

VCU DATA MANAGEMENT LIMITED

CIN NO: U74999MH2013PLC240938
www.vcupack.com

6th October, 2016

To,
The Manager - CRD
BSE Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street,
Mumbai - 400001.

Scrip Code: 536672

Sub.: Submission of Annual Report for the Financial Year 2015-16 pursuant to Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Dear Sir,

In accordance to the provisions of Regulation 34 of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, we submit herewith Annual Report for the Financial Year 2015-16 duly approved and adopted by the shareholders of the Company at 4th Annual General Meeting held on Friday, 30th September, 2016.

Kindly take the same on your record and acknowledge the receipt.

Thanking You,

Yours faithfully,

For VCU Data Management Limited


Shripal Bafna
Managing Director
Din No.: 06489822



VCU DATA MANAGEMENT LIMITED



**4TH ANNUAL REPORT
2015-2016**

Corporate Information

Board of Directors

Mr. ShripalBafna	Managing Director
Mr. HardikSanghvi	Director
*Mrs. RenukaBafna	CFO & Whole Time Director
Mr. Surendrakumar Jaiswal	Independent Director
Mr. Dhruvaprakash Shetty	Independent Director
Mr. Gurpreet Singh Oberoi	Independent Director
*Ms. Binita Sharad Gosalia	Company Secretary & Compliance Officer

*Ms. Binita Sharad Gosalia is being resigned from Company Secretary & Compliance Officer w.e.f. 29th September, 2015.

*Mrs. Renuka Bafna has been appointed as Chief Financial Officer and Whole time Director w.e.f. 29th September, 2015.

Additional Information:

Registered Office

303, 3rd Floor, Aaditya Arcade, Topiwala Lane,
Grant Road (East), Mumbai - 400 007
Tel: 022 4005 4245 / 4002 5422
Email: mumbai@vcupack.com
Website: www.vcupack.com

Statutory Auditors

KRIPLANI MILANI & CO.

Office No. 203, Mint Chambers, 45 / 47, Mint Road,
Opp. GPO, Fort, Mumbai - 400001
Cell No.- 9860220400
Email - bharat@cakmco.com

Registrar & Transfer Agent

Skyline Financial Services Private Limited
Unit -D/153A, 1st Floor,
Okhla Industrial Area, Phase- I,
New Delhi- 110020
Tel: 011-26812682/83
Email: admin@skylinerta.com

Bankers

ICICI Bank Limited
HDFC Bank
IDBI Bank

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NOTE: Shareholders are requested to bring their copy of the Annual Report along with them
At the Annual General Meeting

NOTICE

NOTICE is hereby given that the **Fourth Annual General Meeting** of the members of the Company will be held at 303, 3rd Floor, Aaditya Arcade, Topiwala Lane, Grant Road (East), Mumbai- 400007 on Monday the **30th day of September, 2016 at 1:00 P.M.** to transact the following business:

Ordinary Business:

Item No.1: Adoption of Financial Statements

To consider and adopt the audited Profit & Loss A/c. of the Company for the period ended 31st March 2016 and the Balance Sheet as at that date together with the Auditor's Report & Director's Report thereon.

Item No. 2: To ratify the appointment of Auditors

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

"**RESOLVED THAT** pursuant to the provisions of Section 139,142 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 and pursuant to the resolution passed by the members at the 2nd Annual General Meeting held on 30th September, 2014, the appointment of M/s. Kriplani Milani & Co, Chartered Accountants, Mumbai (FRN: 130461W) as the Statutory Auditors of the Company to hold office from the conclusion of 2nd Annual General Meeting till the conclusion of 6th Annual General Meeting to be held for the financial year ending 31st March, 2018, be and is hereby ratified and the Board of Directors of the Company be and are hereby authorized to fix the Auditor's remuneration payable for the financial year ending 31st March, 2017 in consultation with the auditors."

Item No. 3: Appointment of Mr. Hardik Sanghvi (Din No. 00327926)as a director liable to retire by rotation

To appoint a director in place of Mr. Hardik Sanghvi (Din No. 00327926) who retires by rotation and being eligible offers himself for reappointment.

Therefore, shareholders are requested to consider and, if thought fit, to pass with or without modification (s), the following resolution as **Ordinary Resolution:**

"**RESOLVED THAT** pursuant to the provisions of Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to the re-appointment of Mr. Hardik Sanghvi (Din No. 00327926) as a director, to the extent that he is required to retire by rotation."

Special Business:

Item No. 4:

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

"**RESOLVED THAT** pursuant to the provisions of Section 94 and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company hereby approves that the Register of Members and Index of Members maintained under Section 88 of the Act and copies of Annual Returns prepared under Section 92 of the Act, together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, be kept at the office of the Registrar and Share Transfer Agent of the Company viz. M/s. Skyline Financial Services Private Limited, 4A9 Gundecha Onclave, Khairani Road, Sakinaka, Mumbai- 400072 or at such other place or office within Mumbai, where the Registrar and Share Transfer Agent may shift from time to time.

RESOLVED FURTHER THAT the Board of Directors (including a Committee thereof, if any, constituted by the Board) be and are hereby severally authorised to do all such acts, things and matters and take such actions as may be required from time to time to give effect to the above resolution and to delegate all or any of the powers or authorities herein conferred by this resolution, to any Director(s) or to any other official(s) or authorised representative(s) of the Company for the purpose of giving effect to this resolution."

Item No. 5:

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

"**RESOLVED THAT** pursuant to Section 27(1) and 13(8) of the Companies Act, 2013 and any other applicable provisions of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Prospectus and Allotment of Securities) Rules, 2014, Rule 32(1) of Companies (Incorporation) Rules, 2014 and any other rules applicable (including any statutory modification(s) or re-enactment thereof for the time) also read with other applicable Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment thereof for the time) and Securities And Exchange Board Of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (including any statutory modification(s) or re-enactment thereof from time to time) Subject to approval of the Members of the company, consent of the Company be and is hereby accorded to Board of Directors (herein hereinafter called the "Board" which term shall be deemed to include any committee which the Board may have constituted) to vary the purpose of utilization of public issue proceeds raised in last IPO and further allow to utilize remaining proceeds of public issue to any other purposes which includes Inter Corporate Deposits or loans or advances as decided by the Board of Directors from time to time.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board be and is hereby authorized to do all such acts, deeds, matters and things, deal with such matters, take necessary steps in the matter as the Board may in its absolute discretion deem necessary, desirable or expedient and to settle any question that may arise in this regard and incident thereto, without being required to seek any further consent or approval of the Members or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to any Committee of the Directors or any other Officer(s)/ Authorised Representative(s) of the Company to give effect to the aforesaid resolution."

For VCU Data Management Limited

Shripal Bafna

Chairman

DIN: 06489822

Date: 03.09.2016

Place: Mumbai

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. A proxy form to be effective must be lodged with the registered office of the Company at least 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable. Pursuant to section 105 of the Act, a person shall not act as a proxy for more than 50 (fifty) Members and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a single person may act as a proxy for a Member holding more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as a proxy for any other person.
2. An instrument appointing proxy is valid only if it is properly stamped as per the applicable law. Blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamps have not been cancelled, will be considered as invalid. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such proxies shall be considered as invalid.
3. The proxy-holder shall prove his identity at the time of attending the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with conclusion of the Meeting, a Member can inspect the proxies lodged at any time during business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. The Statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business is annexed hereto and forms part of the Notice.

6. In terms of Section 152 of the Act, Mr. Hardik Sanghvi (Din No. 00327926), Director, retires by rotation at the Meeting and being eligible has offered himself for re-appointment. Accordingly, a brief resume of Mr. Hardik Sanghvi (Din No. 00327926) and the information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India is provided in the Corporate Governance Report forming part of the Annual Report.
7. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution in terms of Section 113 of the Act, together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting, to the Company's Registrar and Transfer Agents.
8. Additional information, pursuant to Regulation 36 of the SEBI (Listing and Obligations disclosure requirements) Regulations, 2015, in respect of the directors seeking appointment/ re-appointment at the AGM, is furnished to the Notice. The directors have furnished their consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules, thereunder.
9. Pursuant to Section 91 of the Act, the Share Transfer books and Members Register of the Company will remain closed from 23rd September, 2016 to 30th September, 2016 (both days inclusive).
10. The Register of Directors and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Act, & The Register of Contracts or Arrangements, in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection at the Meeting.
11. Members are requested to forward all Share Transfers and other communications/ correspondence to the Registrar & Share Transfer Agent (RTA) - M/s. Skyline Financial Services Private Limited, Unit- VCU Data Management Limited, D 153A, 1st Floor, Okhla Industrial Area, Phase- I, New Delhi - 110020 and are further requested to always quote their Folio Number in all correspondences with the Company.
12. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company/Registrar & Share Transfer Agents quoting their Folio Number and Bank Account Details alongwith self-attested documentary proofs. Members holding shares in the dematerialized form may update such details with their respective Depository Participants.
13. Members holding shares in identical order of names in more than one folio are requested to write to the Company/RTA enclosing their Share Certificates to enable the Company to consolidate their holdings in one folio for better services.
14. Members are requested to hand over the enclosed Attendance Slip duly signed in with their specimen signature(s) registered with the Company for admission to the AGM. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easier identification of attendance at the meeting. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
15. Pursuant to the provisions of Section 72 of the Act read with the Rules made thereunder, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 duly filled to the Registrar and Transfer Agents, M/s. Skyline Financial Services Private Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
16. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Compliance Officer at the Registered Office of the Company at least seven days in advance of the meeting to enable the company to provide the information required, at the meeting.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participant with whom they have their demat account(s). Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agent of the Company - M/s. Skyline Financial Services Private Limited.
18. Members are requested to bring their Original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc, having photo identity) while attending the meeting.
19. Members/Proxies are requested to bring duly filled Attendance Slip along with their copy of Annual Report at the time of the Meeting.

20. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company is required to update its database by incorporating some additional details of its members.
21. Members are thus requested to submit your e-mail ID and other details vide the e-mail updation form attached in this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and by returning the same by post.
22. The e-mail ID provided shall be updated subject to successful verification of your signatures as per record available with the RTA of the Company.
23. The Notice of 4th Annual General Meeting and instructions for remote e-voting along with attendance slip and proxy are being sent by courier to all members at their registered address.
24. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.
25. The Ministry of Corporate Affairs (MCA), Government of India, through its Circular No's 17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively has allowed Companies to send official documents to their shareholders electronically as part of its Green Initiatives in Corporate Governance.

We request you to update your e-mail address with the Director, VCU Data Management Ltd., 303, 3rd Floor, Aaditya Arcade, Topiwala Lane, Grant Road (East), Mumbai-400007, e-mail mumbai@vcupack.com to ensure that the annual report and other documents reach you on your preferred e-mail. For Members who have not registered their e-mail addresses, physical copies are being sent through permitted modes. Members may note that the Notice of the Meeting and the Annual Report 2015-16 will be available on the Company's website www.vcupack.com.
25. Route Map for the venue of the proposed AGM of the company, is appearing at the end of the Annual Report.

By Order of the Board
For VCU Data Management Limited

Shripal Bafna
Chairman
DIN: 06489822
Date: 03.09.2016
Place: Mumbai

ANNEXURE -

Additional Information on directors recommended for appointment/re-appointment as required under Regulation 26 (3) of the SEBI (Listing and Obligation Disclosure Requirements) Regulations 2015 at ensuing Annual General Meeting are as follows:

Name of the Director	Mr. Hardik Sanghvi
Date of Birth	4th August, 1978
Date of Appointment	17th August, 2015
Qualifications	B.E. (Electronics & Telecommunication)
Directorship of other Companies as at 31/03/16.	VMukti Solution Pvt. Ltd. Adiance Technologies Pvt. Ltd.
Chairmanship/Member ship of other Committees as at 31/03/16.	NIL
No. of Shares held in Company as on 31/03/16.	156000

By Order of the Board
For VCU Data Management Limited

Shripal Bafna

Chairman
 DIN: 06489822
 Date: 03.09.2016
 Place: Mumbai

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

Item No. 4:-

The Company had appointed Sharepro Services (India) Private Limited (hereinafter referred to as "Sharepro") as its Registrar and Share Transfer Agent (hereinafter referred to as "R & T"). Certain irregularities were discovered at Sharepro with respect to share transfer and dividend payment related activities. Further operations of Sharepro are currently being investigated by statutory authorities over alleged misappropriation of dividends and securities of its client companies. Securities and Exchange Board of India ("SEBI") had passed an interim order dated March 22, 2016, wherein it had asked the companies to shift their Registrar and Transfer activities from Sharepro. In accordance with the directions of SEBI and in order to protect the interest of the shareholders, the Board of Directors, through board resolution dated April 20, 2016, had approved the appointment of M/s. Skyline Financial Services Private Limited, 4A9 Gundecha Onclave, Khairani Road, Sakinaka, Mumbai- 400072 as the R & T of the Company.

In accordance with the provisions of Section 94 and other applicable provisions of the Companies Act, 2013 ("the Act") read with the Companies (Management and Administration) Rules, 2014, the Register and Index of Members maintained under Section 88 of the Act and copies of Annual Returns maintained under Section 92 of the Act are required to be kept and maintained at the Registered Office of the Company, unless a Special Resolution is passed by the members of the Company at a General Meeting authorising the Company to keep the Register and Index of Members and the copies of Annual Returns at any other place in India where more than one-tenth of the total number of members reside. The Company proposes to shift its Register and Index of Members and copies of Annual Returns to the office of M/s. Skyline Financial Services Private Limited, 4A9 Gundecha Onclave, Khairani Road, Sakinaka,

Mumbai- 400072. Your Directors recommend Resolution No. 4 as a Special Resolution for approval by the Members. None of the Directors and Key Managerial Personnel of the Company and their respective relatives are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4.

Item No. 5:-

Company is engaged in the data management business planning to provide unique Interactive Audio/Video Live Streaming hardware/software solutions for the masses at high quality and low bandwidth. However the above object (Project) for which the funds were raised in IPO is still under research and development stage and final trail will still take substantial time and hence Board has decided to give excess IPO funds (till final utilization) on Interest to various corporate entities/Others as Inter Corporate Deposits or Loans and for the same Management, as a good corporate governance, has decided to seek the approval of shareholders for giving such excess IPO fund as ICD's/Loans on Interest. Your Directors recommend the resolution for your approval and adoption.

None of the Directors of the Company is concerned or interested in the resolution under Item No.5 of the Notice

Disclosures required under Rule 32(1) of Companies (Incorporation) Rules, 2014 and Rule 7 of Companies (prospectus and allotment of securities) Rules, 2014:

Company has done Initial Public offer with the main object of the IPO as follows:

- a) To augment our capital base and provide for our fund requirements for meeting the working capital requirements, implementing marketing initiatives.
- b) For acquiring fixed assets
- c) To meet the issue related expenses
- d) To benefit from the listing of equity shares on the SME Platform of BSE.

Particular	Amount (in Lakhs)
Funds raised from Public Issue (including share premium)	1,875.00
Utilization of Funds- Towards purchase of Fixed Assets (Med. & Off. Equipments)	13.29
Working Capital	1044.06
IPO Expenses	38.40
Balance for ICD's/Loans	779.25

The company considered that, till the time proper environment is not made to utilise the remaining money for the purpose for which company has taken money from public, the board of the director is of the opinion that to allow to utilise remaining proceeds of public issue to any other income generating segment which includes but not limited to investing excess funds in granting of Inter Corporate Deposits or loans till the completion of the project for which funds were originally raised.

In terms of estimated financials impact of the proposed alteration on the earnings and cash flow of the company the management has done all kinds of due diligences and it is hereby expressed that this proposed alteration of object for utilisation of money will increase cash flow liquidity of the company, increase other income and give company excessive capital to invest in main business activities of the company.

By Order of the Board
For VCU Data Management Limited

Shripal Bafna
 Chairman
 DIN: 06489822
 Date: 03.09.2016
 Place: Mumbai

DIRECTOR'S REPORT

For the Financial Year Ended on 31st March, 2016

Dear Shareholders,

Your Directors have great pleasure in presenting the 4thAnnual Report together with the Audited Balance Sheet as at 31st March, 2016 and Profit & Loss Account for the year ended on that date.

FINANCIAL STATEMENTS & RESULTS:

a. Financial Results

The Company's performance during the year ended 31st March, 2016 as compared to the previous financial year, is summarized below:

(Amount in Rs.)

Particular	For the financial year ended 31st March, 2016	For the financial year ended 31st March, 2015
Income	2,86,61,173	3,63,14,969
Less: Expenses	(2,55,88,049)	(2,58,51,275)
Profit/ (Loss) before tax	30,73,124	1,04,63,695
Less: Provision for tax/Deferred Tax	(7,73,802)	(13,18,968)
Profit after Tax	22,99,322	91,44,727
No. of Equity Shares	15500000	15500000
EPS	0.15	0.59

FINANCIAL PERFORMANCE:

The total income of the Company for the year under review stood at Rs. 2,86,61,173/- (previous year Rs. 3,63,14,969/-). During the year the Company earned net profit of Rs. 22,99,322/- (previous year profit of Rs. 91,44,727/-).

SHARE CAPITAL:

There was no change in Share Capital of the Company during the Financial Year 2015-16 and Company Share Capital as on 31.03.2016 stood at Rs.155,000,000/-

DIVIDEND:

In order to conserve the resources for future business requirements, your Directors do not recommend dividend for the year under review.

PUBLIC DEPOSITS:

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

LISTING AGREEMENT:

The Securities and Exchange Board of India (SEBI) on September 2, 2015, issued SEBI (Listing and Obligation Disclosure Requirements) Regulations 2015 with the aim to consolidate and streamline the provisions of Listing Agreement for different segments of capital markets to ensure better enforceability. The said regulations were effective from December 1, 2015. Accordingly, all listed entities were required to entire into the Listing Agreement within six months from the effective date The Company entered into the Listing Agreement with Bombay Stock Exchange on 5th February, 2016.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 and Articles of Association of the Company, Mr. Hardik Sanghvi (Din No.00327926), Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

Your Board recommends their appointment / re-appointment of the above Directors.

During the year under review no changes had taken place in the Board of Directors of the Company.

Additional Information on directors recommended for appointment/re-appointment as required under Regulation 26 (3) of the SEBI (Listing and Obligation Disclosure Requirements) Regulations 2015 at ensuing Annual General Meeting are given in the Notice convening 4th Annual General Meeting.

MEETINGS OF THE BOARD:

The Board meets at regular intervals to discuss and decide on Company and business strategies. The notice of Board meeting is given well in advance to all the Directors of the Company. Usually, meetings of the Board are held in the registered office of the Company. The agenda of the Board / Committee meetings is circulated 7 days prior to the date of the meeting.

The Board met 5 (Five) times during the year, the details of which are given in the Report on Corporate Governance. The intervening gap between the two consecutive meetings was within the period prescribed under the Companies Act, 2013 and the Listing Agreement.

ANNUAL PERFORMANCE EVALUATION BY THE BOARD:

SEBI (Listing and Obligation Disclosure Requirements) Regulations 2015 mandates that the Board shall monitor and review the Board evaluation framework. The framework includes the evaluation of directors on various parameters such as:

- i. Board dynamics and relationships
- ii. Information flows
- iii. Decision-making
- iv. Relationship with stakeholders
- v. Company performance and strategy
- vi. Tracking Board and committee's effectiveness
- vii. Peer evaluation

Pursuant to the provisions of the Companies Act, 2013 a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of the independent directors shall be done by the entire Board of Directors, excluding the director being evaluated. The Board works with the nomination and remuneration committee to lay down the evaluation criteria.

The Board has carried out an evaluation of its own performance, the directors individually as well as the evaluation of the working of its Audit Committee, Nomination & Remuneration Committee and Stakeholders Relationship Committees of the Company. The Board has devised questionnaire to evaluate the performances of each of executive, non-executive and Independent Directors. Such questions are prepared considering the business of the Company and the expectations that the Board have from each of the Directors. The evaluation framework for assessing the performance of Directors comprises of the following key areas:

- i. Attendance of Board Meetings and Board Committee Meetings;
- ii. Quality of contribution to Board deliberations;
- iii. Strategic perspectives or inputs regarding future growth of Company and its performance;
- iv. Providing perspectives and feedback going beyond information provided by the management.
- v. Ability to contribute to and monitor our corporate governance practices.

DECLARATION BY INDEPENDENT DIRECTORS:

The Company has received necessary declaration from all the Independent Directors of the Company under sub-section (7) of Section 149 of the Companies Act, 2013 confirming that they meet the criteria of independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 of the SEBI (Listing and Obligation Disclosure Requirements) Regulations 2015.

COMMITTEES OF THE BOARD:

There are currently three Committees of the Board, as follows:

1. Audit Committee
2. Stakeholders' Relationship Committee
3. Nomination and Remuneration Committee

Details of all the Committees along with their charters, composition and meetings held during the year, are provided in the Report on Corporate Governance and forms part of this Annual Report.

AUDIT COMMITTEE AND ITS COMPOSITION:

The Audit Committee is duly constituted as per the provisions of Section 177 of the Companies Act, 2013 and SEBI (Listing and Obligation Disclosure Requirements) Regulations 2015. The composition of the Audit Committee is given in Report on Corporate Governance, which is annexed to this report.

The Audit Committee of the Company reviews the reports to be submitted to the Board of Directors with respect to auditing and accounting matters. It also supervises the Company's internal control and financial reporting process.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY:

The Company has adopted a Vigil mechanism / Whistle blower Policy to deal with instance of fraud and mismanagement, if any. The Company had established a mechanism for directors and employees to report concerns about unethical behaviour, actual or suspected fraud, or violation of our Code of Conduct and Ethics. The mechanism also provides for adequate safeguards against victimization of directors and employees who avail of the mechanism and also provide for direct access to the Chairman of the Audit Committee in the exceptional cases. The details of the Vigil mechanism Policy is explained in the report of Corporate Governance and also posted on the website of the Company. We affirm that during the financial year 2015-2016, no employee or director was denied access to the Audit Committee.

REMUNERATION POLICY:

Pursuant to provisions of Section 178 of the Companies Act, 2013 and SEBI (Listing and Obligation Disclosure Requirements) Regulations 2015 and on the recommendation of the Nomination and Remuneration Committee, the Board has adopted a Policy on criteria for appointment of Directors, Key Managerial Personnel, Senior Management and their remuneration. The salient features of the Remuneration Policy are stated in the Report on Corporate Governance which forms part of this Annual Report.

RISKS AND AREAS OF CONCERN:

The Company has laid down a well-defined Risk Management Policy to identify the risk, analyze and to undertake risk mitigation actions. The Board of Directors regularly undertakes the detailed exercise for identification and steps to control them through a well-defined procedure.

DIRECTORS' RESPONSIBILITY STATEMENT:

As required under Section 134(3)(c) of the Companies Act, 2013 and according to the information and explanations received by the Board, your Directors state that:

- a. in the preparation of the annual accounts, the applicable accounting standards have been followed along with proper explanation relating to material departures;
- b. the directors have 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 of the company for that period;
- c. the directors have 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 have prepared the annual accounts on a going concern basis;
- e. the directors have laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively; and
- f. the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

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:

There was no significant or material order passed by any regulator or court or tribunal, which impacts the going concern status of the Company or will have bearing on company's operations in future.

STATUTORY AUDITORS:

At the 2nd Annual General Meeting of the Company held on 30th September, 2014, M/s. Kriplani Milani & Co., Chartered Accountants, Mumbai (having FRN: 130461W), were appointed as Statutory Auditors of the Company to hold office upto the conclusion of 6th Annual General Meeting. In terms of Section 139 of the Companies Act, 2013, the appointment of the auditors shall be placed for ratification at every Annual General Meeting of the Company. Accordingly, the appointment of M/s. Kriplani Milani & Co., Chartered Accountants, Mumbai (having FRN: 130461W), as Statutory Auditors of the Company, is placed for ratification by the shareholders and to fix remuneration for the financial year ending 31st March, 2017.

The Auditor's Report for the year ended 31st March, 2016 does not contain any qualification, reservation or adverse remark. The Auditor's Report is enclosed with Financial Statements in this Annual Report.

INTERNAL AUDITOR:

The Company has re-appointed M/s. S. D. Motta and Associates, Chartered Accountants, Thane as its Internal Auditor. The Internal Auditor has given his reports on quarterly basis to the Audit Committee.

Based on the report of internal audit, management undertakes corrective action in the respective areas and strengthens the levels of Internal Financial and other operational controls.

INTERNAL FINANCIAL CONTROL:

The Board has adopted policies and procedures for efficient conduct of business. The Audit Committee evaluates the efficacy and adequacy of financial control system in the Company, its compliance with operating systems, accounting procedures and policies at all locations of the Company and strives to maintain the Standard in Internal Financial Control.

Your Company's approach on Corporate Governance has been detailed out in the Corporate Governance Report. Your Company has deployed the principles enunciated therein to ensure adequacy of Internal Financial Controls with reference to the financial statements. Your Board has also reviewed the internal processes, systems and the internal financial controls and the Directors' Responsibility Statement contains a confirmation as regards adequacy of the internal financial controls.

SECRETARIAL AUDIT REPORT:

Pursuant to the provisions of Section 204 of the Companies Act, 2013, the Secretarial Audit Report received from M/s. P. D. Pandya & Associates, Practising Company Secretaries, Mumbai is provided in **Annexure 1** and forms part of this Annual report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remark.

STOCK EXCHANGE:

The Equity Shares of the Company are listed at BSE Limited. The Company has paid the Annual listing fees for the year 2016-2017 to the said Stock Exchange.

EXTRACT OF ANNUAL RETURN:

An extract of Annual Return in Form MGT 9 is appended to this Report as **Annexure - 2**.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS:

The details of loans, guarantee or investment under Section 186 of the Companies Act, 2013 forms part of Notes to the Financial Statements provided in this Annual Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

The Company has entered into the transaction with Related Parties during the year; all the related party transactions

were in the ordinary course of the business and on arm's length basis and details of the transactions furnished in Form AOC – 2 as per **Annexure 3**.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION AND ANALYSIS:

Corporate Governance is about maximizing shareholders value legally, ethically and sustainability. The goal of Corporate Governance is to ensure fairness for every stakeholder. We believe Corporate Governance is critical to enhance

- Management Discussion and Analysis Report
- Report on Corporate Governance
- Certificate regarding compliance of conditions of Corporate Governance

INFORMATION UNDER THE SEXUAL HARRASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

The Company has zero tolerance for sexual harassment at workplace and adopted a Policy on prevention, prohibition and redressal of sexual harassment at workplace in line with the provisions of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 and the Rules there under. There was no complaint on sexual harassment during the year under review.

PARTICULARS OF REMUNERATION:

Pursuant to Section 197 of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial personnel) Rules, 2014, details of the ratio of remuneration of each Director to the median employee's remuneration are appended to this report as **Annexure 4**.

During the year under review, no employee was in receipt of remuneration exceeding the limits as prescribed under provisions of Section 197 of the Companies Act, 2013 and Rule 5(2) and 5(3) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

Pursuant to Section 134(3)(m) of the Companies act, 2013 read with Rule 8 of the Companies (accounts) rules, 2014, details regarding the Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo for the year under review are as follows:

A. CONSERVATION OF ENERGY:

- a. Steps taken or impact on conservation of energy - The Operations of the Company do not consume energy intensively. However, the Company continues to implement prudent practices for saving electricity and other energy resources in day-to-day activities.
- b. Steps taken by the Company for utilizing alternate sources of energy - Though the activities undertaken by the Company are not energy intensive, the Company shall explore alternative sources of energy, as and when the necessity arises.
- c. The capital investment on energy conservation equipment – Nil

B. TECHNOLOGY ABSORPTION:

- a. The efforts made towards technology absorption - The Company continues to take prudential measures in respect of technology absorption, adaptation and take innovative steps to use the scarce resources effectively.
- b. The benefits derived like product improvement, cost reduction, product development or import substitution- Not Applicable
- c. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - Not Applicable
- d. The expenditure incurred on Research and Development - Not Applicable

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The Particulars of Foreign Exchange and Outgo for the year under review are as follows:

Particulars	Year ended 31st March, 2016	Year ended 31st March, 2015
Foreign exchange earning	Nil	Nil
Foreign exchange Outgo	4,899,269/-	45,72,494/-

ACKNOWLEDGEMENT:

Your Directors wish to place on record their gratitude and deep appreciation for the continued support and co-operation received by the Company from the shareholders, company's clients, suppliers, bankers and employees and look forward for their continued support in the future as well.

By Order of the Board
For **VCU Data Management Limited**

Shripal Bafna
Chairman
DIN: 06489822
Date: 03.09.2016
Place: Mumbai

ANNEXURES TO DIRECTOR'S REPORT
ANNEXURE-1
SECRETARIAL AUDIT REPORT
FOR THE FINANCIAL YEAR ENDED MARCH 31, 2016

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 09 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Member,
VCU DATA MANAGEMENT LIMITED
303, 3rd Floor, Aaditya Arcade
Topiwala Lane, Grant Road (East),
Mumbai-400007.

We have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by VCU DATA MANAGEMENT LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

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

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of;

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956(SCRA) and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and Bye-law framed hereunder;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment and Overseas Direct Investment;
5. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India ('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 (upto 14th May 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations 2015 (effective 15th May 2015);
 - (c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - Not applicable as the company has not issued any shares during the year under review;
 - (d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 - Not applicable as the Company has not issued any shares/options to directors/employees under the said guidelines / regulations during the year under review;
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - Not applicable as the Company has not issued any debt securities which were listed during the year under review;
 - (f) The Securities and Exchange Board of India (Registration to an Issue and Share Transfers Agents) Regulations, 1993 - Not Applicable as the Company is not registered as Registrar to Issue and Share Transfer Agent

during the year under review;

- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - Not applicable as the Company has not delisted / propose to delist its equity shares from any Stock Exchange during the year under review;
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - Not applicable Not applicable as the Company has not bought back or propose to buy-back any of its securities during the year under review;

6. Having regards to the compliance system prevailing in the Company and on examination of the relevant documents and records in pursuance thereof on test-check basis, the following laws are also applicable on company;
- i. Bombay Shops and Establishments Act, 1948
 - ii. Information Technology Act, 2000 - As company is in stage of developing hardware equipments which will be used to process and dismantle data in a faster manner but as such now company is not handing or dealing in data management hence provision of Information Technology Act is not applicable on company.
 - iii. Maharashtra State Tax on Professions, Trades, Callings and Employments Act, 1975;

We have also examined compliance with the applicable clause of the following;

- I. The Secretarial Standards with respect to Meetings 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 & NSE and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (effective 1st December, 2015).

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

We further report that:-

- ¢ The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.
- ¢ Adequate notice 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 clarification on the agenda items before the meeting and for meaningful participation at the meeting.
- ¢ Majority decision is carried through, while the dissenting members' views, if any, are captured and recorded as part of the minutes.

We 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.

Place: Mumbai
Date: 30/08/2016

For P D Pandya & Associates
Practicing Company Secretary

(Paresh Pandya)
Partner
ACS No.12123

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

'ANNEXURE A'

**TO,
THE MEMBERS,**

To,
The Member,
VCU DATA MANAGEMENT LIMITED
303, 3rd Floor, Aaditya Arcade
Topiwala Lane, Grant Road (East),
Mumbai-400007.

Our report of even date is to be read along with this letter.

Management's Responsibility

1. It is the Responsibility of Management of the Company to maintain Secretarial records, device 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. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on the test basis to ensure that correct facts are reflected in Secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
4. Where ever required, we have obtained the Management representation about compliance of laws, rules and regulations and happenings of events etc.
5. The compliance of provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on test basis.

Disclaimer

6. The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of efficacy or effectiveness with which the management has conducted the affairs of the Company.

For P D Pandya & Associates
Practicing Company Secretary

(Paresh Pandya)
Partner
ACS No.12123
C P No.: 4869

Place: Mumbai
Date: 30/08/2016

ANNEXURE 2

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March 2016

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	:	L74999MH2013PLC240938
Registration Date	:	13/03/2013
Name of the Company	:	VCU Data Management Limited
Category / Sub-Category of the Company	:	Public Company / Limited by shares
Address of the Registered office and contact details	:	303, 3rd Floor, Aaditya Arcade, Topiwala Lane, Grant Road (East), Mumbai – 400 007
Whether listed company	:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any	:	Skyline Financial Services Private Limited D-153 A, 1st Floor, Okhla Industrial Area, Phase- I, New Delhi - 110 020 Tel: 011-64732681-88 Fax: 011-26812682 Email: viren@skylinerta.com

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:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	Surveillance Products/Technologies	-----	99.94

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. 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.	N.A.

I 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				No. of Shares held at the end of				% Change during the Year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	3395000	0	3395000	21.90	3395000	0	3395000	21.90	0.00
b) Central Govt									
c) State Govt (s)									
d) Bodies Corp.									
e) Banks/FI									
f) Any Other									
Sub-total (A) (1):-	3395000	0	3395000	21.90	3395000	0	3395000	21.90	0.00
(2) Foreign									
a) NRIs - Individuals									
b) Other - Individuals									
c) Bodies Corp.									
d) Banks / FI									
e) Any Other....									
Sub-total (A) (2):-	0	0	0	0.00	0	0	0	0.00	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	3395000	0	3395000	21.90	3395000	0	3395000	21.90	0.00
B. Public Shareholding									
1. Institutions									
a) Mutual Funds									
b) Banks/FI									
c) Central Govt									
d) State Govt(s)									
e) Venture Capital Funds									
f) Insurance Companies									
g) FIs									
h) Foreign Portfolio-Corp.									
i) Foreign Venture Capital Funds									
i) Others (specify)									
Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0.00	0.00
2. Non-Institutions									
a) Bodies Corp.	577000	600000	1177000	7.59	3208558	600000	3808558	24.57	16.98
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	848000	0	848000	5.47	713000	0	713000	4.60	-0.87
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	9130000	950000	10080000	65.03	6633442	950000	7583442	48.93	-16.11
c) Others (specify)									
Non Resident Indians									
Overseas Corporate Bodies									
Foreign Nationals									
Clearing Members									
Trusts									
Foreign Bodies									
Sub-total (B)(2):-	10555000	1550000	12105000	78.10	10555000	1550000	12105000	78.10	0.00
Total Public Shareholding (B) = (B)(1) + (B)(2)	10555000	1550000	12105000	78.10	10555000	1550000	12105000	78.10	0.00
TOTAL (A)+(B)	13950000	1550000	15500000	100.00	13950000	1550000	15500000	100.00	0.00

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C Shares held by Custodians and against which Depository Receipts have been issued									
Promoter and Promoter Group									
Public									
GRAND TOTAL (A)+(B)+(C)	13950000	1550000	15500000	100.00	13950000	1550000	15500000	100.00	0.00

ii. SHAREHOLDING OF PROMOTERS:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of hares Pledged/ encumbered to total shares	No. of Shares	% of total Shares of the Company	% of hares Pledged/ encumbered to total shares	
1.	ShripalKantilalBafna	1714000	11.06	--	1714000	11.06	--	0.00
2.	Manju. S.Bafna	405797	3.69	0.00	405797	3.69	0.00	0.00
3.	Ashok D.Bafna	110000	1.00	0.00	110000	1.00	0.00	0.00
4.	Hemendra Dhirajlal Sanghvi	60000	0.39	-	60000	0.39	-	0.00
5.	Kushal H Sanghvi	60000	0.39	-	60000	0.39	-	0.00
6.	Hitendra Dhirajlal Sanghavi	49900	0.32	-	49900	0.32	-	0.00
	TOTAL	3395000	21.90	-	3395000	21.90	-	0.00

iii. CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE):

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the	No. of shares	% of total shares of the
	At the beginning of the year	3395000	21.90	3395000	21.90
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/ transfer/bonus/ sweat equity etc)	0	0.00	0	0.00
	At the End of the year	3395000	21.90	3395000	21.90

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iv. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS)

Sl. No.		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.	Adinath Capital Services Limited				
	At the beginning of the year	0	0.00	0	0.00
	Increase during the year:	912000	5.88	912000	5.88
	Sale during the year	-	-	-	-
	At the End of the year	912000	5.88	912000	5.88
2.	Monarch Network Capital Limited (Formerly known as Network Stock Broking Ltd)				
	At the beginning of the year	433000	2.79	433000	2.79
	Increase during the year:	289000	1.87	289000	1.87
	Sale during the year	-	-	-	-
	At the End of the year	722000	4.66	722000	4.66
3.	Sohni Dipak Tanna				
	At the beginning of the year	702000	4.53	702000	4.53
	Increase during the year:	-	-	-	-
	Sale during the year	(702000)	(4.53)	(702000)	(4.53)
	At the End of the year	0	0.00	0	0.00
4.	Dipakkumar Chimanlal Shah				
	At the beginning of the year	0	0.00	0	0.00
	Increase during the year:	603442	3.89	603442	3.89
	Sale during the year	-	-	-	-
	At the End of the year	603442	3.89	603442	3.89
5.	Manish Dhirajlal Desai				
	At the beginning of the year	500000	3.23	500000	3.23
	Increase during the year:	-	-	-	-
	Sale during the year	-	-	-	-
	At the End of the year	500000	3.23	500000	3.23
6.	Dipak Amratlal Doshi				
	At the beginning of the year	500000	3.23	500000	3.23
	Increase during the year:	-	-	-	-
	Sale during the year	-	-	-	-
	At the End of the year	500000	3.23	500000	3.23
7.	Beeline Broking Limited				
	At the beginning of the year	0	0.00	0	0.00
	Increase during the year:	486000	3.14	486000	3.14
	Sale during the year	-	-	-	-
	At the End of the year	486000	3.14	486000	3.14

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8.	Swetalkumar Shivkumar Chaudhary				
	At the beginning of the year	0	0.00	0	0.00
	Increase during the year:	480000	3.10	480000	3.10
	Sale during the year	-	-	-	-
	At the End of the year	480000	3.10	480000	3.10
9.	Origin Data Solutions Pvt Ltd				
	At the beginning of the year	0	0.00	0	0.00
	Increase during the year:	400000	2.58	400000	2.58
	Sale during the year	-	-	-	-
	At the End of the year	400000	2.58	400000	2.58
10.	Ase Capital Markets Limited				
	At the beginning of the year	0	0.00	0	0.00
	Increase during the year:	360000	2.32	360000	2.32
	Sale during the year	-	-	-	-
	At the End of the year	360000	2.32	360000	2.32
11.	Jagrutiben S Chaudhari				
	At the beginning of the year	0	0.00	0	0.00
	Increase during the year:	324000	2.09	324000	2.09
	Sale during the year	-	-	-	-
	At the End of the year	324000	2.09	324000	2.09
12.	Rao Ravi Jayesh				
	At the beginning of the year	300000	1.94	300000	1.94
	Increase during the year:	-	-	-	-
	Sale during the year	-	-	-	-
	At the End of the year	300000	1.94	300000	1.94
13.	Bharat Yashwantra Mehta				
	At the beginning of the year	280000	1.81	280000	1.81
	Increase during the year:	-	-	-	-
	Sale during the year	(234000)	(1.51)	(234000)	(1.51)
	At the End of the year	46000	0.30	46000	0.30
14.	Veenaben Bharatbhai Mehta				
	At the beginning of the year	280000	1.81	280000	1.81
	Increase during the year:	-	-	-	-
	Sale during the year	(279000)	(1.80)	(279000)	(1.80)
	At the End of the year	1000	0.01	1000	0.01
15.	Divyesh Yashwantra Mehta				
	At the beginning of the year	280000	1.81	280000	1.81
	Increase during the year:	-	-	-	-
	Sale during the year	(279000)	(1.80)	(279000)	(1.80)
	At the End of the year	1000	0.01	1000	0.01
16.	Sagar Yashwantra Mehta				
	At the beginning of the year	280000	1.81	280000	1.81
	Increase during the year:	-	-	-	-
	Sale during the year	(279000)	(1.80)	(279000)	(1.80)
	At the End of the year	1000	0.01	1000	0.01

vi. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sl. No.	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.	Mr. ShripalBafna				
	At the beginning of the year	1714000	11.06	1714000	11.06
	Increase/Purchased during the year	0	0.00	0	0.00
	Decrease /Sale during the year	0	0.00	0	0.00
	At the End of the year	1714000	11.06	1714000	11.06
2.	Mr. HardikSanghvi				
	At the beginning of the year	156000	1.01	156000	1.01
	Increase/Purchased during the year	0	0.00	0	0.00
	Decrease /Sale during the year	0	0.00	0	0.00
	At the End of the year	156000	1.01	156000	1.01

II INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment

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

III REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL: NOT APPLICABLE

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount
1	Gross salary	Rs.1,60,000/-	Rs.1,60,000/-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	--	--
	(b) Value of perquisites u/s 17(2) Income-tax Act,1961	--	--
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	--	--
2	Stock Option	--	--
3	Sweat Equity	--	--
4	Commission	--	--
	- as % of profit	--	--
	- others, specify	--	--
5	Others, please specify	--	--
	Total (A)	Rs.1,60,000/-	Rs.1,60,000/-
	Ceiling as per the Act *	10% of the net profits	229,932.00

B. REMUNERATION TO OTHER DIRECTORS: NOT APPLICABLE.

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
1.	Independent Directors	0	0	0	0	0
	Fee for attending board / committee meetings	0	0	0	0	0
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (1)	0	0	0	0	0
2.	Other Non-Executive Directors					
	Fee for attending board / committee meetings	0	0	0	0	0
	Commission	0	0	0	0	0
	Others, please specify	0	0	0	0	0
	Total (2)	0	0	0	0	0
	Total (B)=(1+2)	0	0	0	0	0
	Total Managerial Remuneration	0	0	0	0	0
	Overall Ceiling as per the Act	0	0	0	0	0

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

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary	-	1,40,000/-	75,000/-	2,15,000/-
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	-	-
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	-	-	-	-
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	-	-	-	-
2	Stock Option	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission	-	-	-	-
	- as % of profit	-	-	-	-
	- others, specify	-	-	-	-
5	Others, please Specify	-	-	-	-
	Total	-	1,40,000/-	75,000/-	2,15,000/-

IV 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)
A. COMPANY					
Penalty N.A.	N.A.	N.A.	N.A.	N.A.	
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
B. DIRECTORS					
Penalty N.A.	N.A.	N.A.	N.A.	N.A.	
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.
C. OTHER OFFICERS IN DEFAULT					
Penalty N.A.	N.A.	N.A.	N.A.	N.A.	
Punishment	N.A.	N.A.	N.A.	N.A.	N.A.
Compounding	N.A.	N.A.	N.A.	N.A.	N.A.

ANNEXURE 3

Form No. AOC-2

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

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

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

Name(s) of the related party and nature of relationship	-	-
Nature of contracts/arrangements/transactions	-	-
Duration of the contracts / arrangements/ transactions	-	-
Salient terms of the contracts or arrangements or transactions including the value, if any	-	-
Justification for entering into such contracts or arrangements or transactions	-	-
Date(s) of approval by the Board	-	-
Amount paid as advances, if any	-	-
Date on which the special resolution was passed in general meeting as required under first proviso to section 188	-	-

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

Name(s) of the related party and nature of relationship	Mr. Shripal Bafna	Mr. Renuka Bafna	V Mukti Solutions Pvt. Ltd.
Nature of contracts/ arrangements/ transactions	Loan taken from Shripal Bafna in ordinary course	Loan Taken from Renuka Bafna in ordinary course	Sale of Media Device & Tablets in the ordinary course
Duration of the contracts / arrangements/transactions	-	-	-
Salient terms of the contracts or arrangements or transactions including the value, if any	4,71,500/-	1,00,000/-	67,36,820/-
Date(s) of approval by the Board, if any	-	-	-
Amount paid as advances, if any	-	-	-

ANNEXURE 4

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

Details for loans & investments:

Name of the party	Nature & Purpose of transactions	Amount at the beginning of the year	Transactions during the year	Balance at the end of the year
Hetvi Gems	Loan Given	13,000,000	0	13,000,000
Jinal Forge Impex	Loan Given	3,000,000	(3,000,000)	0
Maruti Gems	Loan Given	34,117,172	(34,117,172)	0
Popular Plastic House	Loan Given	698,901	1,99,999.61	4,98,901.61
Rajdhan Metal	Loan Given	8,000,000	(8,000,000)	0
Sanghvi Developers	Loan Given	0	0	0
Emaar Impex Pvt. Ltd. IKIA Developers &	Inter Corporate Deposit	17,500,000	(10,00,000)	1,65,00,000
Infrastructure Pvt. Ltd.	Inter Corporate Deposit	5,000,000	5,40,000	1,65,00,000
I Zone Academy Pvt. Ltd.	Inter Corporate Deposit	53,258,669	(5,32,58,669)	0
Krone Finstock Pvt. Ltd.	Inter Corporate Deposit	12,888,232	(12,888,232)	0
Sanghvi Realty Pvt. Ltd.	Inter Corporate Deposit	22,499,999	3,30,00,001	55500000
Total		169,962,973	(5,80,05,404)	68,500,000

Details for guarantees given:

Name of the party	Purpose for giving corporate guarantee	Amount of guarantee
NIL	NIL	NIL

STATEMENT ON MANNER OF EVALUATION OF BOARD OF DIRECTORS, COMMITTEE AND INDIVIDUAL DIRECTORS:**1. Board of Director's Evaluation**

The Board of Directors of VCU Data Management Limited comprises of the following:

- Mr. ShripalBafna Managing Director
- Mr. HardikSanghvi Director
- *Mrs. RenukaBafna Whole Time Director& CFO
- Mr. Surendakumar Jaiswal Independent Director
- Mr. Dhruvaprakash Shetty Independent Director
- Mr. Gurpreet Singh Oberoi Independent Director

*Mrs. Renuka Bafna has been appointed as Chief Financial Officer and Whole time Director w.e.f. 29th September, 2015.

The Board of Directors met 5 (Five) times during the year. The Board Members are accountable and responsible for the Company affairs and management decision making. They constantly improve themselves by participating in training, leading, valuing time and implementing skills.

2. Committee Evaluation

- **Audit Committee:**

Committee Comprises of the following Directors -

- Mr. Dhruvaprakash Shetty Chairman & Independent Director
- Mr. Surendrakumar Jaiswal Member & Independent Director
- Mr. ShripalBafna Member & Managing Director

During the year under review, 6 (Six) Committee Meeting were held and all the members attended the meeting. The Audit Committee Members timely ensures the appointing, retaining and terminating the Independent Directors and Key Managerial Person.

- **Nomination & Remuneration Committee:**

Committee Comprises of the following Directors -

- Mr. Dhruvaprakash Shetty Chairman & Director
- Mr. Surendrakumar Jaiswal Member & Independent Director
- Mr. ShripalBafna Member & Independent Director

During the year under review, 4 (four) Committee Meeting were held and all the members attended the meeting. The Nomination and Remuneration Committee Members ensures the remuneration and its limits to the Board of Directors & Key Managerial Personnel from time to time.

- **Stakeholders Relationship (Investor Grievance) Committee:**

Committee Comprises of the following Directors -

- Mr. Dhruvaprakash Shetty Chairman & Independent Director
- Mr. Surendrakumar Jaiswal Member & Independent Director
- Mr. ShripalBafna Member & Managing Director

During the year under review, 4 (four) Committee Meeting were held and all the members attended the meeting. The Stakeholders Relationship (Investor Grievance) Committee attends to shareholders queries and solves them, ensures financial statements are provided and takes responsibility of shares transfer etc.

3. Independent Director's:

The separate meeting of the Independent Directors of the Company was held on 12th February, 2016.

The Members evaluate the performance of Non- Independent Directors, the Board as a whole and the Chairperson of the Company.

Assesses the quality, quantity and timeliness of the flow of information between the Company's management and the Board.

ANNEXURE 5

Details of the ratio of remuneration of each Director to the median employee's remuneration

(i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year :-

Sr. No.	Name of the Director	Ratio of remuneration to the median remuneration of the employees
1	Mr. Shripal Kantilal Bafna	2:1
2	Mrs. Renuka Shripal Bafna	1:1
3	Mr. Hardik Hemendra Sanghvi	N.A.
4	Mr. D P Shetty	N.A.
5	Mr. Surendrakumar Jaiswal	N.A.
6	Mr. Gurpreet Singh Oberoi	N.A.

(ii) The percentage increase in remuneration of each director, CFO , CEO, Company Secretary or Manager, if any, in the financial year

Sr. no.	Name of the Directors, KMP	% Increase over last F.Y.
1	Mr. Shripal Kantilal Bafna	NIL
2	Mrs. Renuka Shripal Bafna	NIL
3	Ms. Binita Gosalia	NIL

* The percentage increase cannot be determined as they are appointed during the year.

(iii)	The percentage increase in the median remuneration of employees in the financial year	NIL
(iv)	The number of permanent employees on the rolls of the Company	17
(v)	The explanation on the relationship between average increase in remuneration and company performance	The increase in Remuneration is based on the performance of the Company for year ended year ended 31.03.2015 and on the individual performance of the employees.
(vi)	Comparison of the remuneration of the KMP against the performance of the Company	The Remuneration of KMPs is based on their individual performance and the contribution made by them for the business prospects of the Company.
(vii)	Variation in the market capitalization of the company, price earnings ratio as at the close date of the current financial year and previous financial year and the percentage increase or decrease in the market quotations of the shares of the Company in comparison to the rate at which the company came out with the last public offer in case of listed companies, and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year.	

Sr. no.	Particulars	As on 31st March, 2016	As on 31st March, 2015	Variation %
1	Market Capitalization (Rs. In Lacs)	1597	3332	(52.09)
2	Price earning ratio	68.67	36.44	88.44%

(viii)	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration	The average increase in the remuneration of other employees is 5%.		
(ix)	The key parameters for any variable component of remuneration availed by the directors	NA		

The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

Highest paid Director		Employees other than directors receiving remuneration in excess of the highest paid Director		Ratio of remuneration
Name of Director	Remuneration received (P.M.)	Name of Employee	Remuneration received	
Mr. Shripal Bafna	Rs.40,000/-	-	-	-
		-	-	-

We hereby confirm that the remuneration is as per the remuneration policy recommended by Nomination and Remuneration Committee of the Company and adopted by the Company.

STATEMENT PURSUANT TO RULE 5(2) OF COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

Name of employee	NOT APPLICABLE
Designation of employee	
Remuneration received	
Nature of employment, whether contractual or otherwise	
Qualifications and experience of the employee	
Date of commencement of employment	
Age of such employee	
Last employment held by such employee before joining the Company	
% of equity shares held by the employee in the Company	
Whether any such employee is a relative of any Director or Manager of the Company and if so, name of such Director or Manager	

REPORT ON CORPORATE GOVERNANCE:**1. Company's philosophy on the code of corporate governance**

The Company's philosophy of Corporate Governance emphasizes on maintaining the highest level of accountability, transparency in all its dealings, timely disclosures and dissemination of price sensitive information and matters of interests to its stakeholders, ensuring absolute compliance with all applicable laws and regulations and conducting business ethically.

The Company believes that Corporate Governance is about conducting business in accordance with the applicable laws, rules and regulations while striking a balance between economic and social goals. The Company has a strong legacy of fair, transparent and ethical governance practices. The Company has adopted a Code of Conduct for its employees including the Managing Director and the Executive Directors.

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations") the Company has executed fresh Listing Agreements with the Bombay Stock Exchange, where the shares of the Company are listed.

The Company is in compliance with the requirements stipulated under Clause 52 of the Listing Agreements and Regulation 17 to 27 read with Schedule V and clauses (b) to (i) of sub-regulation (2) of regulation 46 of SEBI Listing Regulations, as applicable, with regard to corporate governance.

2. Board of Directors

The Board of Directors of the Company consists of directors having rich knowledge and experience in the industry and related sectors for providing strategic guidance and direction to the Company.

- i. The Board of Directors of the Company has optimum combination of Executive and Non-Executive/Independent Directors. As on 31st March, 2016, the Board of Directors comprised of 6 (Six) directors out of which 3 (Three) were Non-Executive Directors and 3 (Three) Executive Directors. Moreover, 3 (Three) are Non-Executive/Independent Directors. The Chairman of the Board is Executive Director.
- ii. The composition of the Board is in conformity with Regulation 17 of the SEBI Listing Regulations read with Section 149 of the Companies Act, 2013.
- iii. None of the Directors on the Board hold directorships in more than ten public companies. Further none of them is a member of more than ten committees or chairman of more than five committees across all the public companies in which he is a Director. Necessary disclosures regarding Committee positions in other public companies as on March 31, 2016 have been made by the Directors. None of the Directors are related to each other.
- iv. Independent Directors are non-executive directors as defined under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act. The maximum tenure of independent directors is in compliance with the Act. All the Independent Directors have confirmed that they meet the criteria as mentioned under Regulation 16(1)(b) of the SEBI Listing Regulations read with Section 149(6) of the Act.
- v. The names and categories of the Directors on the Board, their attendance at Board Meetings held during the year and the number of Directorships and Committee Chairmanships / Memberships held by them in other public companies as on March 31, 2016 are given herein below. Other directorships do not include directorships of private limited companies, foreign companies and companies under Section 8 of the Act. Chairmanships / Memberships of Board Committees shall only include Audit Committee and Stakeholders' Relationship Committee.
- vi. During the financial year 2015-16, 6 (Six) meetings of Board of Directors were held on viz. 28th April, 2015, 30th May, 2015, 20th August, 2015, 13th November, 2015, 12th February, 2016, and 28th March, 2016.

The details of composition of the Board of Directors, their attendance at each Board meeting held during the financial year 2015-2016 and at the last Annual General Meeting, their directorships in other companies and positions in various Committees are as follows

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Name	Category	No. of Board Meetings Held	No. of Board Meetings Attended	Whether attended last AGM	As on 31st March, 2016 (Excluding position in the Company)		
					No. of Director ships	Committee	
						Chairman Ship(s)	Member Ship(s)
Mr. Shripal Kantilal Bafna	C/P /MD	6	6	Yes	0	-	-
Mrs. Renuka Shripal Bafna	WTD/CFO	6	6	Yes	0	-	-
Mr. Hardik Hemendra Sanghvi	P/ED	6	5	Yes	0	-	-
Mr. D P Shetty	I/NED	6	6	Yes	0	-	-
Mr. Surendrakumar Jaiswal	I/NED	6	6	Yes	1	-	-
Mr. Gurpreet Singh Oberoi	I/NED	6	6	Yes	0	-	-

Notes:

1. C - Chairman, P - Promoter, I - Independent Director, MD- Managing Director, WED- Whole time Director, NED - Non Executive Director, ED - Executive Director.
2. Chairmanships / Memberships of Board Committees shall only include Audit Committee and Stakeholders' Relationship Committee.
3. The directorship held by directors as mentioned above do not include Directorship in private limited companies, foreign companies and companies registered under Section 8 of the Companies Act, 2013.
4. The Company Secretary/Compliance Officer in consultation with Chairman of the Company and Managing Director/ Executive Director, drafts the Agenda for each Board meeting along with explanatory notes and distributes these in advance to the Directors. The Company has well defined process for placing vital and sufficient information before the Board. Any matter requiring discussion or decision or approval of the Board or Committee, is communicated to the Company Secretary well in advance so that the same could be included in the Agenda for the respective meetings. The Board meets at least once in a quarter and maximum time gap between two meetings did not exceed one hundred and twenty days.
 - i. During the year, a separate meeting of the Independent Directors of the Company was held on 12th February, 2016 to review the performance of Non-independent Directors (including the Chairman) and the Board as whole and the quality, quantity and timeliness of flow of information between the Company management and the Board. The terms and conditions of appointment of the Independent Directors are disclosed on the website of the Company.
 - ii. The Board periodically reviews the compliance reports of all laws applicable to the Company, prepared by the Company.
 - iii. The Company undertakes necessary induction programme for new Directors and ongoing training for existing Directors. The new directors are briefed about the Company processes and to familiarize them with the business activities of the Company. The management provides such information and training either at the meeting of Board of Directors or otherwise.

The induction process is designed to:

- build an understanding of the Company processes and
- fully equip Directors to perform their role on the Board effectively

Upon appointment, Directors receive a Letter of Appointment setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. The details of familiarization programme of the Independent Directors are available on the Company's website at www.vcupack.com

- iv. During the year 2015-16, information as mentioned in Schedule II Part A of the SEBI Listing Regulations, has been placed before the Board for its consideration.
- v. Details of equity shares of the Company held by the Directors as on March 31, 2016 are given below:

Name	Category	Number of equity shares
Mr. Shripal Kantilal Bafna	Non-Independent, Executive	1714000
Mr. Hardik Hemendra Sanghvi	Non-Independent, Executive	156000

3. Committees of the Board

The Board of Directors of the Company has constituted the following Committees:

- (i) Audit Committee
- (ii) Stakeholders' Relationship Committee
- (iii) Nomination and Remuneration Committee

Audit Committee

- a) The audit committee of the Company is constituted in line with the provisions of Regulation 18 of SEBI Listing Regulations, read with Section 177 of the Companies Act, 2013.
- b) The purpose of the Audit Committee is to ensure the objectivity, credibility and correctness of the Company's financial reporting and disclosure processes, internal controls, risk management policies and processes, tax policies, compliance and legal requirements and other associated matters.

c) Terms of reference

1. Overseeing the Company's financial reporting process and the disclosure financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to the statutory auditors for any other services rendered by the statutory auditors.
4. Appointment, removal and terms of remuneration of internal auditor.
5. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference, but not restricted to:
 - a. Matters required to be included in the Director's Responsibility Statement' to be included in our Board's report in terms of Section 134(5) of the Companies Act, 2013;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to the financial statements;
 - f. Disclosure of any related party transactions;
 - g. Qualifications in the draft audit report.
- Reviewing, with the management, the quarterly financial statements before submission to the Board for approval;
- Monitoring the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate Recommendations to the Board to take up steps in this matter;
- Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
- Reviewing the adequacy of internal audit function, if any, 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
- Reviewing management letters / letters of internal control weaknesses issued by the statutory auditors;

- Discussing with internal auditors on 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 matter 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.
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
- To review the functioning of the 'whistle blower' mechanism, when the same is adopted by our Company and is existing.
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and to carry out any other function statutorily required to be carried out by the Audit Committee as per applicable laws;
- The Audit Committee shall mandatorily review the following information:
 - a. Management discussion and analysis of financial information and results of operations;
 - b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
 - c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - d. Internal audit reports relating to internal control weaknesses; and
 - e. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.
- Terms of reference, power, quorum and other matters in relation to the Audit Committee will be as per Regulation 18 of SEBI Listing Regulations.
 - d) The quorum of the Committee is two independent members present or one third of the total members of the Committee, whichever is higher. As on 31st March, 2016; the Audit Committee consists of 2(Two) Non-Executive/Independent Directors and 1 (One) Executive Director.
 - e) During the financial year 2015-2016, the members of Audit Committee met 4 (Four) times on 30th May, 2015, 20th August, 2015, 13th November, 2015 and 12th February, 2016. The Composition and attendance of the members of the Audit Committee during the financial year 2015-2016 was as follows:

Name	Designation	Number of Meetings Held	Meetings Attended
Mr. D. P. Shetty	Chairman	4	4
Mr. Surendrakumar Jaiswal	Member	4	4
Mr. ShripalBafna	Member	4	4

- a) The audit committee invites such of the executives, as it considers appropriate (particularly the head of the finance function), representatives of the statutory auditors and representatives of the internal auditors to be present at its meetings. The Company Secretary acts as the Secretary to the Audit Committee.
- b) The previous Annual General Meeting ("AGM") of the Company was held on September 29, 2015 and was attended by Mr. D. P. Shetty, Chairman of the Audit Committee.

Nomination & Remuneration Committee:

- a) The nomination and remuneration committee of the Company is constituted in line with the provisions of Regulation 19 of SEBI Listing Regulations, read with Section 178 of the Act.
- b) Terms of reference

The broad terms of reference of the nomination and remuneration committee are as under:

- Recommend to the Board the setup and composition of the Board and its committees, including the "formula tion of the criteria for determining qualifications, positive attributes and independence of a director." The committee

will consider periodically reviewing the composition of the Board with the objective of achieving an optimum balance of size, skills, independence, knowledge, age, gender and experience.

- Recommend to the Board the appointment or reappointment of directors.
 - Devise a policy on Board diversity.
 - Recommend to the Board appointment of Key Managerial Personnel ("KMP" as defined by the Act) and executive team members of the Company (as defined by this Committee).
 - Carry out evaluation of every director's performance and support the Board and Independent Directors in evaluation of the performance of the Board, its committees and individual directors. This shall include "Formulation of criteria for evaluation of Independent Directors and the Board". Additionally the Committee may also oversee the performance review process of the KMP and executive team of the Company.
 - Recommend to the Board the Remuneration Policy for directors, executive team or Key Managerial Personnel as well as the rest of the employees.
 - On an annual basis, recommend to the Board the remuneration payable to the directors and oversee the remuneration to executive team or Key Managerial Personnel of the Company.
 - Oversee familiarisation programmes for directors.
 - Oversee the Human Resource philosophy, Human Resource and People strategy and Human Resource practices including those for leadership development, rewards and recognition, talent management and succession planning (specifically for the Board, Key Managerial Personnel and executive team).
 - Performing such other duties and responsibilities as may be consistent with the provisions of the committee charter.
- c) During the financial year 2015-16, the members of Nomination and Remuneration Committee met 4 (Four) times on 30th May, 2015, 20th August, 2015, 13th November, 2015 and 12th February, 2016.
- d) The composition and attendance of the members of the Nomination and Remuneration Committee during the financial year 2015-16 was as follows:

Name	Designation	Number of Meetings Held	Meetings Attended
Mr. D. P. Shetty	Chairman	4	4
Mr. Surendrakumar Jaiswal	Member	4	4
Mr. Shripal Bafna	Member	4	4

Details of remuneration/sitting fees paid to the Directors and number of shares held by them in the Company during the financial year 2015-16 are as follows:

Name	Category	Salary	Perquisites or Allowances	Stock Options	Sitting Fees*	Total	No. of shares held
Mr. Shripal Kantilal Bafna	Chairman & MD	Rs.1,60,000/-	-	-	-	Rs.1,60,000/-	1714000
Mrs. Renuka Shripal Bafna	WTD & CFO	Rs.75,000/-	-	-	-	Rs.75,000/-	-
Mr. Hardik Hemendra Sanghvi	Director	-	-	-	-	-	156000
Mr. D P Shetty	Independent Director	-	-	-	-	-	-
Mr. Surendrakumar Jaiswal	Independent Director	-	-	-	-	-	-
Mr. Gurpreet Singh Oberoi	Independent Director	-	-	-	-	-	-

* None of the Directors is paid any sitting fees for attending the Board or Committee meeting.

Stakeholder Relationship (Investor Grievance) Committee:

- a) The stakeholders' relationship committee is constituted in line with the provisions of Regulation 20 of SEBI Listing Regulations and the provisions of Section 178 of the Companies Act, 2013.
- b) Terms of Reference**
- Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;

- Redressal of shareholders and investor
 - complaints in relation to transfer of shares, allotment of shares, non-receipts of the refund orders, right entitlement, non-receipt of Annual Reports and other entitlements, non-receipt of declared dividends etc;
 - Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares;
 - Issue of duplicate / split / consolidated share certificates;
 - Allotment and listing of shares;
 - Review of cases for refusal of transfer / transmission of shares and debentures;
 - Reference to statutory and regulatory authorities regarding investor grievances;
 - Ensure proper and timely attendance and redressal of investor queries and grievances.
 - To do all such acts, things or deeds as may be necessary or incidental to the exercise of all the above powers.
- c) During the financial year 2015-2016, the members of Stakeholders' Relationship Committee met 4 (Four) times on 30th May, 2015, 20th August, 2015, 13th November, 2015 and 12th February, 2016.
- d) The Composition and attendance of the members of the Stakeholders' Relationship Committee during the financial year 2015-2016 was as follows:

Name	Designation	Number of Meetings Held	Meetings Attended
Mr. D. P. Shetty	Chairman	4	4
Mr. Surendrakumar Jaiswal	Member	4	4
Mr. Shripal Bafna	Member	4	4

- e) Name, Designation and address of Compliance Officer

Mr. Shripal. Bafna
Compliance Officer

VCU Data Management Limited
303, 3rd Floor, Aaditya Arcade, Topiwala Lane, Grant Road (East), Mumbai - 400007.
Telephone: 022- 400 54245
Email: cs@vcupack.com
Website: www.vcupack.com

Further the Company is in the process of appointing a full time Company Secretary (C.S.)

- f) **Status of complaints received, resolved and pending as on 31st March, 2016:**

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

4. General Body Meetings

The details of previous Annual General Meetings held are as follows:

Year	AGM	Date of AGM	Time	Venue
2014-15	3rd	29th Sept, 2015	1.00 P.M.	303, 3rd Floor, Aaditya Arcade, Topiwala Lane, Grant Road (East), Mumbai – 400007.

2013-14	2nd	30th Sept, 2014	10.00 A.M.	5/9, Beaumon Chambers, 2nd Floor, 27/33, N.M Road, Fort, Mumbai - 400001.
2012-13	1st	30th Sept, 2013	10.00 A.M.	5/9, Beaumon Chambers, 2nd Floor, 27/33, N.M Road, Fort, Mumbai - 400 001.

5. Disclosures:

Related Party Transaction: The Company has entered into material significant transactions with its related parties. The details of transactions with the Company and related parties are given for information under notes to Accounts.

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.

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.

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.

Non-Mandatory Requirements: The Company does not comply with the non mandatory requirements.

6. Means of Communication

All material information about the company is promptly submitted to the Bombay Stock Exchange Ltd. where the Company's shares are listed. Quarterly and Annual Financial Results will be sent to the exchange for the information of the shareholders. The financial results will also be displayed on the Company's website www.vcupack.com and on the official website of Bombay Stock Exchange Ltd. (www.bseindia.com).

The Management Discussion and Analysis (MD&A) forms part of Annual Report.

7. General Shareholder Information

4th Annual General Meeting:

Date Time & Venue	30th September, 2016 at 1.00 p.m. at 303, 3rd Floor, Aaditya Arcade, Topiwala Lane, Grant Road (East), Mumbai - 400007.
Financial Year	2015-2016
Date of Book Closure	23rd September, 2016 to 30th September, 2016
Stock Exchange	SME platform of BSE Ltd
Stock Code Symbol	536672 / VCU

Market Price Data:

The details are as follows:

Month	High	Low	Month	High	Low
April, 2015	25.80	21.60	October, 2015	32.50	21.75
May, 2015	35.00	22.00	November, 2015	28.00	24.00
June, 2015	30.00	25.80	December, 2015	31.00	21.05
July, 2015	33.00	25.00	January, 2016	32.80	21.60
August, 2015	30.00	25.00	February, 2016	28.75	18.50
September, 2015	26.95	24.00	March, 2016	27.65	10.30

*Source: www.bseindia.com

Registrar & Transfer Agent:

Skyline Financial Services Private Limited

D- 153A, 1st Floor,
Okhla Industrial Area, Phase- I,
New Delhi- 110020
Tel: 011-26812682/83
Email: admin@skylinerta.com

SHAREHOLDING PATTERN AS ON 31.03.2016

Category Code	Category of Shareholders	No. of shares held	Total shareholding as a % of total number of shares
(A)	Shareholding of Promoter and Promoter		
(1)	Indian:		
(a)	Individual / HUF	3395000	21.90
(b)	Central/State Government(s)	0	0.00
(c)	Bodies Corporate	0	0.00
(d)	Financial Institutions / Banks	0	0.00
(e)	Insurance Companies	0	0.00
(f)	Any other (Specify)	0	0.00
	Employee Welfare Trust	0	0.00
	Sub Total (A)(1)	3395000	21.90
(2)	Foreign:		
(a)	Individuals(Non Resident Individuals/Foreign Individuals)		
(b)	Bodies Corporate		
(c)	Institutions	0	0.00
(d)	Qualified Foreign Investor	0	0.00
(e)	Any other (specify)	0	0.00
	Sub Total (A)(2)	0	0.00
	Total Holding of Promoter and Promoter group (A)=(A)(1)+(A)(2)	3395000	21.90
(B)	Public shareholding		
1	Institutions:		
(a)	Mutual fund/UTI	0	0.00
(b)	Financial Institutions / Banks	0	0.00
(c)	Central/State Government(s)	0	0.00
(d)	Venture capital funds	0	0.00
(e)	Insurance Companies	0	0.00
(f)	Foreign Institutional Investors	0	0.00
(g)	Foreign Venture Capital Investors	0	0.00
(h)	Qualified Foreign Investor	0	0.00
(i)	Any other (specify)	0	0.00
	Sub Total(B)(1)	0	0.00
B 2	Non Institutions:		
(a)	Bodies Corporate	3808558	24.57
(b)	Individuals		
I	Individual share holding nominal share capital up to Rs.1 lakh	713000	4.60
II	Individual share holding nominal share capital in excess of Rs.1 lakh	7583442	48.93
(c)	Qualified Foreign Investor	0	0.00
(d)	Any other (specify)	0	0.00
(d-i)	NRI-Non Rep	0	0.00
(d-ii)	NRI-Rep	0	0.00
(d-iii)	Foreign National	0	0.00

(d-iv)	Overseas Corporate Bodies	0	0.00
(d-v)	Foreign Bodies	0	0.00
(d-vi)	Trust 0	0.00	
(d-vii)	Clearing member	0	0.00
	Sub Total (B)(2)	12105000	78.10
	Total public Share Holding (B)=(B)(1)+(B)(2)	12105000	78.10
	TOTAL (A)+(B)	15500000	100.00
(C)	Shares held by custodian and against which Depository Receipts have been issued		
1	Promoter and Promoter Group	0	0
2	Public 0	0	
	Sub Total(C)	0	0
	GRAND TOTAL (A)+(B)+(C)	15500000	100.00

Distribution of Shareholding as on 31.03.2016

Shareholding (Range)	No. of members	%	No. of shares	%
Less than 500	0	0.00	0	0.00
500 - 1000	8	3.540	8000	0.052
1001 - 2000	2	0.885	4000	0.026
2001 - 3000	19	8.407	57000	0.368
3001 - 4000	0	0.00	0	0.00
4001 - 5000	3	1.327	15000	0.097
5001 -10000	82	36.283	641000	4.135
10001 & above	112	49.558	14775000	95.323
Total	226	100.00	15500000	100.00

AUDITORS' CERTIFICATE REGARDING COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE TO THE MEMBERS OF VCU DATA MANAGEMENT LIMITED

We have examined the compliance of the conditions of Corporate Governance procedures implemented by VCU DATA MANAGEMENT LIMITED for the year ended on March 31, 2016, as stipulated in:

Clause 52 of the Listing Agreement (Listing Agreement') of the Company with the stock exchanges for the period 1st April, 2015 to 30th November, 2015 and as per the relevant provisions of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015 ('Listing Regulation') as referred to in Regulation 15(2) of the Listing Regulation for the period 1st December, 2015 to 31st March, 2016.

The Compliance of the conditions of Corporate Governance is the responsibility of the Management. Our examination has been limited to a review of the procedures and implementations thereof, adopted by the Company for ensuring compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of opinion of the financial statements of the Company.

In our opinion and to the best of our information and according to our examination of the relevant records and the explanations given to us and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in above-mentioned Listing Agreement/ Listing Regulation, as applicable.

As on March 31, 2016 there were no valid investor grievance matters against the Company remaining unattended / pending for more than 30 days.

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

For Kriplani Milani & Co
Chartered Accountants

Bharat Kriplani
(Partner)
Membership No.: 134969
Place: Mumbai
Date: 30.05.2016

CERTIFICATION BY MD/CFO

(Issued in accordance with the Regulation 17(8) of SEBI Listing Regulation)

To,
The Board of Directors
VCU Data Management Limited.

Dear Sirs,

We, Mr. Shripal Bafna, Managing Director and Mrs. Renuka Bafna, Chief Financial Officer of VCU Data Management Limited, to the best of our knowledge and belief, we state that:

1. We have reviewed the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement of the Company and all the notes on accounts and Board's Report.
2. These statements do not contain any materially untrue statement or omit to state material fact necessary to make the statements made in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report.
3. The financial statement, and other financial information included in this report, present in all material respects a true and fair view of the Company's affairs, the financial condition, results of operations and cash flows of the Company as at, and for, the periods presented in this report, and are in compliance with the existing accounting standards and/or applicable laws and regulations.
4. There are no transactions entered into by the Company during the year that are fraudulent, illegal or violate the Company's code of conduct and ethics, except as disclosed to the Company's auditors and the Company's audit committee of the Board of Directors.
5. We are responsible for establishing and maintaining disclosure controls and procedures and internal controls over financial reporting of the Company, and we have:
 - a. Designed such disclosure controls and procedures or caused such disclosure controls and procedure to be designed under our supervision to ensure that material information relating to the Company is made known to us by others within those entities, particularly during the period in which this report is being prepared.
 - b. Designed such internal control over financial reporting, or caused internal control over financial reporting to be designed under our supervision, 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 (GAAP) in India.
 - c. Evaluated the effectiveness of the Company's disclosure, controls and procedures.
 - d. Disclosed in this report, changes, if any, in the Company's internal control over financial reporting that occurred during the Company's most recent fiscal year that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.
6. We have disclosed, based on our most recent evaluation of the Company's internal control over financial reporting, wherever applicable, to the Company's auditors and the audit committee of the Company's Board (and persons performing the equivalent functions):
 - a. Any deficiencies in the design or operation of internal controls, that could adversely affect the Company's ability to record, process, summarize and report financial data and have confirmed that there have been no material weaknesses in internal controls over financial reporting including any corrective actions with regards to deficiencies.
 - b. Any significant changes in internal controls during the year covered by this report.
 - c. All significant changes in accounting policies during the year, if any and the same have been disclosed in the notes to the financial statements.
 - d. Any instances of significant fraud of which we are aware, that involve the Management or other employees who have a significant role in the Company's internal control system.
7. We affirm that we have not denied any personnel access to the audit committee of the Company (in respect of matters involving alleged misconduct) and we have provided protection to whistleblowers from unfair termination and other unfair or prejudicial employment practices.
8. We further declared that all Board members and senior management personnel have affirmed compliance with Code of Conduct and Ethics for the year covered by this report.

Yours Sincerely,

Mr. ShripalBafna
Managing Director
DIN: 06489822

Mrs. RenukaBafna
C.F.O.

Place: Mumbai
Date: 03.09.2016

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

1. Industry Structure and Development

Surveillance Industry

There are many players from small to big in the surveillance industry and they offer various solutions focused on varied target customers. At a high level the offerings can be divided into 2 broad segments, the retail offerings and project offerings. Some players are focused on offering products for smaller retail needs while some are focused towards offerings higher end needs of the industry.

Media Industry

The media industry has a constant and ever growing need to be able to capture events and deliver reports to the masses. The need for delivering good quality images / video fast from the field to the news room is becoming more and more important for the industry. The players in the industry are also spread across from national players to local / regional channels and the industry is still growing.

2. Opportunities and Threats

Surveillance Industry

As the need to get better quality video through surveillance system grows older analog systems will fade away giving way to HD quality Analog and IP systems. There is a great opportunity to capture market as this shift is taking place. However to be able to capture on the shift we need to invest in our products, people and delivery mechanism to keep ahead of our competition.

Media Industry

The media industry needs to be able to deliver live feed from anywhere anytime as a growth opportunity. However the product has to be tuned to support this need and ensure that it works in varying conditions of connectivity. It is important to ensure the success of the product.

3. Segment wise performance

Surveillance Industry

We have started gaining traction in this segment.

We had some projects where we have delivered live videos feeds from outdoor locations to central rooms during elections. Our product portfolio has been expanded to include various surveillance products and focus is being shifted from projects to products.

Media Industry

The product is in development and testing phase and we will soon launch once the tests are completed.

4. Outlook

Surveillance Industry

The surveillance industry has a very positive outlook during this year with new expenditures being planned by government and private sector to install or upgrade surveillance systems in their facilities.

Media Industry

There is a demand for video streaming solutions like the one our Company has and so we can expand in this space as soon as the product gets ready.

5. Risks & Concern

Supplier side Risks:

We are dependent on our suppliers for our products and any issues on their side affects our ability to deliver our services to our customers.

Market Risk:

With the advent of 4G being launched in various cities in India there is a risk in terms of the need for bandwidth aggregation. Concern: Due to sourcing and delivery mechanism set in the company at this point of time there is a concern on us being able to meet the delivery commitments as per the expectations of the customer.

6. Internal Control System & their adequacy

There are control mechanisms set in each function to ensure that adequate checks and balances are put in place to ensure that the system is working adequately and properly. However there may be chances for the process to slow up due to some dependencies on external parties involved which are not directly in the control of the Company.

7. Financial Performance:

Share Capital:

The Paid up Share Capital of the Company as on 31st March, 2016 stands at Rs. 155000000/-divided into 15500000 equity shares of Rs. 10/-each fully paid up.

Reserves and Surplus:

The Reserves and Surplus is Rs. 118,130,465/-as on the end of the Current year.

Total Income:

During the year under consideration, total income is Rs. 2,86,61,173/-

8. Employee Relations

Company had smooth relations with its employees during the year under review.

9. Material Development in Human Resource

We have healthy mix of senior and junior team members which creates a good skilled and trained work force working towards success of the Company. Constant skill and knowledge upgradation is encouraged to ensure that the employees are aware of the recent activities going on in the industry they are working.

By Order of the Board

For VCU Data Management Limited

Shripal Bafna

Managing Director

DIN: 06489822

Date: 03.09.2016

Place: Mumbai

INDEPENDENT AUDITOR'S REPORT

**TO
THE MEMBERS,
VCU DATA MANAGEMENT LIMITED**

REPORT ON THE FINANCIAL STATEMENTS

We have audited the accompanying financial statements of VCU DATA MANAGEMENT LIMITED (the Company), which comprise the Balance Sheet as at March 31, 2016, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

MANAGEMENT'S RESPONSIBILITY FOR THE FINANCIAL STATEMENTS

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

AUDITORS' RESPONSIBILITY

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

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

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

OPINION

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016 and its profit and its cash flows for the year ended on that date.

REPORT ON OTHER LEGAL AND REGULATORY REQUIREMENTS

- 1) As required by the Companies (Auditor's Report) Order, 2016 ('the Order') issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
- 2) As required by Section 143(3) of the Act, we report that:
 - a) We have sought & 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, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d) In our opinion, the aforesaid financial statements comply with Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
 - e) On the basis of the written representations received from the directors as on March 31, 2016, taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act;
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure 2" to this report;
 - g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
 - i. The Company has disclosed the impact, if any, of pending litigations, as at 31.03.2016, on its financial position in its financial statements;
 - ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts;
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.

FOR KRIPLANI MILANI & CO.
Chartered Accountants
FRN No. 130461W

Bharat R. Kriplani
Partner
Mem. No. 134969

Date : 30/05/2016
Place : Mumbai

Annexure to Independent Auditors' Report

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the financial statements for the year ended 31 March 2016, we report that:

(i). In respect of its fixed assets:

- a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
- b) As explained to us, all the fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. According to the information and explanation given to us, no material discrepancies were noticed on such physical verification.

(ii). In respect of its inventories:

The management has conducted physical verification of inventory at reasonable intervals during the year and no material discrepancies were noticed on such physical verification.

(iii). According to the information and explanations given to us, the Company has granted loans, secured or unsecured, to companies, firms, or other parties covered in the Register maintained under Section 189 of the Companies Act, 2013, in respect of which:

- (a) The terms of arrangements do not stipulate any repayment schedule and the loans are repayable on demand. Accordingly, paragraph 3(iii)(b) of the Order is not applicable to the Company in respect of repayment of the principal amount.
- (b) There is no amount overdue for more than 90 days at the balance sheet date.

(iv). In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Companies Act, 2013 in respect of grant of loans, making investments and providing guarantees and securities, as applicable.

(v). According to the information and explanations given to us, the Company has not accepted any deposit from the public. Therefore, the provisions of Clause (v) of paragraph 3 of the CARO 2016 are not applicable to the Company.

(vi). 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.

(vii). In respect of statutory dues:

- a) According to the information and explanations given to us and on the basis of records of the Company, undisputed statutory dues including Provident Fund, Employees' State Insurance, Income-Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess, and other material statutory dues have been regularly deposited with the appropriate authorities.
- b) According to the information and explanations given to us, no undisputed amounts payable in respect of the aforesaid dues were outstanding as at March 31, 2016 for a period of more than six months from the date of becoming payable.
- c) 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.

(viii). According to the information and explanations given to us, the Company has not taken loans or borrowings from a financial institution or bank or government or has any dues to debenture holders. Accordingly, the provisions of clause 3 (viii) of the Order are not applicable to the Company and hence not commented upon.

(ix). According to the information and explanations given by the management, the Company has not raised any money by way of initial public offer/further public offer/debt instruments and term loans hence, reporting under clause 3 (ix) is not applicable to the Company and hence not commented upon.

(x). Based upon the audit procedures performed for the purpose of reporting the true and fair view of the

financial statements and according to the information and explanations given by the management, we report that no fraud by the Company or no material fraud on the Company by the officers and employees of the Company has been noticed or reported during the year.

- (xi). According to the information and explanations given by the management, the managerial remuneration has been paid /provided in accordance with the requisite approvals mandated by the provisions of Section 197, read with Schedule V to the Companies Act, 2013.
- (xii). In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3 (xii) of the order are not applicable to the Company and hence not commented upon.
- (xiii). According to the information and explanations given by the management, transactions with the related parties are in compliance with Section 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the notes to the financial statements, as required by the applicable accounting standards.
- (xiv). During the year the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures and hence reporting under clause (xiv) of the Order is not applicable to the Company.
- (xv). In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its directors or directors of its holding, subsidiary or associate company or persons connected with them and hence provisions of Section 192 of the Companies Act, 2013 are not applicable.
- (xvi). 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 KRIPLANI MILANI & CO.
Chartered Accountants
FRN No. 130461W

Bharat R. Kriplani
Partner
Mem. No. 134969

Date : 30/05/2016
Place : Mumbai

"Annexure B" to the Independent Auditor's Report of even date on the Financial Statements of VCU Data Management Limited

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 VCU DATA MANAGEMENT LIMITED ("the Company") as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based

on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

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

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

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India

FOR KRIPLANI MILANI & CO.
Chartered Accountants
FRN No. 130461W

Bharat R. Kriplani
Partner
Mem. No. 134969

Date : 30/05/2016
Place : Mumbai

**Schedule 15 -
Significant Accounting Policies -**

1. Basis of Preparation of Financial Statements

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. Accounting policies have been consistently applied except where a newly issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

2. Use of Estimates

The preparation of Financial Statements in conformity with Indian GAAP requires estimates and assumptions to be made, that affects the reported amounts of assets and liabilities on the date of the Financial Statements and the reported amounts of revenue and expenses during the reporting period. Differences between the actual results and estimates are recognized in the period in which the results are known / materialized.

3. Fixed Assets

Fixed Assets are capitalized at cost less accumulated depreciation inclusive of purchase price, duties and other non refundable taxes, direct attributable cost of bringing asset to its working condition and financing cost till commercial production. Projects, if any, under which assets are not ready for their intended use are shown as Capital Work-in-Progress.

4. Depreciation / Amortization

Depreciation on fixed assets is provided at the rates and in the manner prescribed under Part C of Schedule II of the Companies Act 2013.

5. Inventories

The inventories are stated at lower of cost and net realizable value, after providing for obsolescence, if any. Cost of Inventories comprises of all cost of purchase, cost of conversion and other cost incurred in bringing inventory to the present location and condition and valuation is inclusive of taxes and duties incurred on same.

6. Revenue Recognition

Revenue from sales transactions is recognized on transfer of significant risk and rewards of ownership, which generally is on the dispatch of goods. Revenue from services is recognized upon rendering of services. Dividend is recognized when the right to receive the payment is established and Interest Income is recognized on accrual basis, if any.

7. Investment

Investments are classified as Current & Non Current Investments. Current Investments are carried at lower of cost or Market / Fair Value determined on an individual investment basis. Non-Current investments are valued at cost.

However no investments were made during the Period under review.

8. Borrowing Costs

Borrowing costs that are attributable to the acquisition or construction of qualifying assets are capitalized as part of the cost of such assets. A qualifying asset is one that takes necessarily substantial period of time to get ready for its intended use. All other borrowing costs are charged to Profit and Loss A/c.

9. Taxation

Tax expenses for the Period comprise of current tax and deferred tax. Current tax is measured as amount of tax payable in respect of taxable income for current Period as per Income Tax Act 1961 after considering tax allowances and exemptions, if any. Deferred Tax assets or liabilities are recognized for further tax consequence attributable to timing difference between taxable income and accounting income that originate in one Period and are capable of reversal in one or more subsequent Period.

10. Leases

Operating Lease

Lease where the lesser effectively retains substantially all risks and benefits of the asset are classified as Operating lease. Operating lease payments are recognized as an expense in the Profit & Loss account on a Straight Line Basis over the Lease term.

11. Impairment of Assets

An asset is impaired when the carrying cost of assets exceeds its recoverable value. An impairment loss is charged to Profit & Loss in the Period in which an asset is identified as Impaired. As on Balance Sheet date, the Company reviews the carrying amount of Fixed Assets to determine whether there are any indications that those assets have suffered "Impairment Loss".

12. Earnings per Share

In determining the Earnings Per share, the company considers the net profit after tax/(loss) which includes any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

The number of shares used in computing Diluted earnings per share comprises the weighted average number of shares considered for computing Basic Earnings per share and also the weighted number of equity shares that would have been issued on conversion of all potentially dilutive shares.

13. Related Party Transactions

As per accounting standard 18 (AS-18) Related party disclosures, notified in the companies (Accounting Standards) Rules 2006, the disclosure of transactions with the related parties defined in AS-18 are given below;

1. Key Managerial Personnel (KMP's) -

- a) Shripal Kantilal Bafna - Managing Director
- b) Renuka Bafna - C.F.O. / Whole Time Director
- c) Hardik Hemendra Sanghvi - Director

2. Relatives of Key Management Personnel -

Name of the Party	Nature of Relation
Mrs. Renuka S. Bafna	Wife of MD Mr. Shripal Bafna

3. Parties where control exists

Name of the Party	Nature of Control
Vmukti Solutions Pvt. Ltd.	Mr. Hardik Sanghvi is Common Director

4. Nature of Transactions

Name of the Party	Relation	Nature of Transaction	Amount (Rs.)
Shripal Bafna	Director	Loan taken from Shripal Bafna in ordinary course	4,71,500/-
Vmukti Solutions Pvt. Ltd	Group Company	Sale of Media Device & Tablets in the ordinary course	67,36,820/-
Renuka Bafna	CFO	Loan Taken in ordinary course	1,00,000/-

15. Contingent Liabilities & Provisions

Provisions are recognized only when there is a present obligation as a result of past events and when a reliable estimate of the amount of obligation can be made. Contingent Liability is disclosed for, by way of note for -

- a) Possible obligation which will be confirmed only by future events not wholly within the control of the Company or
- b) Present obligations arising from the past events where it is not probable that an outflow of resources will be required to settle the obligation or a reliable estimate of the amount of the obligation cannot be made.
- c) Contingent Assets are not recognized in the financial statements since this may result in the recognition of income that may never be realized

FOR KRIPLANI MILANI & CO

Chartered Accountants
FRN No. 130461W
Bharat R. Kriplani
Partner
Membership No. 134969
Date - 30/05/2016
Place -Mumbai

FOR VCU DATA MANAGEMENT LIMITED

Managing Director Shripal Bafna Din No. 06489822	Director Hardik Sanghvi DIN: 00327926
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Schedule 16 -

NOTES TO ACCOUNTS -

1. Figures have been rounded off to the nearest rupee, wherever required.
2. Accounting standards as prescribed have been followed & reported wherever applicable.
3. In the Opinion of the Board the current assets, loans and advances will fetch the amounts stated, if realized in the ordinary course of business and adequate provision for all known liabilities of the company has been made. Balances shown under Loans, Advances, Sundry Debtors & Creditors are subject to confirmation, reconciliation and subsequent adjustment if any.
4. a) According to management, Company has not given any guarantee on behalf of the Directors or other officers.
5. The Company has not received information from vendors/suppliers regarding their status under the " Micro , Small & Medium Enterprises Act, 2006" and hence disclosure relating to amount unpaid for the period end together with interest paid or payable under this Act has not been given.
6. According to management, no litigations are filed against or pending against the Company. Company does not have any present obligation arising out of any past event. Hence no provision arises or is made for contingent liabilities.
7. Previous Year's figures have been regrouped / reclassified wherever considered necessary to make them comparable with the current year figures.

8. Foreign Currency Transactions -

Particulars	Amount in Rs.
Purchase Import	48,37,112/-

9. Earnings Per Share (on Face Value of Rs.10/- each)

In determining the Earnings Per share, the company considers the net profit after tax which includes any post tax effect of any extraordinary / exceptional item. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period.

The number of shares used in computing Diluted earnings per share comprises the weighted average number of shares considered for computing Basic Earnings per share and also the weighted number of equity shares that would have been issued on conversion of all potentially dilutive shares.

In the event of issue of bonus shares, or share split the number of equity shares outstanding is increased without an increase in the resources. The number of Equity shares outstanding before the event is adjusted for the proportionate change in the number of equity shares outstanding as if the event had occurred at the beginning of the earliest period reported.

Basic Earnings Per Share - 0.15

Profit/(Loss) after Tax / Weighted Avg. Shares Outstanding = 2299322/ 15500000 = Rs.0.15

Diluted Earnings Per Share - 0.15

Profit/(Loss) after Tax / Weighted Avg. Shares Outstanding = 2299322/ 15500000 = Rs.0.15

Diluted EPS is similar to Basic EPS as there are no potential equity shares as on date.

10. Fees paid to Auditor -

Particulars	2015-16	2014-15
For Tax & Statutory Audit	30,000/-	30,000/-
For other work -	41,220/-	Nil

11. As none of the employees have completed the minimum length of service as provided in payment of gratuity Act, 1972, no provision for gratuity is made by the Management.

12. Related Party Transactions - According to management & from the records, following related parties transactions were noticed -

Name of the Party	Amount	Relation	Nature of Transaction
Shripal Bafna	Managing Director	Loan taken from Shripal Bafna in ordinary course	4,71,500/-
Vmukti Solutions Pvt. Ltd	Group Company	Sale of Media Device & Tablets in the ordinary course	67,36,820/-
Renuka Bafna	CFO/WTD	Loan Taken in ordinary course	1,00,000/-

FOR KRIPLANI MILANI & CO
Chartered Accountants
FRN No. 130461W

FOR VCU DATA MANAGEMENT LIMITED

Bharat R. Kriplani
Partner
Membership No. 134969
Date - 30/05/2016
Place -Mumbai

Managing Director
Shripal Bafna
Din No. 06489822

Director
Hardik Sanghvi
DIN: 00327926

VCU DATA MANAGEMENT LTD
BALANCE SHEET AS AT 31 ST MARCH , 2016

PARTICULARS	NOTE NO.	AMOUNT AS ON 31ST MARCH'2016	AMOUNT AS ON 31ST MARCH'2015
I EQUITY AND LIABILITIES			
1 Shareholder's funds:			
(a) Share Capital	1	155,000,000	155,000,000
(b) Reserves and surplus	2	118,130,465	115,831,143
(c) Money received against share warrants			
2 Share application money pending for allotment		-	-
3 Non - current liabilities:			
(a) Long - term borrowings		-	-
(b) Deferred tax liabilities (Net)	3	44,381	261,103
(c) Other Long - term liabilities		-	-
(d) Long - term provisions		-	-
4 Current liabilities			
(a) Short - term borrowings	4	524,800	-
(b) Trade payables	5	63,200,529	64,602,808
(c) Other current liabilities	6	70,847,574	71,202,406
(d) Short - term provisions	7	1,248,834	1,781,074
Total		408,996,583	408,678,535
II ASSETS			
1 Non - current assets:			
(a) Fixed assets			
(i) Tangible assets	8	2,068,381	3,572,278
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(iv) Intangible assets under development		-	-
(v) Fixed assets held for sale		-	-
(b) Non - current investments		-	-
(c) Deferred tax assets (Net)		-	-
(d) Long-term loans and advances	9	388,841,484	382,406,911
(e) Other non-current assets	10	5,453,340	6,380,396
2 Current assets:			
(a) Current investments		-	-
(b) Inventories	11	4,520,870	6,121,533
(c) Trade receivables	12	4,504,125	4,972,484
(d) Cash and cash equivalents	13	3,593,682	5,181,281
(e) Short-term loans and advances	14	14,700	43,652
(f) Other current assets		-	-
Total		408,996,583	408,678,535

SIGNIFICANT ACCOUNTING POLICIES

15

NOTES TO ACCOUNTS

16

FOR KRIPLANI MILANI & CO**FOR VCU DATA MANAGEMENT LIMITED**

Chartered Accountants

FRN No. 130461W

Bharat R. Kriplani

Partner

Membership No. 134969

Date - 30/05/2016

Place -Mumbai

Managing Director**Shripal Bafna**

Din No. 06489822

Director**Hardik Sanghvi**

DIN: 00327926

Renuka Bafna

(C.F.O)

STATEMENT OF PROFIT & LOSS A/C. FOR THE YEAR ENDED 31ST MARCH' 16

PARTICULARS	NOTE NO.	AMOUNT AS ON 31ST MARCH'2016	AMOUNT AS ON 31ST MARCH'2015
I. Revenue from operations	17	10,731,424	21,425,941
II. Other Income	18	17,929,749	14,889,028
III. Total Revenue (I +II)		28,661,173	36,314,969
IV. Expenses:			
Cost of materials consumed		-	-
Purchase of Stock-in-Trade	19	5,045,825	12,867,269
Changes in inventories of finished goods, work-in-progress and Stock-in-Trade	20	1,600,663	(726,033)
Employee benefit expense	21	2,449,589	5,025,819
Financial costs	22	55,479	31,016
Depreciation and amortization expense	23	2,624,326	2,454,252
Other expenses	24	13,812,166	6,198,952
Total Expenses		25,588,049	25,851,275
V. Profit before exceptional and extraordinary items and tax	(III - IV)	3,073,124	10,463,695
VI. Exceptional Items		-	-
VII. Profit before extraordinary items and tax (V - VI)		-	-
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII - VIII)		3,073,124	10,463,695
X. Tax expense:			
(1) Current tax		1,166,000	1,231,035
(2) Earlier Years tax		(175,476)	-
(3) Deferred tax		(216,722)	87,933
XI. Profit(Loss) from the period from continuing operations	(VII-VIII)	2,299,322	9,144,727
XII. Profit/(Loss) from discontinuing operations		-	-
XIII. Tax expense of discounting operations		-	-
XIV. Profit/(Loss) from Discontinuing operations (XII - XIII)		-	-
XV. Profit/(Loss) for the period (XI + XIV)		2,299,322	9,144,727
XVI. Earning per equity share:			
(1) Basic		0.15	0.59
(2) Diluted		0.15	0.59

SIGNIFICANT ACCOUNTING POLICIES
NOTES TO ACCOUNTS15
16FOR KRIPLANI MILANI & CO
Chartered Accountants
FRN No. 130461W

FOR VCU DATA MANAGEMENT LIMITED

Bharat R. Kriplani
Partner
Membership No. 134969
Date - 30/05/2016
Place -MumbaiManaging Director
Shripal Bafna
Din No. 06489822Director
Hardik Sanghvi
DIN: 00327926Renuka Bafna
(C.F.O)

VCU DATA MANAGEMENT LTD
CASH FLOW STATEMENT FOR THE YEAR ENDED 31 ST MARCH , 2016

	2015-16 (In Rs.)	2014-15 (In Rs.)
CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before Tax and Extraordinary Items	3,073,124	10,463,695
Adjusted for		
Depreciation	1,520,097	1,350,023
(Profit)/Loss on sale of assets	-	-
Other Income	-	-
Interest Income	(17,929,749)	(14,889,028)
Interest Expenses	55,479	31,016
Operating Profit before Working Capital changes	(13,281,049)	(3,044,295)
Adjutments for changes in working capital		
(Increase)/Decrease in Trade and Other Receivables	468,359	(4,861,884)
(Increase)/Decrease in Inventories	1,600,663	(726,033)
(Increase)/Decrease in Loans & Advances and Other C.A.	956,008	(1,226,821)
(Increase)/Decrease in Long term Loans & Advances	(6,434,573)	(45,873,861)
Increase/(Decrease) in Trade Payables	(1,402,279)	62,656,775
Increase/(Decrease) in other Current liabilities & Provisions	(887,073)	(17,532,973)
Cash generated from operations	(18,979,944)	(10,609,092)
Direct Taxes Paid	990,524	1,231,035
NET CASH FLOW FROM OPERATING ACTIVITIES	(19,970,468)	(11,840,127)
CASH FLOW FROM INVESTING ACTIVITIES		
Sale of fixed assets	-	-
Purchase of Fixed Assets (Net) & Capital WIP	(16,200)	(972,118)
(Purchase)/Sales of Investments (Net)	-	0
Interest / Other income	17,929,749	14,889,028
NET CASH USED IN INVESTING ACTIVITIES	17,913,549	13,916,910
CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds from Share Capital	-	-
Proceeds from Share application Money	-	-
Proceeds from security premium	-	-
Proceeds from Short Term Borrowings	524,800	-
Decrease in Working Capital Borrowing from Banks	-	-
Interest paid	(55,479)	(31,016)
NET CASH FROM FINANCING ACTIVITIES	469,321	(31,016)
NET INCREASE IN CASH AND CASH EQUIVALANTS (A+B+C)	(1,587,598)	2,045,768
OPENING BALANCE OF CASH AND CASH EQUIVALANTS	5,181,281	3,135,513
CLOSING BALANCE OF CASH AND CASH EQUIVALANTS	3,593,683	5,181,281

AS PER OUR SEPARATE REPORT OF EVEN DATE

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(0)

FOR VCU DATA MANAGEMENT LIMITED

Managing Director
Shripal Bafna
Din No. 06489822

Director
Hardik Sanghvi
DIN: 00327926

Chief Financial Officer
Renuka Bafna

AUDITOR'S CERTIFICATE

We have examined the above Cash Flow Statement of M/s. VCU DATA MANAGEMENT LTD., derived from audited financial statements and the books and records maintained by the company for the period ended 31ST March 2016 and found the same in agreement therewith.

FOR KRIPLANI MILANI & CO.
CHARTERED ACCOUNTANTS

(Bharat R. Kriplani)
PARTNER
Membership No. 134969
FRN No. 130461W

DATE - 30/05/2016
PLACE : MUMBAI

NOTES ANNEXED TO AND FORMING PART OF BALANCE SHEET AS AT 31ST MARCH 2016

I. EQUITY AND LIABILITIES	NOTE NO	AS AT 31ST MAR 2016	AS AT 31ST MAR 2015	
(1) Shareholder's Funds (A) SHARE CAPITAL AUTHORISED No. of shares 160,00,000 (Previous year: 160,00,000) Equity shares of Rs. 10 each. Issued, subscribed and fully paid up capital: No. of shares 155,00,000 (Previous year: 155,00,000) equity shares of Rs. 10 each fully paid up.		160,000,000	160,000,000	
		160,000,000	160,000,000	
		155,000,000	155,000,000	
	Total	155,000,000	155,000,000	
1.2 Terms/rights attached to equity shares: The company has only one class of equity share having par value of Rs.10 per share. Each holder of the equity share is entitled to one vote per share. In the liquidation of the company, the holders of the equity shares will be entitled to receive the remaining assets of the company, after distribution of all preferential amounts.				
1.3 Details of share held by shareholders holding more than 5% of the aggregate shares in the company				
Name of the shareholders	As at March 31, 2016		As at March 31, 2015	
	No. of Shares	% of Holding	No. of Shares	% of Holding
Shripal Bafna	1,714,000	11.06	1,714,000	11.06
Sanjay Vardhan	1,355,100	8.74	1,355,100	8.74
Adinath Capital Services Limited	912,000	5.88	-	-
Total	3,069,100	19.80	3,069,100.00	19.80
1.4 Reconciliation of no. of shares outstanding at the beginning and at the end of the year				
PARTICULARS	31ST MAR 2016 Qty.	31ST MAR 2015 Qty.		
Equity Shares at beginning of the year	15,500,000	15,500,000		
Add - Subscription to MOA	-	-		
Add - Shares issued as Preferential Allotment	-	-		
Add - Shares issued in IPO during the year	-	-		
Less - Shares Forfeited or Shares Cancelled on Buyback	-	-		
Equity Shares at the end of the year	15,500,000	15,500,000		
2. Reserve and surplus				
2.1 Securities premium account				
Balance at the beginning of the year	112,500,000	112,500,000		
Add: Premium on shares issued during the year	-	-		
Less: Utilising during the year for:	-	-		
Balance at the end of the year	112,500,000	112,500,000		
2.2 Surplus / (Deficit) in Statement of Profit and Loss				
Balance at the beginning of the year	3,331,143	(5,813,584)		
Add: Profit / (Loss) for the year	2,299,322	9,144,727		
Balance at the end of the year	5,630,465	3,331,143		
Total	118,130,465	115,831,143		

PARTICULARS	NOTE NO	AS AT	AS AT
		31ST MAR 2016	31ST MAR 2015
3. Deferred tax liabilities (Net)			
Deferred tax liabilities (Net)		44,381	261,103
Total		44,381	261,103
4. Short - Term Borrowings			
Renuka Bafna		100,000	-
Shripal Bafna		424,800	-
Total		524,800	-
5. Trade Payable			
Mirco, Small & Medium Enterprises		-	-
Others		63,200,529	64,602,808
Total		63,200,529	64,602,808
6. Other current liabilities			
Duties & taxes		(402,426)	(47,594)
Advance from Customers		71,250,000	71,250,000
Total		70,847,574	71,202,406
7. Short - term provisions			
Provision for Incomet Tax		1,166,000	1,733,000
Provision for Other Expenses		82,834	48,074
Total		1,248,834	1,781,074
9. Long-term loans and advances			
Inter Corporate Deposit		77,540,000	111,146,900
Security Deposits		336,659	558,500
Other loans & Advances (Unsecured, considered good)		40,498,901	58,816,073
Trade Advance		270,465,924	211,885,438
Total		388,841,484	382,406,911
10. Other non-current assets			
IPO Expenses		1,258,496	2,100,243
Preliminary Expenses		524,964	787,446
Mat Credit Entitlement		501,965	501,965
TDS Receivable		3,167,915	2,990,742
Total		5,453,340	6,380,396
11. Inventories			
Stock In trade		4,520,870	6,121,533
Total		4,520,870	6,121,533
12. Trade receivables			
Unsecured, considered good		-	-
Trade receivables outstanding for a period exceeding six months		1,270,666	919,553
Unsecured, considered good		-	-
Others		3,233,459	4,052,931
Total		4,504,125	4,972,484

4th Annual Report 2015-2016

PARTICULARS	NOTE NO	AS AT 31ST MAR 2016	AS AT 31ST MAR 2015
13. Cash and cash equivalents			
Balances with banks			-
a. In current accounts		2,882,912	5,180,-
Cash on hand		710,771	527
Total		3,593,683	5,181,281
14. Short-term loans and advances			
Prepaid Expenses		2,700	43,652
Other Loans & Advances staff		12,000	-
Total		14,700	43,652
17. Revenue from operations			
Sale of Products		10,203,949	18,057,759
Sale of Services (Installation & maintenance)		527,475	3,368,182
Total		10,731,424	21,425,941
18. Other Income			
I) Interest Income			
Interest On ICD's / Loans		17,757,485	14,875,422
Interest on FD		811	13,606
Sundry W/off		171,453	-
Total		17,929,749	14,889,028
19. Purchase of Stock-in-Trade			
Import Purchase		4,837,112	4,498,587
Other purchase		208,713	8,368,682
Total		5,045,825	12,867,269
20. Changes in inventories of finished goods, work-in-progress and Stock-in-Trade			
Opening Stock in Trade		6,121,533	5,395,500
Closing Stock In trade		4,520,870	6,121,533
Changes in inventories		1,600,663	(726,033)
21. Employee benefit expense			
Salary		2,160,007	4,392,527
Staff Welfare		54,582	113,292
Director remuneration		235,000	520,000
Total		2,449,589	5,025,819
22. Financial Cost			
Interest Paid		37,135	1,502
Bank Charges		18,344	29,513
Total		55,479	31,016

4th Annual Report 2015-2016

PARTICULARS	NOTE NO	AS AT 31ST MAR 2016	AS AT 31ST MAR 2015
23. Depreciation and amortization expense			
Depreciation		1,520,097	1,350,023
Preliminary & Misc. Expenditure W/off		1,104,229	1,104,229
Total		2,624,326	2,454,252
24. Other expenses			
Advertising Expenses		366,176	474,315
Agency Charges		2,408	2,454
Audit Fees		60,000	30,000
Bad Debts		-	17,500
Commission & Brokarage		12,000	-
Conveyance Expenses		8,689	17,780
Courier & Postage		121,956	106,247
Customs Duty		1,441,889	1,700,600
Discount Allowed		(357)	718
Delivery & Other Charges		-	100,806
Electricity Charges		146,186	506,430
Equipments Hiring & Installation Charges		-	341,080
Foreign Exchange Gain & Loss		(6,293,678)	(3,644,197)
Freight Charges		73,920	615,555
Installation Charges		135,850	-
Insurance Exp		17,195	8,598
Labour Expense		-	10,610
Listing Fees		-	36,038
Printing & Stationery		103,720	218,701
Professional Fees		215,208	472,460
Professional Tax		-	7,500
Registration & Licence Expense		-	146,560
Rent		933,000	1,222,500
Repair & Maintainance Charges		99,148	156,060
Research & Development Charges		15,539,218	-
ROC Expenses		17,050	31,790
Round Off		(9)	(14)
Sales promotion		174,484	71,362
Share Connecting Expenses		90,742	45,700
Staff Hiring Charges		-	13,800
Subscription Charges		-	12,618
Sundry Expenses		135,446	391,712
Telephone and Internet Exp		95,228	354,866
Transportation Charges		13,593	40,266
Travelling & Hotel Stay Exp.		277,344	2,662,037
Web Desigining Charges & email hosting		25,760	26,500
Total		13,812,166	6,198,952

DEPRECIATION SCHEDULE

Schedule 8

Amount in Rupees

PARTICULARS	GROSS BLOCK (At Cost)			DEPRECIATION/ AMORTISATION			NET BLOCK			
	AS AT 01/04/15	ADDITIONS DURING THE YR.	DEDU. DURING THE YR.	AS AT 31/03/16	Up to 01/04/15	FOR THE YEAR	DEDU. DURING THE YR.	Up to 31/03/16	AS AT 01/04/16	AS AT 31/03/15
Tangible Assets :										
Computers	3,330,839	16,200	-	3,347,039	1,530,143	1,103,461	-	2,633,604	713,435	1,800,696
Software	62,971	-	-	62,971	20,287	20,603	-	40,890	22,081	42,684
Office Equipments	766,547	-	-	766,547	186,245	159,335	-	345,580	420,967	580,302
Furniture & Fixture	241,334	-	-	241,334	9,459	23,981	-	33,440	207,894	231,875
Van- Nissan (EVALIA XE)	1,329,030	-	-	1,329,030	412,308	212,717	-	625,025	704,005	916,722
Total tangible assets	5,730,720	16,200	-	5,746,920	2,158,442	1,520,097	-	3,678,539	2,068,381	3,572,278
Previous year	4,758,603	972,118	-	5,730,720	808,420	1,350,023	-	2,158,442	3,572,278	3,950,183

4th Annual Report 2015-2016

Trade payables	31/03/2016	31/03/2015
5.1) Sundry Creditors for Expenses	(399,471)	1,002,808
5.2) Advance From Debtors Hotel Horizon Pvt Ltd.	63,600,000	63,600,000
	63,200,529	64,602,808
Other current liabilities	31/03/2016	31/03/2015
6.1 Duties & taxes		
Service Tax	(633,481)	(633,795)
VAT & CST	212,964	542,336
Professional Tax Payable	4,225	18,200
Tds Payable	13,866	25,666
	(402,426)	(47,594)
6.2 Advance Agt Business Agreement Networth Softech Ltd.	71,250,000	71,250,000
	71,250,000	71,250,000
	70,847,574	71,202,406
Long Term loans and advances	31/03/2016	31/03/2015
9.1 Inter Corporate Deposit		
EMAAR Impex Pvt Ltd.	16,500,000	17,500,000
I Zone Academy P Ltd	-	53,258,669
Krone Finstock Pvt Ltd	-	12,888,232
Sanghvi Realty Pvt Ltd	55,500,000	22,499,999
IKIA Developers and Infrastructure Pvt Ltd	5,540,000	5,000,000
	77,540,000	111,146,900
9.2 Deposits		
Telephone Deposit	2,534	4,000
Rent Deposit	162,125	382,500
Vat Deposits	50,000	50,000
Vmukti Solutions Pvt Ltd (Related Party)	122,000	122,000
	336,659	558,500
9.3 Other loans & Advances (Unsecured, considered good)		
Hetvi Gems	13,000,000	13,000,000
Jinal Forge Impex	-	3,000,000
Maruti Gems	-	34,117,172
Popular Plastic House	498,901	698,901
Rajdhan Metal	-	8,000,000
Sky Gems	21,500,000	-
Chandresh Vadilal Shah	5,500,000	-
	40,498,901	58,816,073
	40,498,901	58,816,073
9.4 Trade Advance		
Sur Man Securities Pvt Ltd	2,000,000	2,000,000
Target Enterprise Ltd	82,745,924	96,515,438
Clio Infotech Ltd	110,350,000	112,800,000
Monarch Infrapark Pvt Ltd	74,800,000	-
Jayanti Samal	500,000	500,000
Sowmya Keshava	70,000	70,000
	270,465,924	211,885,438
	388,841,484	382,406,911
Short-term loans and advances	31/03/2016	31/03/2015
14.1 Prepaid Expenses	2,700	6,742
Prepaid Insurance Exp.	-	17,195
FD With HDFC Bank	-	19,715
	2,700	43,652

FORM NO SH-13

Nomination Form

[Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014]

To,
VCU Data Management Limited
 303, 3rd Floor, Aaditya Arcade, Topiwala Lane,
 Grant Road (East), Mumbai- 400007

I/We _____ the holder(s) of the securities particulars of which are given hereunder wish to make nomination and do hereby nominate the following persons in whom shall vest, all the rights in respect of such securities in the event of my/our death.

(1) PARTICULARS OF THE SECURITIES (in respect of which nomination is being made)

Nature of Securities	Folio No.	No of Securities	Certificate No	Distinctive No

(2) PARTICULARS OF NOMINEE/S -

- a) Name : _____
- b) Date of Birth : _____
- c) Father's/Mother's/Spouse's name : _____
- d) Occupation : _____
- e) Nationality : _____
- f) Address : _____
- g) E-mail Id : _____
- h) Relationship with the security holder: _____

(3) IN CASE NOMINEE IS A MINOR -

- a) Date of Birth : _____
- b) Date of attaining majority : _____
- c) Name of guardian : _____
- d) Address of guardian : _____

Name of the Security Holder(s)

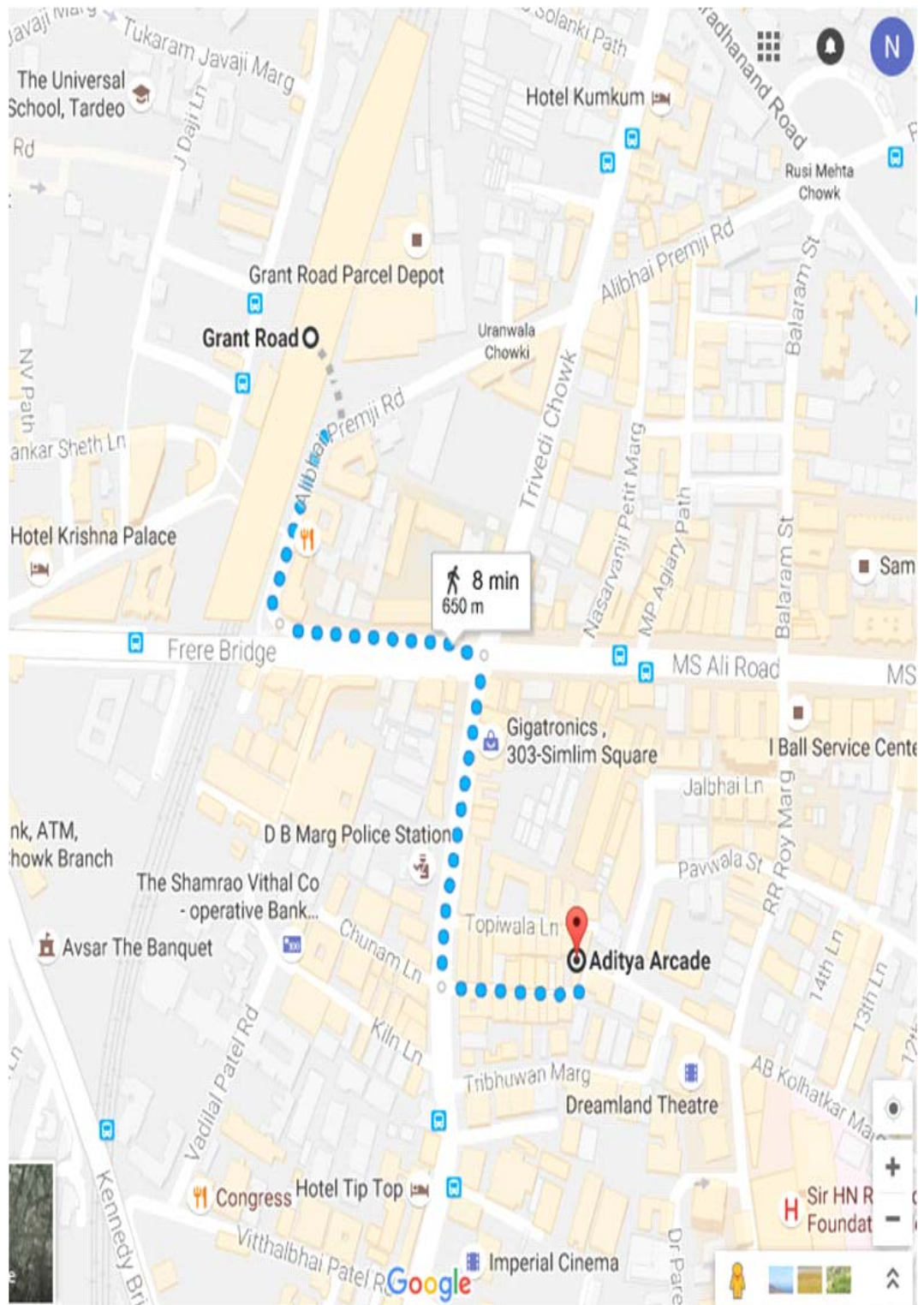
- 1. _____
- 2. _____

Name of witness: _____
 Address of witness: _____

Signature

Signature of witness: _____
 Date: _____

Route Map:



VCU DATA MANAGEMENT LIMITED

Form No. MGT-11

Proxy form

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

Name of the Member(s) _____

Registered Address _____

E-mail Id _____ Folio No /Client ID _____ DP ID _____

I/We, being the member(s) of _____ shares of the above named company. Hereby appoint

Name : _____ E-mail Id: _____

Address: _____

Signature , or failing him _____

Name : _____ E-mail Id: _____

Address: _____

Signature , or failing him _____

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 _____ Annual General Meeting / Extra-Ordinary General Meeting of the company, to be held on the 30th day of September, 2016 at 1.00 p.m. at 303, 3rd Floor, Aaditya Arcade, Topiwala Lane, Grant Road (East), Mumbai- 400007 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, Report of Director's and Auditor's for the financial year 31st March, 2016. Ratification of appointment of M/s. Kriplani Milani & Co., Chartered Accountants as Statutory Auditors & fixing their remuneration		
2.	To appoint a director in place of Mr. Hardik Sanghavi, Director who retires by rotation and being eligible offers himself for reappointment.		
3	To vary the purpose of utilization of public issue proceeds raised in last IPO and further allow to utilize remaining proceeds of public issue to any other purposes which includes Inter Corporate Deposits or loans or advances as decided by the Board of Directors time to time.		
4.	To approve that the Register of Members and Index of Members maintained under Section 88 of the Act and copies of Annual Returns prepared under Section 92 of the Act, together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, be kept at the office of the Registrar and Share Transfer Agent of the Company.		

* Applicable for investors holding shares in Electronic form.

Signed this _____ day of _____ 20____

AFFIX
REVENUE
STAMP

Signature of Shareholder

Signature of Proxy holder

Signature of the shareholder
Across Revenue Stamp

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.

ATTENDANCE SLIP

VCU Data Management Limited

Regd. office: 303, 3rd Floor, Aaditya Arcade, Topiwala Lane, Grant Road (East), Mumbai- 400007

(Please complete this attendance slip and hand it over at the entrance of the hall)

I hereby record my presence at the Annual General Meeting of the Company on 30th September, 2016.

Full Name of the Shareholder in Block Letters:

.....

Folio No.:

No. of Shares held:

Name of Proxy (if any):

.....

(In Block Letters)

Member's Signature

Signature of Proxy

*Strike out whichever is not applicable.

.....

BOOK - POST

To

If undelivered, please return to :

VCU DATA MANAGEMENT LIMITED
303, 3rd Floor, Aaditya Arcade, Topiwala Lane, Grant
Road (East), Mumbai- 400007.