **2.2 Basis of measurement**

The financial statements have been prepared on a historical cost convention and on an accrual basis, except for certain items that are measured at fair value as required by relevant Ind AS:

- (i) Financial assets and financial liabilities measured at fair value;
- (ii) Defined benefit and other long-term employee benefits, if any.

#### **2.3 Functional Currency and Foreign currency**

No Foreign currency transaction has taken place during the relevant period.

#### **2.4 Use of Estimates and Judgments:**

The preparation of these financial statements in conformity with the recognition and measurement principles of Ind AS requires the management of the Company to make estimates and assumptions that affect the reported balances of assets and liabilities, disclosures relating to contingent liabilities as at the date of the financial statements and the reported amounts of income and expense for the periods presented.

Estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimates are revised and future periods are affected.

#### **2.5 Revenue recognition**

**2.5.1** Interest income from a financial asset is recognised when it is probable that the economic benefits will flow to the company and the amount of income can be measured reliably. Interest income is accrued on a time basis, by reference to the principle outstanding and the effective interest rate applicable, which is the rate exactly discounts the estimated future cash receipts through expected life of the financial asset to that asset’s net carrying amount on initial recognition.

**2.5.2** Commission Income is recognized when it has accrued.

#### **2.6 Leases**

No Operating & Finance lease has taken by the company.

#### **2.7 Cost recognition**

Costs and expenses are recognised when incurred and have been classified according to their primary nature.

## 2.8 Income Tax

Tax expenses comprises current tax (i.e. amount of tax for the period determined in accordance with the income tax-law) and deferred tax charge or credit (reflecting the tax effects of timing difference between accounting income and taxable income for the year).

Current tax is measured at the amount expected to be paid to the taxation authorities, using applicable tax rates and tax laws. Deferred income tax is recognised using the balance sheet approach.

Deferred income tax assets and liabilities are recognised for deductible and taxable temporary differences arising between the tax base of assets and liabilities and their carrying amount, except when the deferred income tax arises from the initial recognition of goodwill or an asset or liability in a transaction that is not a business combination and affects neither accounting nor taxable profit or loss at the time of the transaction.

Deferred income tax asset are recognised to the extent that it is probable that taxable profit will be available against which the deductible temporary differences and the carry forward of unused tax credits and unused tax losses can be utilised. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilised.

Deferred tax assets and liabilities are measured using substantively enacted tax rates expected to apply to taxable income in the years in which the temporary differences are expected to be received or settled.

## 2.9 Financial Instruments

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

**2.9.1 Cash and cash equivalents:** Cash and cash equivalents considers all highly liquid financial instruments, which are readily convertible into known amounts of cash that are subject to an insignificant risk of change in value and having original maturities of three months or less from the date of purchase, to be cash equivalents. Cash and cash equivalents consist of balances with banks which are unrestricted for withdrawal and usage.

**2.9.2 Financial assets at amortised cost:** Financial assets are subsequently measured at amortised cost if these financial assets are held within a business whose objective is to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

**2.9.3 Equity Instruments (Share capital):** Ordinary shares:- Ordinary shares are classified as equity. Incremental costs directly attributable to the issuance of new ordinary shares are recognised as a deduction from equity, net of any tax effect (if any).

## 2.10 Property, plant and equipment

**Property,** plant and equipment are stated at cost, less accumulated depreciation (other than freehold land) and impairment loss, if any. The cost of tangible assets comprises purchase price and any cost directly attributable to bringing the assets to its working condition for its intended use.



## 2.11 Earnings per share

Basic earnings per share are computed by dividing profit or loss attributable to equity shareholders of BSE Limited by the weighted average number of equity shares outstanding during the period. The company did not have any potentially dilutive securities in any of the periods presented.

## 3. Transition to Ind AS

Transition to Ind AS was carried out from Previous GAAP.

## 4. Related Party Disclosure

No Related Parties Transaction has taken place during the period.

## 5. Segment Reporting

Company is working in only in one segment hence reporting Segment is not required as per Indian Accounting Standard 108 "Operating Segments".

As per our report of even date attached.

For G.P.Keshri & Associates

Chartered Accountants

Sd-

(CA Gopal Prasad Keshri)

Partner

Firm Reg.No.: 017251N

M.No.: 098476

Date: 30.05.2018

Place: New Delhi

ON BEHALF OF THE BOARD OF  
DIRECTORS

EDYNAMICS SOLUTIONS LIMITED

Sd-

Vikas Saini

(Director)

DIN: 06503769

Sd-

Anita Gupta

(Director)

DIN: 06501012



Regd. Office: OFFICE NO- 103, 1st FLOOR, PLOT NO.2, TRIVENI COMPLEX,VEER SAVARKAR  
BLOCK, SHAKARPUR DELHI - 110092;  
Ph: 011-65670013; Email: [edynamicssolutions@yahoo.com](mailto:edynamicssolutions@yahoo.com)  
Website: [www.edynamicssolution.com](http://www.edynamicssolution.com); CIN: L74900DL2000PLC106755

**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 18<sup>th</sup> Annual General Meeting of the company, to be held on **Tuesday, the 18<sup>th</sup> day of September, 2018 at 09:00 a.m. at Navkar Tirth Atisey Ksetra, Village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi-110081** and at any adjournment thereof in respect of such resolutions as are indicated below:

SI. No.	Resolution(S)	VOTE	
		For	Against
1	Adoption of statement of Profit & Loss, Cash Flow Statement, Balance Sheet and Report of Director's and Auditor's for the financial year 31 <sup>st</sup> March, 2018		
2	To Appoint a Director in place of Ms. Anita Gupta, who retires by rotation and being eligible offer herself for re – appointment.		
3	To Ratify the appointment of <b>M/s. G.P. Keshri &amp; Associates</b> as the Statutory Auditor of the company & fixing their remuneration.		

\* Applicable for investors holding shares in Electronic Form  
\* Signed this \_\_\_ day of \_\_\_\_ 2018 Signature of the shareholder



Revenue Stamps

Signature of Shareholder Signature of Proxy holder

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.



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

**18<sup>th</sup> Annual General Meeting will be held on Tuesday, the 18<sup>th</sup> day of September, 2018 at 09:00 A.M. at Navkar Tirth Atisey Ksetra, Village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi-110081.**

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 18<sup>th</sup> Annual General Meeting on **Tuesday, 18<sup>th</sup> day of September, 2018** at 09:00 a.m. at **Navkar Tirth Atisey Ksetra, Village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi-110081.**

(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.

## Route Map for Annual General Meeting

