

**ANNUAL REPORT  
2015 - 2016**

**IDM**

**International Data Management Limited**

## INTERNATIONAL DATA MANAGEMENT LIMITED

Board of Directors	Ms. Rita Gupta	Director
	Mr. P.S. Ravishankar	Director
	Mr. Suresh Chand Sharma	Director
	Mr. Sunil Kumar Shrivastava	Director
	Mr. Sashi Sekhar Mishra	Director & Manager
	Mr. Kuldeep Singh Pathania	Chief Financial Officer

Company Secretary &  
Compliance Officer

Nishant Rana

Auditors

S. D. Chopra & Associates

Banker

Vijaya Bank, Noida

Registered Office

806, Siddharth  
96, Nehru Place  
New Delhi-110 019  
Website: [www.idmlimited.in](http://www.idmlimited.in)

Listed at

Bombay Stock Exchange Limited, Mumbai  
[Listing fees paid up to current year]

Registrar Transfer Agent Skyline Financial Services Private Limited  
D-153 A, 1st Floor, Okhla Industrial Area,  
Phase-I, New Delhi-110020

Note:- The designated e-mail ID for Investors Complaints / grievance redressal  
is : [idmcomplianceofficer@gmail.com](mailto:idmcomplianceofficer@gmail.com)

**DIRECTORS' REPORT****To the Members**

The Board of Directors of the Company presents herewith the Thirty Ninth Annual Report together with the Audited Accounts of the Company for the Nine months period ended 31st March, 2016 i.e. from July 1, 2015 to March 31, 2016.

**FINANCIAL HIGHLIGHTS**

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

(Rs. in Lacs)

<b>Particulars</b>	<b>Nine month period ended 31<sup>st</sup> March, 2016</b>	<b>Fifteen month period ended 30<sup>th</sup> June, 2015</b>
Total Income	9,00,000	1,77,322
Total Expenses	11,61,192	15,33,190
Profit/ (Loss)	(2,61,192)	(13,55,868)
Depreciation	0	6,991
Profit/ (Loss) Before finance Cost	(2,61,192)	(13,62,859)
Finance Cost	0	1,724
Profit/ (Loss) Before Tax	(2,61,192)	(13,64,583)
Tax Expense	(3,415)	0
Profit/ (Loss) After Tax	(2,64,607)	(13,64,583)
Accumulated Losses	(13,72,18,947)	(13,69,54,340)

**STATE OF COMPANY'S AFFAIRS**

During the year under review loss of Rs. 2.65 Lacs has been reported by the company as against the loss of Rs. 13.65 Lacs for the previous year.

No business could be undertaken due to paucity of working capital and other business constraints.

In view of the losses incurred during the accounting year 2015-16, No amount was transferred to reserves.

**DIVIDEND**

In view of the loss for the year under review as well as past accumulated losses, your directors express their inability to recommend dividend.

**EXTRACT OF THE ANNUAL RETURN**

The details forming part of the extract of the Annual Return in Form MGT 9 as per provisions of Companies Act, 2013 and rules thereto is annexed to this report [Annexure 1].

**MEETING OF THE BOARD**

The Board met 4 (Four) times during the Financial Year 2015-16 i.e. July 1, 2015 to March 31, 2016, the details of which are given below:

26-Aug-15	03-Sep-15	05-Nov-15	4-Feb-16
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**ASSOCIATE COMPANY**

The Company is Associate Company of M/s HCL Corporation Private Limited under Section 2(6) of the Companies Act, 2013.

**SHARE CAPITAL:** There was no change in the share capital of the company during the year.

- Issue of equity shares with differential rights – NIL
- Issue of sweat equity shares – NIL
- Issue of employee stock option – NIL
- Provision of moneys by company for purchase of its own shares - NIL

**DIRECTORS' RESPONSIBILITY STATEMENT**

As required under Section 134(5) of the Companies Act, 2013, Your Directors confirm that:

- In the preparation of the Annual Accounts for the financial year ended at 31st March, 2016; the applicable accounting standards have been followed along with proper explanation relating to material departure (if any);
- Appropriate accounting policies have been selected and applied consistently and that the judgments and

estimates made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2016 and of the loss of the Company for the said period;

- (iii) Proper and sufficient care has been taken for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) In view of expected future business, the annual accounts for the accounting year ended on 31st March, 2016 have been prepared on a going concern basis;
- (v) The internal financial controls were followed by the Company and that internal financial controls are adequate and were operating effectively; and
- (vi) Proper systems were devised to ensure compliance with the provision of all applicable laws and the systems were adequate and operating effectively.

### **INDEPENDENT DIRECTORS DECLARATION**

The Company has received the necessary declaration from each Independent Director in accordance with Section 149(7) of the Companies Act, 2013, that he meets the criteria of independence as laid out in sub-section (6) of Section 149 of the Companies Act, 2013 and Regulation 25 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement, 2015).

### **MANAGEMENT'S DISCUSSION AND ANALYSIS**

In terms of the provision of Regulation 34 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirement, 2015), the management's discussion and analysis is applicable on top 500 Companies. Since the Company is not having any operations the information as required is not provided.

### **CORPORATE GOVERNANCE REPORT**

We wish to inform the members that in terms of Regulation 15 (2) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, Corporate Governance is not applicable to Companies having paid up equity share capital not exceeding Rs. 10 crore and Net Worth not exceeding Rs. 25 crore, as on the last day of the previous financial year. The Company does not fulfil any of the criteria's as mentioned above and hence are not required to

comply with the Corporate Governance provisions envisaged under SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

### **COMPENSATION POLICY FOR BOARD AND SENIOR MANAGEMENT**

Based on the recommendations of the Nomination and Remuneration Committee, the Board has approved the Remuneration Policy for Directors, KMP and all other employees of the Company. As part of the policy, the Company strives to ensure that:

- a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the Company successfully;
- b) relationship between remuneration and performance is clear and meets appropriate performance benchmarks; and
- c) Remuneration to Directors, KMP and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the Company and its goals.

The Remuneration Policy for Directors, KMP and other employees is annexed to this report [Annexure 2].

### **PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS**

The Company has not made any loans, given guarantees and investments during the year attracting the provisions of Section 186 of the Companies Act, 2013.

### **RELATED PARTY TRANSACTIONS**

During the accounting year under review, the company has not entered into any contract or arrangement with any related party attracting the provisions of Section 188 of the Companies Act, 2013.

Further, there have been no materially significant related party transactions between the Company and the Directors, the management, the associate or the relatives except for those disclosed in the financial statements.

### **MATERIAL CHANGES AND COMMITMENTS**

During the year under review, the company has entered into the fresh listing agreement with the Stock Exchange in terms of Securities and Exchange Board of India (SEBI) circular dated October 3, 2015 issued in respect of

SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 with the aim to consolidate and Streamline the provisions of the Listing Agreement for different segments of capital markets to ensure better enforceability. The said regulation were effective December 1, 2015. Accordingly, all listed entities were required to enter into the listing agreement within six month from the effective date. The company entered into fresh listing agreement with BSE Limited on 29thFebruary, 2016.

Further, there are no material changes and commitments made by the company between the end of the financial year of the company to which the financial statements relates and the date of the report.

### CORPORATE SOCIAL RESPONSIBILITY

The Company doesn't satisfy any criteria envisaged under the Companies Act, 2013 requiring it to comply with Section 135 and rules made thereunder. Therefore, the Company has neither constituted CSR Committee nor have any profits to spend towards social responsibility.

### DIRECTORS AND KEY MANAGERIAL PERSONNEL

- A. Changes during the year: There has been no change in the composition of Board of Directors and Managerial Personnel during the year.
- B. Formal Annual Evaluation: pursuant to provisions of the companies Act, 2013 the Board has carried out an evaluation of its own performance, the Directors individually and the evaluation of the working of its Audit committee, Nomination & Remuneration committee, and Stakeholder Relationship Committee

### COMMITTEES OF BOARD

#### A. Audit Committee:

Our Audit Committee was constituted on March 31, 2015. The Committee has adopted a Charter for its functioning. The primary objective of the Committee is to monitor and provide effective supervision of the Management's financial reporting process, to ensure accurate and timely disclosures, with the highest levels of transparency, integrity and quality of financial reporting.

The Committee met Three times during the Financial Year 2015-16 on 26-Aug-15, 05-Nov-15 and 04-Feb-16. As on the date of this report, the Committee is comprised of:

S.No.	Name of Director	Category	Designation
1	Mr. Sashi Sekhar Mishra	Non-Independent Director	Chairman
2	Mr. P S Ravishankar	Independent Director	Member
3	Mr. Suresh Chand Sharma	Independent Director	Member

#### B. Nomination and Remuneration Committee:

Our Nomination & Remuneration Committee was constituted on March 31, 2015. The Committee has adopted a Charter for its functioning. The primary objective of the Committee is to recommend suggestions to the Board of Directors pertaining to the Remuneration Policy for Directors, KMP and all other employees of the Company.

During the Financial Year 2015-16, the Committee met once on 3rd September, 2016. As on the date of this report, the Committee is comprised of:

S.No.	Name of Director	Category	Designation
1	Mr. Sashi Sekhar Mishra	Non-Independent Director	Chairman
2	Mr. P S Ravishankar	Independent Director	Member
3	Mr. Suresh Chand Sharma	Independent Director	Member

#### C. Stakeholder Relationship Committee

Our Stakeholder Relationship Committee was constituted on March 31, 2015. The Committee has adopted a Charter for its functioning. The primary objective of the Committee is to consider and resolve the grievances of Security Holders of the Company.

During the Financial Year 2015-16, the Committee met once on 3rd September, 2016. As on the date of this report, the Committee is comprised of:

S.No.	Name of Director	Category	Designation
1	Mr. Sashi Sekhar Mishra	Non-Independent Director	Chairman
2	Mr. P S Ravishankar	Independent Director	Member
3	Mr. Suresh Chand Sharma	Independent Director	Member

## **D. VIGIL MECHANISM**

The Board at its meeting held on March 31, 2015, approved the Vigil Mechanism that provides a formal mechanism for all Directors, employees and vendors of the Company to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct or Ethics Policy.

The Vigil mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or legal or regulatory requirements incorrect or misrepresentation of any financial statements and reports, etc.

## **INDEPENDENT DIRECTOR'S MEETING**

In compliance with Schedule IV to the Companies Act, 2013 and regulation 25 (3) of the SEBI Listing Regulations, 2015, the independent directors held their separate meeting on 4th September, 2015,

Without the attendance of non-independent directors and members of management, inter alia, the discuss the following:

Review the performance of non-independent directors and the board as a whole;

Review the performance of the chairman of the Company, taking into account the views of executive directors and non-executive directors;

Assess the quality, quantity and timeliness of flow of information between the Company Management and the board that is necessary for the Board to effectively and reasonably perform their duties; and

Review the responsibility of independent directors with regards to internal financial controls.

## **AUDITORS AND AUDITORS' REPORT**

### **Statutory Auditors**

The Auditors of the Company, M/s S.D. Chopra & Associates (FRN - 003789N), Chartered Accountants; who has been appointed till 40th AGM and who have confirmed the eligibility and willingness, shall be ratified at the ensuing Annual General Meeting. As per the provisions of the Companies Act, 2013 read with the Companies (Audit and Auditors Rules), 2014, it is proposed to ratify the appointment

of M/s. S.D. Chopra & Associates (FRN - 003789N), Chartered Accountants, as the auditors of the Company to hold the office from the conclusion of ensuing Annual General Meeting until the conclusion of 40th Annual General Meeting of the Company.

The Auditors' Report with notes to accounts are self-explanatory and, therefore, do not call for further comments. The Audit Report does not contain any qualification, reservation or adverse remarks.

### **Secretarial Auditor**

The Board has appointed M/s Siddiqui & Associates, Practicing Company Secretaries, to conduct the secretarial audit for the financial year 2015-16 i.e. from 1st July, 2015 to 31st March, 2016. The Secretarial Audit report is annexed herewith marked as Annexure 4 to this report. The Secretarial Audit Report does not contain any qualification, reservation or adverse remarks.

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

As there has been no business activities in the company during the year under review, the information required under Section 134 of the Companies Act, 2013 read with the Companies (Disclosures of Particulars in the Report of the Board of Directors) Rules, 1988 is NIL and hence not provided.

## **PARTICULARS OF EMPLOYEES**

During the year under review, there are no employees in the Company. Therefore, Section 134 of the Companies Act, 2013 read with the Companies (Particulars of Employees) Rules, 1975 does not apply.

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

The Company has in place adequate internal financial controls with reference to financial statements.

## **RISK MANAGEMENT POLICY**

Pursuant to Section 134(3) (n) of the Companies Act, 2013, the Company has laid down Risk Management Policy to inform Board Members about the risk assessment and minimization procedures.

**MANAGERIAL REMUNERATION**

During the year under review, no managerial remuneration was paid.

**PUBLIC DEPOSITS**

Your Company has not accepted any Public deposits. As such, no amount of principal or interest was outstanding as on the Balance Sheet date.

**SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS**

There is no significant material orders passed by the Regulators / Courts which would impact the going concern status of the Company and its future operations.

**ACKNOWLEDGMENT**

The Directors wish to record their appreciation to the Government authorities, Bankers and Shareholders for their co-operation and unstinted support extended to the Company during the year under review.

**By order of the Board  
For and on behalf of Board of Directors**

**Place : New Delhi  
Date: 26<sup>th</sup> May, 2016**

**Sunil Kumar Shrivastava**

**Director**

**DIN : 00259961**

**Address : 12, Aakrti Appartment, I.P. Extn,  
Patparganj, Delhi-110092**

**Sashi Sekhar Mishra**

**Director & Manager**

**DIN : 03072330**

**Address : H-126, Kilokari Jang Pura,  
Delhi-110014**

**Annexure 1****FORM MGT – 9****EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31<sup>ST</sup> MARCH, 2016**

[Pursuant to Section92(3)of the CompaniesAct,2013 andrule12(1)of the  
Companies(Management and Administration)Rules, 2014]

**I. REGISTRATION AND OTHER DETAILS:**

1.	CIN	L72300DL1977PLC008782
2.	Registration Date	09/11/1977
3.	Name of the Company	M/s International Data Management Limited
4.	Category/Sub-Category of the Company	Public Company
5.	Address of the Registered office and contact details	806, Siddhartha, 96, Nehru Place , New Delhi-110019
6.	Whether listed company	Yes
7.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Skyline Financial Services Private Limited D-153A, 1 <sup>st</sup> Floor, Okhla Industrial Area, Phase- I, New Delhi-110020 Contact No. : 011- 64732681-88

**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.	Consultancy Services	71230	100

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

[No. of Companies which information is being filled] NIL

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

(i) Category of Shareholders	Category-wise Share Holding								
	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
<b>A. Promoters</b>	0	0	0	0	0	0	0	0	
(1) Indian									
(a) Individual/ HUF									
(b) Central Govt	0	0	0	0	0	0	0	0	
(c) State Govt (s)	0	0	0	0	0	0	0	0	
(d) Bodies Corp.	0	557845	557845	25.36	490125	67720	557845	25.36	
(e) Banks / FI	0	0	0	0	0	0	0	0	
(f) Any Other....	0	0	0	0	0	0	0	0	
<b>Sub-total (A) (1):-</b>	<b>0</b>	<b>557845</b>	<b>557845</b>	<b>25.36</b>	<b>490125</b>	<b>67720</b>	<b>557845</b>	<b>25.36</b>	
(2) Foreign									
(a) NRIs - Individuals	0	0	0	0	0	0	0	0	
(b) Other – Individuals	0	0	0	0	0	0	0	0	
(c) Bodies Corp.	0	0	0	0	0	0	0	0	
(d) Banks / FI	0	0	0	0	0	0	0	0	
(e) Any Other....	0	0	0	0	0	0	0	0	
Sub-total (A) (2):-	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	

<b>Total shareholding of Promoter (A) = (A)(1)+(A)(2)</b>	<b>0</b>	<b>557845</b>	<b>557845</b>	<b>25.36</b>	<b>490125</b>	<b>67720</b>	<b>557845</b>	<b>25.36</b>	
<b>(b) Public Shareholding</b>	0	150	150	0.01	0	150	150	0.01	
1. Institutions									
(a) Mutual Funds									
(b) Banks / FI									0
(c) Central Govt	0	0	0	0	0	0	0	0	0
(d) State Govt(s)	0	0	0	0	0	0	0	0	0
(e) Venture Capital Funds	0	0	0	0	0	0	0	0	0
(f) Insurance Companies	0	0	0	0	0	0	0	0	0
(g) FIIs	0	0	0	0	0	0	0	0	0
(h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
(i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub-total (B)(1):-</b>	<b>0</b>	<b>150</b>	<b>150</b>	<b>0.01</b>	<b>0</b>	<b>150</b>	<b>150</b>	<b>0.01</b>	<b>0</b>
2. Non-Institutions									
(a) Bodies Corp.									0.00
(i) Indian	0	29225	29225	1.33	0	29325	29325	1.33	
(ii) Overseas	0	0	0	0	0	0	0	0	
(b) Individuals	4525	1488430	1492955	67.86	12300	1480505	1492805	67.85	0.01
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh									
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	0	94500	94500	4.30	0	94500	94500	4.30	-

(c) Others (specify) Hindu Undivided Family (HUF)	0	1450	1450	0.07	0	1450	1450	0.07	0
NRI/ <del>OCBs</del>		17250	17250	0.78	50	17250	17300	0.79	0.01
Trusts	6625		6625	0.30	6625	-	6625	0.30	0
<b>Sub-total (B)(2):-</b>	<b>11150</b>	<b>1630855</b>	<b>1642005</b>	<b>74.64</b>	<b>18975</b>	<b>1623180</b>	<b>1642155</b>	<b>74.64</b>	<b>0</b>
Total Public Shareholding (B)=(B)(1)+ (B)(2)	<b>11150</b>	<b>1631005</b>	<b>1642155</b>	<b>74.64</b>	<b>18975</b>	<b>1623180</b>	<b>1642155</b>	<b>74.64</b>	
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	
Grand Total (A+B+C)	<b>11150</b>	<b>2188850</b>	<b>2200000</b>	<b>100</b>	<b>509100</b>	<b>1690900</b>	<b>2200000</b>	<b>100</b>	

**(ii) Shareholding of Promoters**

SI No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Molly Trading Co. Pvt Ltd	2000	0.09	0	2000	0.09	0	-
2	Vireet Investments Pvt Ltd	11250	0.51	0	11250	0.51	0	-
3	Viren Investments Pvt Ltd	16250	0.74	0	16250	0.74	0	-
4	Apollo Trading & Finance Pvt Ltd	38220	1.74	0	38220	1.74	0	-
5	HCL Corporation Pvt Ltd	490125	22.28	0	490125	22.28	0	-
<b>Total</b>		<b>557845</b>	<b>25.36</b>	<b>0</b>	<b>557845</b>	<b>25.36</b>	<b>0</b>	<b>-</b>

**(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 company	No. of shares	% of total shares of the company
1.	At the beginning of the year				
2.	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):				
	At the end of the year				

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

1.	<b>Ranjit N</b>	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
	<b>For each of Top 10 Shareholders</b>	No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	<b>74600</b>	<b>3.39</b>	<b>74600</b>	<b>3.39</b>
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	At the End of the year ( or on the date of separation, if separated during the year)	<b>74600</b>	<b>3.39</b>	<b>74600</b>	<b>3.39</b>
	<b>Total</b>	<b>74600</b>	<b>3.39</b>	<b>74600</b>	<b>3.39</b>
2.	<b>DilipLallubhai Javeri</b>	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
	At the beginning of the year	<b>19900</b>	<b>0.90</b>	<b>19900</b>	<b>0.90</b>
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	At the End of the year ( or on the date of separation, if separated during the year)	<b>19900</b>	<b>0.90</b>	<b>19900</b>	<b>0.90</b>
	<b>Total</b>	<b>19900</b>	<b>0.90</b>	<b>19900</b>	<b>0.90</b>

3.	<b>SwedeshiRoadline Limited</b>	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
	At the beginning of the year	<b>9700</b>	<b>0.44</b>	<b>9700</b>	<b>0.44</b>
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	At the End of the year ( or on the date of separation, if separated during the year)	<b>9700</b>	<b>0.44</b>	<b>9700</b>	<b>0.44</b>
	<b>Total</b>	<b>9700</b>	<b>0.44</b>	<b>9700</b>	<b>0.44</b>
4.	<b>S G Singh</b>	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
	At the beginning of the year	<b>9000</b>	<b>0.41</b>	<b>9000</b>	<b>0.41</b>
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	At the End of the year ( or on the date of separation, if separated during the year)	<b>9000</b>	<b>0.41</b>	<b>9000</b>	<b>0.41</b>
	<b>Total</b>	<b>9000</b>	<b>0.41</b>	<b>9000</b>	<b>0.41</b>
5.	<b>Rahul Dilip Jhaveri</b>	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
	At the beginning of the year	<b>8800</b>	<b>0.40</b>	<b>8800</b>	<b>0.40</b>
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	At the End of the year ( or on the date of separation, if separated during the year)	<b>8800</b>	<b>0.40</b>	<b>8800</b>	<b>0.40</b>
	<b>Total</b>	<b>8800</b>	<b>0.40</b>	<b>8800</b>	<b>0.40</b>
6.	<b>Custodian A/c Deepika A Mehta/ Sudhir S Mehta</b>	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
	At the beginning of the year	<b>6625</b>	<b>0.30</b>	<b>6625</b>	<b>0.30</b>
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	At the End of the year ( or on the date of separation, if separated during the year)	<b>6625</b>	<b>0.30</b>	<b>6625</b>	<b>0.30</b>
	<b>Total</b>	<b>6625</b>	<b>0.30</b>	<b>6625</b>	<b>0.30</b>
7.	<b>K.N Modi</b>	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
	At the beginning of the year	<b>6500</b>	<b>0.30</b>	<b>6500</b>	<b>0.30</b>
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	At the End of the year ( or on the date of separation, if separated during the year)	<b>6500</b>	<b>0.30</b>	<b>6500</b>	<b>0.30</b>
	<b>Total</b>	<b>6500</b>	<b>0.30</b>	<b>6500</b>	<b>0.30</b>
8.	<b>Sanjay Krishan U/G/O Anjali Krishan</b>	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
	At the beginning of the year	<b>6000</b>	<b>0.27</b>	<b>6000</b>	<b>0.27</b>
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	At the End of the year ( or on the date of separation, if separated during the year)	<b>6000</b>	<b>0.27</b>	<b>6000</b>	<b>0.27</b>
	<b>Total</b>	<b>6000</b>	<b>0.27</b>	<b>6000</b>	<b>0.27</b>
9.	<b>Pradeep Soneja</b>	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

	At the beginning of the year	<b>5000</b>	<b>0.23</b>	<b>5000</b>	<b>0.23</b>
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	At the End of the year ( or on the date of separation, if separated during the year)	<b>5000</b>	<b>0.23</b>	<b>5000</b>	<b>0.23</b>
	<b>Total</b>	<b>5000</b>	<b>0.23</b>	<b>5000</b>	<b>0.23</b>
10.	<b>Bhagwat Devidayal</b>	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
	At the beginning of the year	<b>4700</b>	<b>0.21</b>	<b>4700</b>	<b>0.21</b>
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>
	At the End of the year ( or on the date of separation, if separated during the year)	<b>4700</b>	<b>0.21</b>	<b>4700</b>	<b>0.21</b>
	<b>Total</b>	<b>4700</b>	<b>0.21</b>	<b>4700</b>	<b>0.21</b>

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

Sl. No.	Sunil Kumar Shrivastava	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
	At the beginning of the year	500	0.02	500	0.02
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the end of the year	500	0.02	500	0.02

Sl. No.	Kuldeep Singh Pathania	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
	At the beginning of the year	500	0.02	500	0.02
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	0	0	0	0
	At the end of the year	500	0.02	500	0.02

**V. INDEBTEDNESS****Indebtedness of the Company including interest outstanding/accrued but not due for payment**

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year</b>				
i) Principal Amount	0	77,717,181	0	77,717,181
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	77,717,181	0	77,717,181
<b>Change in Indebtedness during the financial year</b>				
• Addition	0	1,040,000	0	1,040,000
Reduction	-	-	-	-
Net Change	0	1,040,000	0	1,040,000
<b>Indebtedness at the end of the financial year</b>				
i) Principal Amount	0	78,757,181	0	78,757,181
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	<b>0</b>	<b>78,757,181</b>	<b>0</b>	<b>78,757,181</b>

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

(Rs'000)

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager	Total Amount
1.	Gross salary (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 Contribution to Provident Fund	-	-
	Total (A)	-	-
	Ceiling as per the Act	-	-

**B. Remuneration to other directors:**

(Amount in Rs.)

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

**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 (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	-	-	-	-		
	<b>Total</b>	-	-	-	-		

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

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

**By order of the Board**  
**For and on behalf of Board of Directors**

**Place : New Delhi**  
**Date: 26<sup>th</sup> May, 2016**

**Sashi Sekhar Mishra**

**Director & Manager**

**DIN : 03072330**

**Address : H-126, Kilokari Jang Pura,  
Delhi-110014**

**Sunil Kumar Shrivastava**

**Director**

**DIN : 00259961**

**Address : 12, Aakrti Appartment, I.P. Extn,  
Patparganj, Delhi-110092**

**INTERNATIONAL DATA MANAGEMENT LIMITED**  
**NOMINATION AND REMUNERATION COMMITTEE POLICY**

**Introduction**

The Board of Directors of International Data Management Limited constituted the “Nomination and Remuneration Committee” on 31st March, 2015 consisting of **three Directors** of which majority is of Independent Directors.

**1. Committee Objective:**

The Committee is constituted by and accountable to the Board of Directors of International Data Management Limited. The primary objectives of the committee would be:

- 1.1. To guide or recommend the Board in relation to appointment and removal of Directors, Key Managerial Personnel and Senior Management.
- 1.2. To evaluate the performance of the members of the Board and provide necessary report to the Board for further evaluation of the Board.
- 1.3. To recommend to the Board on Remuneration payable to the Directors, Key Managerial Personnel and Senior Management.
- 1.4. To provide to Key Managerial Personnel and Senior Management reward linked directly to their effort, performance, dedication and achievement relating to the Company’s operations.
- 1.5. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage.
- 1.6. To devise a policy on Board diversity
- 1.7. To develop a succession plan for the Board and to regularly review the plan;

**2. Role of Committee**

The committee shall:

- 2.1.1 formulates the criteria for determining qualifications, positive attributes and independence of a director;
- 2.2.2 identify persons who are qualified to become directors and who may be appointed in senior management;

2.3.3. recommend to the board relating to appointment, removal or remuneration of directors, key managerial personnel and other employees.

**3. Composition**

The Nomination and Remuneration Committee consist of three Directors majority of which are Independent Directors.

**4. Frequency of the Meeting**

The committee shall meet as many times as the committee deems necessary to carry out its duties effectively.

Notice of every meeting will be given to every member of the Committee.

**5. Quorum**

The presence of any two members of the committee is necessary to form the quorum for the meeting.

**6. Decision considers by the Board but is not binding**

The decision for appointment or removal of Directors, Key Managerial Personnel and Senior Management is to be considered by the Board. The committee will only recommend to the Board the candidature of the suitable personnel in the office as required from time to time. The Board is at its discretion to accept the recommendations made to them.

**7. Review of Policy**

This Policy will be reviewed and reassessed by the Committee as and when required and appropriate recommendations shall be made to the Board to update this Policy based on changes that may be brought about due to any regulatory amendments or otherwise.

**8. Disclosure**

As per Companies Act, 2013 the Board have to make disclosures of appointment and removal and managerial remuneration of Directors, key managerial personnel and senior management in the Board Report to its shareholders.

## VIGIL MECHANISM

### INTERNATIONAL DATA MANAGEMENT LIMITED

#### 1. PREFACE

Pursuant to Section 177 of the Companies Act, 2013 requires every Company meeting the necessary criteria shall establish a Vigil Mechanism for the directors and employees to report genuine concerns or grievances about unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct or Ethics Policy. The Company has adopted a Code of Conduct for Directors and Senior Management Executives ("the Code"), which lays down the principles and standards that should govern the actions of the Company and its employees. Any actual or potential violation of the Code, howsoever insignificant or perceived as such, would be a matter of serious concern for the Company. Such a vigil mechanism shall provide for adequate safeguards against victimization of directors and employees who avail of such mechanism.

#### 2. POLICY OBJECTIVES

The Company is committed to adhere to the highest standards of ethical, moral and legal conduct of business operations. An important aspect of accountability and transparency mechanism to enable all individuals to voice Concerns internally in a responsible and effective manner when they discover information which they believe shows serious malpractice(s). To maintain these standards, the Company encourages its employees who have concerns about suspected misconduct to come forward and express these concerns without fear of punishment or unfair treatment. A Vigil (Whistle Blower) mechanism provides a channel to the employees and Directors to report to the management concerns about unethical behavior, actual or suspected fraud or violation of the Codes of conduct or legal or regulatory requirements incorrect or misrepresentation of any financial statements and reports, etc.

#### 3. SCOPE OF THE POLICY

This Policy intends to cover serious concerns that could have grave impact on the operations and performance of the business of the Company and malpractices and events which have taken place / suspected to have taken place, misuse or abuse of authority, fraud or suspected fraud, violation of company rules, manipulations, negligence causing danger to public health and safety, misappropriation of monies, and other matters or activity on account of which the interest of the Company is affected and formally reported by whistle blowers concerning its employees.

**The policy neither releases employees from their duty of confidentiality in the course of their work, nor is it a route for taking up a grievance about a personal situation**

#### 4. Definitions :

- 4.1 "Employee" means every employee of the Company, including the Directors in the employment of the Company.
- 4.2 "Protected Disclosure" means a concern raised by a written communication made in good faith that discloses or demonstrates information that may evidence unethical or improper activity. Protected Disclosures should be factual and not speculative in nature
- 4.3 "Code" mean Conduct for Directors and Senior Management Personnel adopted by International Data Management Limited.
- 4.4 "Subject" means a person against or in relation to whom a Protected Disclosure has been made or evidence gathered during the course of an investigation.
- 4.5 "Whistle Blower" means an Employee making a Protected Disclosure under this Policy and also referred as claimant in this policy.
- 4.6 "Whistle and Ethics Officer" means an officer of the company nominated by Competent Authority to conduct detailed investigation under this policy and to receive protected disclosure from Whistle blowers, maintain record thereof, placing the same for its disposal and informing the Whistle blower the results thereof.
- 4.7 "Work place" includes:
  - i. All offices or other premises where the Company's business or services supporting to the business are conducted; or.
  - ii. All Company related activities performed at any other site away from the Company's premises.
- 4.8 "Company" means International Data Management Limited.

## 5. ELIGIBILITY

All Employees of the Company and various stakeholders of the company are eligible to make Protected Disclosures under the Policy in relation to matters concerning the Company.

## 6. RECEIPT AND DISPOSAL OF PROTECTED DISCLOSURES :

- 6.1 All Protected Disclosures should be reported in writing by the complainant as soon as possible after the Whistle Blower becomes aware of the same so as to ensure a clear understanding of the issues raised and should either be typed or written in a legible handwriting in English.
- 6.2 The Protected Disclosure should be submitted in a closed and secured envelope and should be super scribed as “Protected disclosure under the Whistle Blower policy”. Alternatively, the same can also be sent through email with the subject “Protected disclosure under the Whistle Blower policy”. If the complaint is not super scribed and closed as mentioned above, it will not be possible for the Whistle & Ethics Officer to protect the complainant and the protected disclosure will be dealt with as if a normal disclosure. In order to protect identity of the complainant, the Whistle & Ethics Officer will not issue any acknowledgement to the complainants and they are advised neither to write their name/address on the envelop nor enter into any further correspondence with the Whistle & Ethics Officer. The Whistle & Ethics Officer shall assure that in case any further clarification is required he will get in touch with the complainant.
- 6.3 The Company shall not entertain anonymous/ pseudonymous disclosures.
- 6.4 The Protected Disclosure should be forwarded under a covering letter signed by the complainant to the Whistle and ethics Officer or to the CFO as the case may be, shall detach the covering letter bearing the identity of the Whistle Blower and process only the Protected Disclosure.
- 6.5 All Protected Disclosures should be addressed to the Whistle and Ethics Officer of the Company or CFO/ Chairman in exceptional cases. The contact details of the Whistle & Ethics Officer are as under:-

### **Name and Address –**

Amitabh Singh  
International Data Management Limited  
806, Siddhartha, 96 Nehru Place, New Delhi - 110019

- 6.6 Protected Disclosure against the Whistle & Ethics Officer should be addressed to the Chairman of the Company.

### **Name and Address**

Sashi Sekhar Mishra  
International Data Management Limited  
806, Siddhartha, 96 Nehru Place,  
New Delhi-110019

- 6.7 On receipt of the protected disclosure the Whistle and Ethics Officer / Chairman/ CFO, as the case may be, shall make a record of the Protected Disclosure and also ascertain from the complainant whether he was the person who made the protected disclosure or not. The record will include:

- Brief facts;
- Whether the same Protected Disclosure was raised previously by anyone, and if so, the outcome thereof;
- Whether the same Protected Disclosure was raised previously on the same subject;
- Details of actions taken by Whistle & Ethics Officer/ Chairman/ CFO for processing the complaint.
- The recommendations of the Whistle & Ethics Officer/ other action(s).

- 6.8 The Whistle and Ethics Officer / Chairman/ CFO, if deems fit, may call for further information or particulars from the complainant.

## 7. INVESTIGATION

- 7.1 All Protected Disclosures reported under this Policy will be thoroughly investigated by the Whistle Officers of the Company who will investigate / oversee the investigations. Whistle & Ethics Officer may at its discretion consider involving any investigators for the purpose of Investigation.
- 7.2 The decision to conduct an investigation taken into a Protected Disclosure by itself is not an acceptance of the accusation by the Authority and is to be treated as a neutral fact-finding process because the outcome of the investigation may or may not support accusation.
- 7.3 The identity of a Subject will be kept confidential to the extent possible given the legitimate needs of the investigation.
- 7.4 Unless there are compelling reasons not to do so, Subjects will be given reasonable opportunity for

hearing their side during the investigation. No allegation of wrongdoing against a Subject shall be considered as maintainable unless there is good evidence in support of the allegation.

- 7.5 Subjects shall have a duty to co-operate with the Whistle Officer(s) during investigation to the extent that such co-operation sought does not merely require them to admit guilt.
- 7.6 Subjects shall have right to access any document/information for their legitimate need to clarify/ defend themselves in the investigation proceedings.
- 7.7 Subjects shall have a responsibility not to interfere with the investigation. Evidence shall not be withheld, destroyed or tampered with, and witnesses shall not be influenced, coached, threatened or intimidated by the Subjects.
- 7.8 Subjects have a right to be informed of the outcome of the investigation. If allegations are not sustained, the Subjects shall be consulted as to whether public disclosure of the investigation results would be in the best interest of the Subject and the Company.
- 7.9 Whistle & Ethics Officer shall normally complete the investigation within 90 days of the receipt of protected disclosure.
- 7.10 In case of allegations against subject are substantiated by the Whistle & Ethics Officer in his report, then an opportunity to Subject will be given to explain his side.

## 8. PROTECTION

- 8.1 No unfair treatment will be meted out to a Whistle Blower by virtue of his/ her having reported a Protected Disclosure under this policy. The company, as a policy, condemns any kind of discrimination, harassment, victimization or any other unfair employment practice being adopted against Whistle Blowers. Complete protection will, therefore, be given to Whistle Blowers against any unfair practice like retaliation, threat or intimidation of termination / suspension of service, disciplinary action, transfer, demotion, refusal of promotion or the like including any direct or indirect use of authority to obstruct the Whistle Blower's right to continue to perform his duties / functions including making further Protected Disclosure. The Company will take steps to minimize difficulties, which the Whistle Blower may experience as a result of making the Protected Disclosure. Thus, if the Whistle Blower is required to give evidence in criminal or disciplinary

proceedings, the Company will arrange for the Whistle Blower to receive advice about the procedure, etc.

- 8.2 A Whistle Blower may report any violation of the above clause to the Chief Finance Officer/CFO, who shall investigate into the same and recommend suitable action to the management.
- 8.3 The identity of the Whistle Blower shall be kept confidential to the extent possible and permitted under law.
- 8.4 Any other Employee assisting in the said investigation shall also be protected to the same extent as the Whistle Blower.

## 9. SECRECY / CONFIDENTIALITY

- 9.1 The complainant, Whistle and Ethics Officer, the Subject and everybody involved in the process shall:
  - Maintain confidentiality of all matters under this Policy
  - Discuss only to the extent or with those persons as required under this policy for completing the process of investigations.
  - Not keep the papers unattended anywhere at any time
  - Keep the electronic mails / files under password.

## 10. DECISION

- 10.1 If an investigation leads the Whistle and Ethics Officer / CFO to conclude that an improper or unethical act has been committed, the Whistle & Ethics Officer/ CFO shall recommend to the management of the Company to take such disciplinary or corrective action as may be deemed fit. It is clarified that any disciplinary or corrective action initiated against the Subject as a result of the findings of an investigation pursuant to this Policy shall adhere to the applicable personnel or staff conduct and disciplinary procedures.
- 10.2 If the report of investigation is not to the satisfaction of the complainant, the complainant has the right to report the event to the appropriate legal or investigating agency. A complainant who makes false allegations of unethical & improper practices or about alleged wrongful conduct of the subject to the Whistle & Ethics Officer or the CFO shall be subject to appropriate disciplinary action in accordance with the rules, procedures and policies of the Company.

**11. REPORTING**

11.1 The Whistle & Ethics officer shall submit a report to the Chairman/CFO on a regular basis about all Protected Disclosures referred to him/her since the last report together with the results of investigations, if any.

**12. ACCESS TO CFO/CHAIRMAN**

12.1 The Whistle Blower shall have right to access Chairman directly in exceptional cases and the Chairman is authorized to prescribe suitable directions in this regard.

**13. COMMUNICATION**

13.1 A whistle Blower policy cannot be effective unless it is properly communicated to employees. The policy should be published on the website of the company.

**14. RETENTION OF DOCUMENTS**

14.1 All Protected disclosures in writing or documented along with the results of Investigation relating thereto, shall be retained by the Company for a period of 7 (seven) years

or such other period as specified by any other law in force, whichever is more.

**15. ADMINISTRATION AND REVIEW OF THE POLICY**

15.1 A half yearly report about the functioning of the Whistle Blower Mechanism shall be placed before the Board. A half yearly status report on the total number of compliant received if any during the period with summary of the findings of Whistle & Ethics Officer/CFO and corrective steps taken should be send to the Chairman of the company. The Chief Financial Officer shall be responsible for the administration, interpretation, application and review of this policy.

**16. AMENDMENT**

16.1 The Company reserves its right to amend or modify this Policy in whole or in part, at any time without assigning any reason whatsoever. However, no such amendment or modification will be binding on the Employees and Directors unless the same is notified to them in writing.

**Annexure 4**

Form No. MR-3

**SECRETARIAL AUDIT REPORT***(For the Financial year ended 31st March 2016)*

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

To,  
The Members,  
International Data Management Limited  
806, Siddhartha, 96, Nehru Place,  
New Delhi-110 019

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by International Data Management Limited (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me/us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the International Data Management Limited books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliancemechanism in place 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 International Data Management Limited for the financial year ended on 31st March 2016 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings. The Company is not having any FDI, ODI or ECB.

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

- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
- b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
- c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
- d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
- e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;
- i. The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulation, 2015;

vi. The Company has complied with various provisions of Labour Laws, Environmental Laws and other related Industry specific Laws to extent applicable to the Company.

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

- i. Secretarial Standards issued by The Institute of Company Secretaries of India.
- ii. The Listing Agreements entered into by the Company with Bombay Stock Exchange and other Stock Exchanges.

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

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. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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.

We further report that during the audit period the company has had no major events or actions which are having a major bearing on the company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards, etc. referred to above.

We further have to further state that

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our Audit.

2. 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. 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 the compliance of laws, rules, and regulations and happening of events etc.
5. The Compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of the procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

for Siddiqui & Associates  
Company Secretaries

Place New Delhi  
Date: 26th May, 2016

K.O.SIDDIQUI  
FCS 2229; CP 1284

## **Independent Auditor's Report**

### **To the Members of INTERNATIONAL DATA MANAGEMENT LIMITED**

#### **Report on the Standalone Financial Statements**

We have audited the accompanying financial statements of International Data Management Limited ('the Company'), which comprise the balance sheet as at 31st March 2016, the statement of Profit and Loss and the Cash Flow Statement for the period 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 standalone 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.

#### **Auditor's Responsibility**

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

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

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

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

#### **Opinion**

Subject to the matters stated in Emphasis of Matter, 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 31st March 2016 and its loss and its cash flow for the period ended on that date.

#### **Emphasis of Matter**

Without qualifying our report, we draw attention to

- i) Note 20: Though the Company has incurred losses far in excess of paid up capital and reserves, since the directors are looking for right opportunity to explore the similar line of business activity, the directors consider that it is appropriate to prepare the financial statements on going concern basis .
- ii) Note 21: In respect of one inter corporate loan amounting to Rs. 89.10 lacs, no confirmation has been received from the lender company .

iii) Note 2.1.g regarding deferred tax assets.

### Report on Other Legal and Regulatory Requirements

1. As required by Companies (Auditor's Report) Order, 2016 ('the order') issued by the central government of India in terms of sub-section (11) of Section 143 of the Act, we give in the Annexure-A, a statement on the matters specified in paragraphs 3 and 4 of the order, to the extent applicable :
2. As required by section 143(3) of the act, we report that:
  - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. In our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. The Balance Sheet, the statement of Profit And Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
  - d. In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;
  - e. On the basis of the written representations received from the directors as on 31st March 2016 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2016 from

being appointed as a director in terms of Section 164 (2) of the Act; and

- f. With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in Annexure B.
- g. With respect to the other matters 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 does not have any pending litigations which would impact its financial position except as stated in para 7 (c) of Annexure to Independent Auditor's Report.
  - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
  - iii. There were no amounts which required to be transferred to the Investor Education and Protection Fund by the Company.

#### For S.D. Chopra & Associates

Place : New Delhi  
Date : May 26, 2016

Chartered Accountants  
Firm Registration No. 003789N

**S.D. Chopra**  
Proprietor  
Membership No. 082537

### Annexure-A to Independent Auditor's Report -31st March 2016 INTERNATIONAL DATA MANAGEMENT LIMITED

(Referred to in our report of even date)

1. a) The Company has maintained proper records showing full particulars, including quantitative details and situation of all its fixed assets.
- b) The fixed assets have been physically verified by the Management during the period at reasonable intervals and no material discrepancies were noticed.
- c) None of the fixed assets have been disposed off during the period.

2. The Company did not have any stock at the end of the period
3. The Company has not granted any loans, secured or unsecured, to companies, firms or other parties covered in the register maintained under Section 189 of the Act.
4. In respect of loans, investments, guarantees, and security the provisions of section 185 and 186 of the Companies Act, 2013 have been complied with.
5. In our opinion, and according to the information and explanations given to us, the Company has not accepted deposits as per the directives issued by the Reserve Bank of India under the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed thereunder.

6. The Central Government has not prescribed maintenance of cost records under Section 148(1) of the Act, for any of the products of the Company.
7. (a) According to the records of the company, the company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, income tax, sales tax, cess and other statutory dues applicable to it.
- (b) According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, wealth tax, sale tax, service tax, custom duty and excise duty were outstanding as at 31st March 2016 for a period exceeding six months from the date they became payable.
- (c) According to the information and explanations given to us, there are no dues of, sales tax, income tax, custom duty, wealth tax, excise duty and cess which have not been deposited on account of any dispute except ESI.
- | Nature of the dues | Amount (Rs.) | Forum where dispute is pending                  |
|--------------------|--------------|---|
| ESI                | 6,76,777/-   | Joint Director, Regional Office ESI, New Delhi. |
- (d) According to the information and explanation given to us, there are no dues required to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act, 1956 (1 of 1956) and rules made there under.
8. In our opinion and according to the information and explanations given to us, the Company does not have any borrowings from financial institution, bank or debenture holders.
9. The company has not raised any money by way of initial public offer or further public offer (including debt instruments) and term loans during the period under review.
10. According to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the course of our audit.
11. Managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act.
12. The company is not a Nidhi Company. Hence, this clause is not applicable to the company.
13. All the transactions with the related parties are in compliance with sections 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements etc.
14. The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the period under review.
15. The company has not entered into any non-cash transactions with directors or persons connected with him.
16. The requirement of section 45-IA of the Reserve Bank of India Act, 1934 is not applicable to the company.

**For S.D. Chopra & Associates**

Place : New Delhi

Chartered Accountants

Date : May 26, 2016

Firm Registration No. 003789N

**S.D. Chopra**

Proprietor

Membership No. 082537

**Annexure-B to Independent Auditor's Report  
-31st March 2016 INTERNATIONAL DATA  
MANAGEMENT LIMITED**

**Report on the Internal Financial Controls  
under Clause (i) of Sub-section 3 of Section 143  
of the Act**

1. We have audited the internal financial controls over financial reporting of International Data Management Limited (the Company) as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the period ended on that date.

**Management's Responsibility for Internal  
Financial Controls**

2. 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 (ICAI). 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 Act.

### **Auditors' Responsibility**

3. 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 deemed to be prescribed under section 143(10) of the Act 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 ICAI. 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.
4. 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.
5. 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**

6. 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 authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls over Financial Reporting**

7. 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**

8. 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 S.D. Chopra & Associates**

Place : New Delhi  
Date : May 26, 2016

Chartered Accountants  
Firm Registration No. 003789N

### **S.D. Chopra**

Proprietor  
Membership No. 082537

**Balance Sheet as at March 31, 2016**

	<b>Notes</b>	<b>as at March 31, 2016 In Rupees ₹</b>	<b>as at June 30, 2015 In Rupees ₹</b>
<b>I. EQUITY AND LIABILITIES</b>			
<b>1 Shareholders' funds</b>			
(a) Share capital	3	22000000	22000000
(b) Reserves and surplus	4	-137218947	-136954340
<b>2 Non-current liabilities</b>			
(a) Trade Payables	6	12122772	12122775
<b>3 Current liabilities</b>			
(a) Short-term borrowings	5	103377181	103237181
(b) Trade payables	6	159486	22350
<b>TOTAL</b>		<b>440492</b>	<b>427965</b>
<b>II. ASSETS</b>			
<b>1 Non-current assets</b>			
(a) Fixed assets	7		
(i) Tangible Assets		59172	59172
(b) Long-term loans and advances	8	338390	338390
<b>2 Current assets</b>			
(a) Cash and cash equivalents	9	20458	30403
(b) Short-term loans and advances	9	22472	
<b>TOTAL</b>		<b>440492</b>	<b>427965</b>

Summary of significant accounting policies and Notes to financial statements

As per our report of even date attached

The accompanying notes are an integral part of the financial statements  
For and on behalf of Board

**S. D. CHOPRA**  
Proprietor  
Membership No. 82537  
For and on behalf of  
S D Chopra & Associates  
Chartered Accountants  
Firm Registration No. 003789N

Place: New Delhi  
Dated: May 26, 2016

Sunil Kumar Shrivastava  
Director  
DIN : 00259961  
Address : 12, Aakrti Appartment, I.P. Extn,  
Patparganj, Delhi-110092

K. S. Pathania  
C F O  
PAN : ACMPP1483G  
Add : B-113, New Delhi Ashok Nagar,  
Delhi-110096

Place : New Delhi  
Dated : May 26, 2016

Sashi Sekhar Mishra  
Director & Manager  
DIN : 03072330  
Address : H-126, Kilokari Jang Pura,  
Delhi-110014

Nishant Rana  
Company Secretary  
M. No. : ACS. 27652  
Add : 1183, V.P.O., Bijwasan, New  
Delhi-110061

**Statement of Profit and Loss for the period ended on March 31, 2016**

	<b>Notes</b>	<b>Period ended on March 31, 2016 In Rupees ₹</b>	<b>Year ended on June 30, 2015 In Rupees ₹</b>
<b>Continuing Operations</b>			
I.			
II.			
		-	-
	11	900,000	177,322
<b>III.</b>	<b>Total Revenue (I + II)</b>	<u>900,000</u>	<u>177,322</u>
IV.			
		-	6,991
	12	-	1,724
	13	-	-
	14	1,161,192	1,533,190
	Total expenses	<u>1,161,192</u>	<u>1,541,905</u>
<b>V.</b>	<b>Profit before exceptional and extraordinary items and tax (III-IV)</b>	-2,61,192	-1,364,583
VI.	Exceptional items	-	-
<b>VII.</b>	<b>Profit before extraordinary items and tax (V - VI)</b>	-2,61,192	-1,364,583
VIII.	Extraordinary Items	-	-
<b>IX.</b>	<b>Profit before tax (VII- VIII)</b>	-2,61,192	-1,364,583
X.	Tax expense:		
	(1) Current tax	-	-
	(2) Deferred tax	-	-
	(3) Tax for earlier years	<u>-3,415</u>	<u>-</u>
<b>XI.</b>	<b>Profit (Loss) for the year from continuing operations (IX-X)</b>	-264,607	-1,364,583
<b>Discontinuing Operations</b>			
XII.	Profit/(loss) from discontinuing operations	-	-
XIII.	Tax expense of discontinuing operations	-	-
<b>XIV.</b>	<b>Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)</b>	-	-
<b>XV.</b>	<b>Profit (Loss) for the period (XI + XIV)</b>	-264,607	-1,364,583
XVI.	Earnings per equity share:		
	(1) Basic computed on basis of profit from continuing operations	-0.12	-0.62
	(2) Diluted computed on basis of profit from continuing operations	-0.12	-0.62

**Summary of significant accounting policies and Notes to financial statements**

As per our report of even date attached

The accompanying notes are an integral part of the financial statements  
For and on behalf of Board

**S. D. CHOPRA**  
Proprietor  
Membership No. 82537  
For and on behalf of  
S D Chopra & Associates  
Chartered Accountants  
Firm Registration No. 003789N

Sunil Kumar Shrivastava  
Director  
DIN : 00259961  
Address : 12, Aakrti Appartment, I.P. Extn,  
Patparganj, Delhi-110092

Sashi Sekhar Mishra  
Director & Manager  
DIN : 03072330  
Address : H-126, Kilokari Jang Pura,  
Delhi-110014

Place: New Delhi  
Dated: May 26, 2016

K. S. Pathania  
C F O  
PAN : ACMPP1483G  
Add : B-113, New Delhi Ashok Nagar,  
Delhi-110096

Nishant Rana  
Company Secretary  
M. No. : ACS. 27652  
Add : 1183, V.P.O., Bijwasan, New  
Delhi-110061

Place : New Delhi  
Dated : May 26, 2016

**CASH FLOW STATEMENT FOR THE PERIOD ENDED MARCH 31, 2016**

	<b>Year Ended March 31, 2016 In Rupees ₹</b>	<b>Year ended June 30, 2015 In Rupees ₹</b>
<b>(A) Cash Flow from Operating Activities</b>		
Net Profit/ (Loss) before tax and extra-ordinary items from continuing operations	-261,192	-1,364,583
<u>Adjustments for:</u>		
Depreciation	-	6,989
Operating Profit/(Loss) before working capital changes	-261,192	-1,357,594
<u>Adjustments for:</u>		
Increase/(Decrease) in Trade receivables and Loans and Advances		
Increase/(Decrease) in Trade payables and Other Current Liabilities	114,662	-183,819
Cash generated from/(used in) operations	-146,530	-1,541,413
Direct tax paid	-3,415	
<b>Net Cash from/ (used in) Operating Activities (A)</b>	<b>-149,945</b>	<b>-1,541,413</b>
<b>(B) Cash flow from Investing Activities</b>		
Sale/Purchase of fixed Assets	-	-
Sale/Purchase of Shares/Securities	-	-
<b>Net Cash from/ (used in) investing activities (B)</b>	<b>0</b>	<b>0</b>
<b>(C) Cash flow from Financing Activities</b>		
Increase/Decrease in Loan	140,000	1,510,000
Received allotment money in arrears		
<b>Net cash from/ (used in) Financing Activities (C)</b>	<b>140,000</b>	<b>1,510,000</b>
<b>Total (A) + (B) + (C)</b>	<b>-9,945</b>	<b>-31,413</b>
Opening balance of Cash & Cash equivalents	30,403	61,816
Closing balance of Cash & Cash equivalents	20,458	30,403
<b>Net Increase/ (Decrease) in Cash and Cash Equivalents</b>	<b>(9,945)</b>	<b>(31,413)</b>

**Notes :**

1) Figures in the brackets indicate cash outflow.

**Summary of significant accounting policies and Notes to financial statements**

As per our report of even date attached

The accompanying notes are an integral part of the financial statements  
For and on behalf of Board

**S. D. CHOPRA**  
Proprietor  
Membership No. 82537  
For and on behalf of  
S D Chopra & Associates  
Chartered Accountants  
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Sunil Kumar Shrivastava  
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Place: New Delhi  
Dated: May 26, 2016

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Nishant Rana  
Company Secretary  
M. No. : ACS. 27652  
Add : 1183, V.P.O., Bijwasan, New  
Delhi-110061

Place : New Delhi  
Dated : May 26, 2016

## NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2016

### 1. Corporate information

International Data Management Limited (the company) is a public company domiciled in India and incorporated under the provisions of the Companies Act, 1956. Its shares are listed on Bombay stock exchange in India. The company's primary line of business had been Manufacturing of Computers and related Peripherals.

### 2. Basis of preparation

The financial statements of the company have been prepared in accordance with the generally accepted accounting principles in India (Indian GAAP). The company has prepared these financial statements to comply in all material respects with the accounting standards notified under the Companies (Accounting Standards) Rules, 2006, (as amended) and the relevant provisions of the Companies Act, 1956 read with the General Circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of section 133 of the Companies Act, 2013 ('The Act'). The financial statements have been prepared on an accrual basis and under the historical cost convention.

The accounting policies adopted in the preparation of financial statements are consistent with those of previous year.

#### 2.1 Summary of significant accounting policies

##### a. Use of estimates

The preparation of financial statements in conformity with Indian GAAP requires the management to make judgements, estimates and assumptions that affect the reported amounts of revenues, expenses, assets and liabilities and the disclosure of contingent liabilities, at the end of the reporting period. Although these estimates are based on the management's best knowledge of current events and actions, uncertainty about these assumptions and estimates could result in the outcomes requiring a material adjustment to the carrying amounts of assets or liabilities in future period.

##### b. Tangible fixed assets

Fixed assets are stated at cost/revalued amount where applicable, less depreciation. The cost comprises purchase price and directly attributable cost of bringing asset to its working condition for the intended use. Any

trade discounts and rebates are deducted in arriving at the purchase price.

##### c. Depreciation on tangible fixed assets

Depreciation on Fixed Assets is provided on straight-line basis at the rates and in the manner prescribed in Schedule II to the Companies Act, 2013.

##### d. Investments

Current Investments are carried at lower of cost or fair value

##### e. Retirement Benefits

The Company has the scheme for Provident, Gratuity and Superannuation funds which are recognised under the Income Tax laws. Contributions to these funds are provided according to the respective rules of the funds and debited to profit and loss account.

##### f. Provision For Bad And Doubtful Debts/ Advances

Provision is made in the accounts for bad and doubtful debts /advances which in the opinion of the Management are considered irrecoverable.

##### g. Income Taxes

Deferred tax assets as per Accounting Standard 22 has not been recognized and carried forward in view of absence of reasonable certainty about the sufficient future taxable income.

##### h. Earning per share

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period adjusted for the effects of all dilutive potential equity shares .

##### i. Contingent Liabilities

A contingent liability is a possible obligation that arises from past events whose existence will be confirmed by the occurrence or non occurrence of one or more uncertain future events beyond the control of the company or a present obligation that is not recognised because it is not probable that an outflow of resources will be required to settle the obligation. A contingent liability also arises in

extremely rare cases where there is a liability that cannot be recognised because it cannot be measured reliably. The company does not recognise a contingent liability but discloses its existence in the financial statements

Proprietor  
Membership No. 82537  
For and on behalf of  
S D Chopra & Associates  
Chartered Accountants  
Firm Registration No. 003789N

#### j. Cash and cash equivalents

Cash and cash equivalents for the purposes of cash flow statement comprise cash at bank and in hand.

Place: New Delhi  
Dated : May 26, 2016

### Notes to Financial Statement for the Year Ended March 31, 2016

#### 3. Share Capital

	As at <b>March 31, 2016</b> In Rupees ₹	As at <b>June 30, 2015</b> In Rupees ₹
<b>Authorised</b>		
75000 (30 June, 2015: 75000) 13% Redeemable cumulative Preference shares of Rs. 10/- each.	<b>750,000</b>	<b>750,000</b>
10925000 (30 June, 2015: 10925000) Equity Shares of Rs.10/- each	<b>109,250,000</b>	<b>109,250,000</b>
	<b>110,000,000</b>	<b>110,000,000</b>
<b>Issued, Subscribed &amp; Paid up</b>		
2200000 (30 June, 2015: 2200000 )Equity Shares of Rs. 10/- each	<b>22,000,000</b>	<b>22,000,000</b>
Less allotment money in arrears	-	-
<b>Total issued, subscribed and fully paid up share capital</b>	<b>22,000,000</b>	<b>22,000,000</b>
(Of the above (i) 8,50,170 shares were issued as fully paid bonus shares by capitalisation of reserves, and (ii) 4,40,000 shares were issued on part conversion of debentures)		

#### a. Reconciliation of shares outstanding at the beginning and at the end of the reporting period

	As at <b>March 31, 2016</b>		As at <b>June 30, 2015</b>	
	<b>Number</b>	In Rupees	<b>Number</b>	In Rupees
<b>Equity Shares</b>				
Shares outstanding at the beginning of the year	2,200,000	22,000,000	2,200,000	22,000,000
Shares Issued during the year	-	-	-	-
Shares bought back during the year	-	-	-	-
Shares outstanding at the end of the year	<b>2,200,000</b>	<b>22,000,000</b>	<b>2,200,000</b>	<b>22,000,000</b>

#### b. Terms/rights attached to equity shares

The company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity shares is entitled to one vote per share. The company declares and pays dividends in Indian rupees. The dividend proposed by the Board of Directors if any, is subject to approval of the shareholders in ensuing Annual General Meeting.

In the event of liquidation of the company, the holders of the equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders

#### c. Details of shareholders holding more than 5% shares in the company

	As at <b>March 31, 2016</b>		As at <b>June 30, 2015</b>	
	<b>Number</b>	% holding	<b>Number</b>	% holding
<b>Equity Shares of Rs. 10 each fully paid</b>				
HCL Corporation Private Limited	490,125	22.28	490,125	22.28

\*HCL Corporation Private Limited was formerly known as Guddu Investments (Pondi) Private Limited

As per records of the company, including its register of shareholders/members and other declarations received from shareholders regarding beneficial interest, the above shareholding represents both legal and beneficial ownerships of shares

## 4. Reserves and Surplus

	As at March 31, 2016 In Rupees ₹	As at June 30, 2015 In Rupees ₹
<b>a. Capital Redemption Reserve</b>		
Opening Balance	600,000	600,000
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	600,000	600,000
<b>b. Capital Reserve</b>		
Opening Balance	34,554,000	34,554,000
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	34,554,000	34,554,000
<b>c. Securities Premium Reserve</b>		
Securities Premium Account (On shares allotted during 1986-87)	1,760,000	1,760,000
<b>Less: Unpaid</b>		
Opening Balance	1,760,000	1,760,000
Add : Securities premium credited on Share issue	-	-
Less : Premium Utilised	-	-
Closing Balance	1,760,000	1,760,000
<b>c. Profit and Loss Account</b>		
Opening balance	-173,868,340	-172,503,757
(+) Net Profit/(Net Loss) for the current year	-264,607	-1,364,583
Closing Balance	-174,132,947	-173,868,340
<b>Total Reserves and Surplus</b>	<b>-137,218,947</b>	<b>-136,954,340</b>

## 5. Short term Borrowings

	As at March 31, 2016 In Rupees ₹	As at June 30, 2015 In Rupees ₹
Interest free loan (repayable on demand)	103,377,181	103,237,181
	<b>103,377,181</b>	<b>103,237,181</b>
The above amount represents		
<b>Unsecured borrowings</b>	<b>103,377,181</b>	<b>103,237,181</b>
	<b>103,377,181</b>	<b>103,237,181</b>

## 6. Trade Payables

	Non Current		Current	
	March 31, 2016 In Rupees	June 30, 2015 In Rupees	March 31, 2016 In Rupees	June 30, 2015 In Rupees
Sundry Creditors	12,122,772	12,122,775	159,486	22,350
	<b>12,122,772</b>	<b>12,122,775</b>	<b>159,486</b>	<b>22,350</b>

**7. Fixed Assets**

(In Rupees)

	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at July 1, 2015	Addition during the Year	Deduction during the Year	As at March 31, 2016	As at July 1, 2015	Addition during the Period	Deduction during the Period	As at March 31, 2016	As at March 31, 2016	As at June 30, 2015
<b>Tangible Assets :</b>										
Land	59172	-	-	59172	-	-	-	-	59172	59172
Furniture & Fixtures and										
Office Equipments	302799	-	302799		302799	-	302799			
Total	361971		302799	59172	302799		302799		59172	59172
Previous Year	596971		235000	361971	530808	6991	235000	302799	59172	

**8. Long -Term Loans and Advances**

	<b>March 31, 2016</b>	<b>June 30, 2015</b>
	<b>In Rupees</b>	<b>In Rupees</b>
	₹	₹
<b>Deposit</b>		
Unsecured, considered good	-	-
	<b>0</b>	<b>0</b>
<b>Other Loans and Advances</b>	338,390	338,390
	<b>338,390</b>	<b>338,390</b>

**9. Cash and Cash equivalents**

	<b>March 31, 2016</b>	<b>June 30, 2015</b>
	<b>In Rupees</b>	<b>In Rupees</b>
	₹	₹
<b>Cash and Cash equivalents</b>		
Balance with banks :		
On current accounts	11,990	14,836
Cash on Hand	8,468	15,567
	<b>20,458</b>	<b>30,403</b>

**10. Short -Term Loans and Advances**

	<b>March 31, 2016</b>	<b>June 30, 2015</b>
	<b>In Rupees</b>	<b>In Rupees</b>
	₹	₹
Unsecured, considered good		
Other Loans and Advances	22,472	-
	<b>22,472</b>	<b>-</b>

11. **Other Income**

	Period Ended March 31, 2016 In Rupees ₹	Year Ended June 30, 2015 In Rupees ₹
<b>Other Income</b>		
Unclaimed credit balances of creditors w/off	900000	177322
	<u>900000</u>	<u>177322</u>

12. **Depreciation and amortisation expense**

	Period Ended March 31, 2016 In Rupees ₹	Year Ended June 30, 2015 In Rupees ₹
Depreciation of tangible assets	-	6991
	<u>-</u>	<u>6991</u>

13. **Finance Cost**

	Period Ended March 31, 2016 In Rupees ₹	Year Ended June 30, 2015 In Rupees ₹
Bank Charges	-	1724
	<u>-</u>	<u>1724</u>

14. **Other Expenses**

	Period Ended March 31, 2016 In Rupees ₹	Year Ended June 30, 2015 In Rupees ₹
Communication	481005	496557
Printing & Stationery	267750	169400
Interest on TDS	1216	-
Legal & Professional Expenses	135671	142709
Auditor's Remuneration	48247	52387
Listing Fees	-	337080
Miscellaneous Expenses	8729	96125
Demat & E-Voting Charges	52500	78829
Advertising & Publication	57165	17967
Prior Period expenses	3000	7909
Annual General Meeting expenses	105909	134227
	<u>1,161,192</u>	<u>1,533,190</u>

**Payment to Auditor**

	Period Ended March 31, 2016 In Rupees ₹	Year Ended June 30, 2015 In Rupees ₹
<b>As auditor :</b>		
Audit fee	18750	18750
Limited review	17160	16855
<b>In other Capacity :</b>		
Certification	2850	8427
Reimbursement of expenses	9487	8355
	<u>48247</u>	<u>52387</u>

15. **Earnings per share (EPS)**

The following reflects the profit and share data used in the basic and diluted EPS computations:

<b>Total operations for the year</b>	Period Ended	Year Ended
	March 31, 2016	June 30, 2015
	In Rupees	In Rupees
	₹	₹
Net Profit/(Loss) after tax for calculation of basic EPS	-264607	-1364583
	<b>-264607</b>	<b>-1364583</b>
Net Profit/(Loss) after tax for calculation of diluted EPS	-264607	-1364583
	-264607	-1364583
	<b>No.</b>	<b>No.</b>
Weighted average number of equity shares in calculating basic EPS	2200000	2200000
Weighted average number of equity shares in calculating diluted EPS	2200000	2200000
Earnings per equity share:		
(1) Basic computed on basis of profit from continuing operations	-0.12	-0.62
(2) Diluted computed on basis of profit from continuing operations	-0.12	-0.62

16. **Related party disclosures****Name of related parties and related party relationship**

a. Investing Party (To which the company is an associate)

HCL Corporation Private Limited

b. Key Management Personnel

Ms. Rita gupta, Director  
 Mr. P.S. Ravishankar, Director  
 Mr. Suresh Chand Sharma, Director  
 Mr.Sashi Sekhar Mishra, Director & Manager  
 Mr. Sunil Kumar Shrivastava, Director  
 Mr. Nishant Rana, Company Secretary  
 Mr. K.S.Pathania, CFO

**c) Summary of Related party disclosures****a) Disclosure of related party transactions:**

	In Rupees	
	2015-16	2014-15
HCL Corporation Private Limited		
Amount Received during the year	1040000	1510000
Amount Refunded during the year	0	0

**b) Loans taken and repayment thereof**

	In Rupees	
	March 31, 2016	June 30, 2015
HCL Corporation Private Limited		
Unsecured Loan	78,757,181	77,717,181
Sundry Creditors	7,251,471	7,251,471

17. **Contingent Liabilities**

	<b>In Rupees</b>	
	<b>2016</b>	<b>2015</b>
ESI Demand not acknowledged as debt and to the extent not provided for	676777	676777
Less: Amount deposited and shown as recoverable	338390	338390
Balance	<b>338387</b>	<b>338387</b>

18. Sundry creditors due to Small Scale Industries as on 31st March 2016 is nil.
19. The accumulated losses as on 31st March, 2016 have exceeded the paid up capital and Reserves of the company. Considering the future of the products in which company was dealing, the management is of the view that the provision of The Sick Industrial Companies (Special Provisions) Act, 1985 are not applicable to the Company.
20. The company's accumulated losses as at 31st March, 2016 far exceed its paid up capital and reserves as at that date. The Company's business operation has also thinned down due to paucity of working capital. Since the Director's are looking for right opportunity to explore the similar line of business of activity, the Directors consider that it is appropriate to prepare the financial statements on going concern basis.
21. No Confirmation has been received in respect of one intercorporate loan of Rs. 89,10,000/- outstanding as at 31st March, 2016.
22. The Company has not provided interest on the inter corporate loans of Rs. 10,33,77,181/- as the lenders have agreed to waive the same except for one lender from whom no communication has been received.
23. Figure for current period are from 01/07/2015 to 31/03/2016 and to that extent are not comparable with these for the previous year. Previous year's figure have been regrouped/rearrange to compare to current year's presentation.

## Summary of significant accounting policies and Notes to financial statements

As per our report of even date attached

The accompanying notes are an integral part of the financial statements  
For and on behalf of Board

**S. D. CHOPRA**  
Proprietor  
Membership No. 82537  
For and on behalf of  
S D Chopra & Associates  
Chartered Accountants  
Firm Registration No. 003789N

Place: New Delhi  
Dated: May 26, 2016

Sunil Kumar Shrivastava  
Director  
DIN : 00259961  
Address : 12, Aakrti Appartment, I.P. Extn,  
Patparganj, Delhi-110092

K. S. Pathania  
C F O  
PAN : ACMPP1483G  
Add : B-113, New Delhi Ashok Nagar,  
Delhi-110096

Place : New Delhi  
Dated : May 26, 2016

Sashi Sekhar Mishra  
Director & Manager  
DIN : 03072330  
Address : H-126, Kilokari Jang Pura,  
Delhi-110014

Nishant Rana  
Company Secretary  
M. No. : ACS. 27652  
Add : 1183, V.P.O., Bijwasan, New  
Delhi-110061



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