

**ANNUAL REPORT
2016-2017**

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

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

DIRECTORS' REPORT**To the Members****International Data Management Limited**

The Board of Directors of the Company presents herewith the Fortieth Annual Report together with the Audited Accounts of the Company for period ended 31st March, 2017.

1. FINANCIAL HIGHLIGHTS

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

Particulars	Financial Year Ended March 31, 2017	Financial Year Ended March 31, 2016
Total Income	0	9,00,000
Total Expenses	14,43,593	11,61,192
Profit/ (Loss)	(14,43,593)	(2,61,192)
Depreciation	0	0
Profit/ (Loss) Before finance Cost	(14,43,293)	(2,61,192)
Finance Cost	300	0
Profit/ (Loss) Before Tax	(14,43,593)	(2,61,192)
Tax Expense	0	(3,415)
Profit/ (Loss) After Tax	(14,43,593)	(2,64,607)
Accumulated Losses	(13,86,62,541)	(13,72,18,947)

2. STATE OF COMPANY'S AFFAIRS

During the year under review loss of Rs. 14,43,593/- has been reported by the company as against the loss of Rs. 2,61,192/- 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 financial year 2016-17, No amount was transferred to reserves.

3. 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.

4. 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**].

5. MEETING OF THE BOARD

The Board met 6 (Six) times during the Financial Year 2016-17, the details of which are given below:

9-May-16	26-May-2016	27-Jul-16
09-Nov-16	26-Dec-2016	02-Feb-17

6. ASSOCIATE COMPANY

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

7. 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

8. 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, 2017; 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, 2017 and of the loss of the Company for the said period;
- 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 financial year ended on 31st March, 2017 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.

9. 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) Regulations, 2015.

10. 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) Regulations, 2015, the management's discussion and analysis is not applicable on the Company. Since the Company is not having any operations the information as required is not provided.

11. 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.

12. 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].

13. 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.

14. 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.

15. MATERIAL CHANGES AND COMMITMENTS

During the period between the close of accounting year and date of report, there was no material changes and commitments that affects the financial position of the Company.

16. 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.

17. 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

18. 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 5 (Five) times during the Financial Year 2016-17 on 26-May-16, 27-Jul-16, 26-Dec-16, 09-Nov-16 and 02-Feb-17. 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 2016-17, the Committee met once on 25th December, 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

The Nomination and Remuneration Committee Policy of the Company is Annexed to this Report (Annexure 2)

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 2016-17, the Committee met once on 25th December, 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. The vigil mechanism policy of the Company is Annexed to this Report (Annexure 3)

19. 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 26th December, 2016.

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

- i. Review the performance of non-independent directors and the board as a whole;
- ii. Review the performance of the chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- iii. 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
- iv. Review the responsibility of independent directors with regards to internal financial controls.

20. AUDITORS AND AUDITORS' REPORT

Statutory Auditors

In terms of Section 139(2) of the Companies Act, 2013 an Auditor firm can be appointed as statutory auditor of the Company for a maximum period of 10 years i.e. two terms of 5 years each. Since, M/s S D Chopra & Associates has been associated with the Company for more than 10 years, the maximum tenure for which M/s S D Chopra & Associates can be appointed was for 3 years in terms of Rule 6 of Companies (Audit and Auditors) Rules, 2014. Accordingly, the Company at their 37th AGM has appointed M/s S D Chopra & Associates till the conclusion of 40th AGM. In view of the above and pursuant to Section 139 of Companies Act, 2013, the Company shall be required to rotate its statutory auditors by appointing M/s Purushothaman Bhutani & Co. as Statutory Auditors.

In view of the above, the Board proposes the appointment of M/s Purushothaman Bhutani & Co., Chartered Accountants, New Delhi (FRN 005484N) in the ensuing Annual General Meeting, as Statutory Auditors of the Company to hold office for a period of five years i.e. from the conclusion of this Meeting till the conclusion of the 45th Annual General Meeting of the Company to be held in the year 2022, in place of the retiring Auditors, M/s S.D Chopra & Associates (FRN 003789N) Chartered Accountants.

The Auditors' Report with notes to accounts are self-

explanatory and, therefore, do not call for further comments. The notes No's 2.1(g), 22 & 25 on the Financial Statements referred to in the Auditors' Report under "Emphasis of Matters" are self-explanatory and do not call for any further comments from the Directors. 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 2016-17 i.e. from 1st April, 2016 to 31st March, 2017. 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.

21. 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.

22. PARTICULARS OF EMPLOYEES

During the year under review, there are no employees in the Company. Therefore, Section 134 of the Companies Act, 2013 does not apply.

23. 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.

24. 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.

25. MANAGERIAL REMUNERATION

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

26. 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.

27. 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.

28. 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: 30th May, 2017**

**Sunil K Srivastava
Director
DIN: 00259961
Address: 12, Aakriti Apartments, I.P. Extn.,
Patparganj, Delhi-110092**

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

Annexure 1

FORM MGT - 9 EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31st March, 2017

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

I. REGISTRATION AND OTHER DETAILS:

1.	CIN	L72300DL1977PLC008782
2.	Registration Date	09/11/1977
3.	Name of the Company	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, 1st 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 for 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	
A. Promoters									
(1) Indian									
(a) Individual/ HUF	0	0	0	0	0	0	0	0	0
(b) Central Govt	0	0	0	0	0	0	0	0	0
(c) State Govt (s)	0	0	0	0	0	0	0	0	0
(d) Bodies Corp.	490125	67720	557845	25.36	490125	67720	557845	25.36	0
(e) Banks/ FI	0	0	0	0	0	0	0	0	0
(f) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (1):-	490125	67720	557845	25.36	490125	67720	557845	25.36	0
(2) Foreign									
(a) NRIs - Individuals	0	0	0	0	0	0	0	0	0
(b) Other – Individuals	0	0	0	0	0	0	0	0	0
(c) Bodies Corp.	0	0	0	0	0	0	0	0	0
(d) Banks / FI	0	0	0	0	0	0	0	0	0
(e) Any Other....	0	0	0	0	0	0	0	0	0
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	490125	67720	557845	25.36	490125	67720	557845	25.36	0

(b) Public Shareholding									
1. Institutions									
(a) Mutual Funds									
(b) Banks / FI	0	150	150	0.01	0	150	150	0.01	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
Sub-total (B)(1):-	0	150	150	0.01	0	150	150	0.01	0
2. Non-Institutions	00	29325	29325	1.33	328	28625	28953	1.32	0.01
(a) Bodies Corp.									
(i) Indian									
(ii) Overseas									
(b) Individuals	12300	1480505	1492805	67.85	38222	1444855	1483077	67.41	0.44
(i) Individual shareholder sholding nominal share capital upto Rs. 1 lakh									
(ii) Individual shareholder sholding nominal share capital in excess of Rs. 1 lakh	0	94500	94500	4.30	30000	74600	104600	4.75	-0.45
© Others(specify)									
Hindu Undivided Family (HUF)	0	1450	1450	0.07	0	1450	1450	0.07	0
NRI/OCBs	50	17250	17300	0.79	50	17250	17300	0.79	0
Trusts	6625		6625	0.30	6625		6625	0.30	0
Sub-total (B)(2):-	18975	1623030	1642005	74.64	75225	1566780	1642005	74.64	0
Total Public Shareholding (B)=(B)(1)+(B)(2)	18975	1623180	1642155	74.64	75225	1566930	1642155	74.64	0

C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0
Grand Total (A+B+C)	509100	1690900	2200000	100	565350		2200000	100	

(ii) Shareholding of Promoters

Sl.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	-
Total		557845	25.36	0	557845	25.36	0	-

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

Sl. No.	NO CHANGE	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.	Ranjit N	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
	For each of Top 10 Shareholders				
	At the beginning of the year	74600	3.39	74600	3.39
	Date wise Increase / Decrease in Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	74600	3.39	74600	3.39
	Total	74600	3.39	74600	3.39
2.	Dilip Lallubhai Javeri	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	19900	0.90	-	-
	Sale of Shares on 24/03/2017	-	-	19900	0.90
	At the End of the year (or on the date of separation, if separated during the year)	-	-	-	-
	Total	-	-	-	-
3.	Swedeshi Roadline Limited	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	9700	0.44	9700	0.44
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	9700	0.44	9700	0.44
	Total	9700	0.44	9700	0.44

4.	S G Singh	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	9000	0.41	9000	0.41
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	9000	0.41	9000	0.41
	Total	9000	0.41	9000	0.41
5.	Rahul DilipbhaiJhaveri	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	0	0	0	0
	Purchase of Share on 20/02/2017	0	0	5000	0.23
	Purchase of Share on 24/03/2017	0	0	25000	1.13
	At the End of the year (or on the date of separation, if separated during the year)	0	0	30000	1.36
	Total	0	0	30000	1.36
6.	Custodian A/c Deepika A Mehta/ Sudhir S Mehta	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	6625	0.30	6625	0.30
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	6625	0.30	6625	0.30
	Total	6625	0.30	6625	0.30
7.	K.N Modi	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	6500	0.30	6500	0.30
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	6500	0.30	6500	0.30
	Total	6500	0.30	6500	0.30
8.	Sanjay Krishan U/G/O Anjali Krishan	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	6000	0.27	6000	0.27
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	6000	0.27	6000	0.27
	Total	6000	0.27	6000	0.27
9.	Pradeep Soneja	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	5000	0.23	5000	0.23
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL
	At the End of the year (or on the date of separation, if separated during the year)	5000	0.23	5000	0.23
	Total	5000	0.23	5000	0.23
10.	Bhagwat Devidayal	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	4700	0.21	4700	0.21
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase /decrease (e.g. allotment /transfer / bonus/ sweat equity etc):	NIL	NIL	NIL	NIL

	At the End of the year (or on the date of separation, if separated during the year)	4700	0.21	4700	0.21
	Total	4700	0.21	4700	0.21

(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
Indebtedness at the beginning of the financial year				
i) Principal Amount	0	103,377,181	0	103,377,181
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	103,377,181	0	103,377,181
Change in Indebtedness during the financial year				
• Addition	0	15,00,000	0	15,00,000
Reduction	-	-	-	-

Net Change	0	15,00,000	0	15,00,000
Indebtedness at the end of the financial year				
I) Principal Amount	0	104,877,181	0	104,877,181
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	104,877,181	0	104,877,181

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	-	-	-	-		
	Total	-	-	-	-		

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)
A.COMPANY					
PenaltyNIL	-	-	-	-	
Punishment	NIL	-	-	-	-
Compounding	NIL	-	-	-	-
B.DIRECTORS					
PenaltyNIL	-	-	-	-	
Punishment	NIL	-	-	-	-
Compounding	NIL	-	-	-	-
C.OTHER OFFICERS IN DEFAULT					
PenaltyNIL	-	-	-	-	
Punishment	NIL	-	-	-	-
Compounding	NIL	-	-	-	-

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

**Place : New Delhi
Date: 30thMay, 2017**

Sunil K Srivastava

Director

DIN: 00259961

**Address: 12, Aakriti Apartments, I.P. Extn.,
Patparganj, Delhi-110092**

Sashi Sekhar Mishra

Director & Manager

DIN: 03072330

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

Annexure 2

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 Non-executive 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;
- 2.1.2. identify persons who are qualified to become directors and who may be appointed in senior management;

- 2.1.3. 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 Non- executive 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 2017)**

[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 2017** complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

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 2017** 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. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act. Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting. Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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 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: 30.05. 2017

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 2017, the statement of Profit and Loss and the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation and presentation of these 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 2017 and its loss and its cash flow for the year ended on that date.

Emphasis of Matter

Without qualifying our report, we draw attention to:

- i) Note 2.1.g: regarding deferred tax assets.
- ii) Note 19: 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 .
- iii) Note 20: regarding non- reconciliation and non- confirmations of Loans and trade payables being shown as liabilities to various parties.

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 2017 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2017 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.

- iv. The company has provided requisite disclosures in its financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 08th November, 2016 to 30th December, 2016 and these are in accordance with the books of accounts maintained by the company. (Refer Note no. 21 to financial statements)

Place: New Delhi **For S.D. Chopra & Associates**
Date: 30.05.2017 Chartered Accountants

Firm Registration No. 003789N

S.D. Chopra
Proprietor
Membership No. 082537

Annexure-A to Independent Auditor's Report - 31st March 2017

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 year at reasonable intervals and no material discrepancies were noticed.
 - c) None of the fixed assets have been disposed off during the year.
2. The Company did not have any stock at the end of the year
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 there under.
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 2017 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.

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 year 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 year

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.

Place: New Delhi **For S.D. Chopra & Associates**
 Date: 30.05.2017 Chartered Accountants
 Firm Registration No. 003789N

S.D. Chopra
 Proprietor
 Membership No. 082537

Annexure-B to Independent Auditor's Report - 31st March 2017

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, 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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 years 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, 2017, 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.

Place: New Delhi
Date: 30.05.2017

For S.D. Chopra & Associates
Chartered Accountants
Firm Registration No. 003789N

S.D. Chopra
Proprietor
Membership No. 082537

Balance Sheet as at March 31, 2017

	Notes	as at March 31, 2017 In Rupees	as at March 31, 2016 In Rupees
I. EQUITY AND LIABILITIES			
1 Shareholders' funds			
(a) Share capital	3	22000000	22000000
(b) Reserves and surplus	4	-138662541	-137218947
2 Non-current liabilities			
(a) Trade Payables	6	12138761	12122772
3 Current liabilities			
(a) Short-term borrowings	5	104877181	103377181
(b) Trade payables	6	68073	159486
TOTAL		421474	440492
II. ASSETS			
1 Non-current assets			
(a) Fixed assets	7		
(i) Tangible Assets		59172	59172
(b) Long-term loans and advances	8	338390	338390
2 Current assets			
(a) Cash and cash equivalents	9	23912	20458
(b) Short-term loans and advances	10	0	22472
TOTAL		421474	440492
Summary of significant accounting policies and Notes to financial statements	1 to 23		

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-92

Sashi Sekhar Mishra
Director
DIN : 03072330
Address : H-126, Kilokari
Jangpura, Delhi-110014

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

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

Place: New Delhi
Dated: May 30, 2017

Statement of Profit and Loss for the Year ended on March 31, 2017

	Notes	as at March 31, 2017 In Rupees	as at March 31, 2016 In Rupees
Continuing Operations			
I. Revenue from operations		-	-
II. Other income	11	-	900,000.00
III. Total Revenue (I + II)		-	900,000.00
IV. Expenses:			
Finance cost	12	300	-
Other expenses	13	1,443,293	1,161,192
Total expenses		1,443,593	1,161,192
V. Profit before exceptional and extraordinary items and tax (III-IV)		-1,443,593	-261,192
VI. Exceptional items		-	-
VII. Profit before extraordinary items and tax (V - VI)		-1,443,593	-261,192
VIII. Extraordinary Items		-	-
IX. Profit before tax (VII- VIII)		-1,443,593	-261,192
X. Tax expense:			
(1) Current tax		-	-
(2) Deferred tax		-	-
(3) Tax for earlier years		-	-3,415
XI. Profit (Loss) for the period from continuing operations (IX-X)		-1,443,593	-264,607
Discontinuing Operations			
XII. Profit/(loss) from discontinuing operations		-	-
XIII. Tax expense of discontinuing operations		-	-
XIV. Profit/(loss) from Discontinuing operations (after tax) (XII-XIII)		-	-
XV. Profit (Loss) for the period (XI + XIV)		-1,443,593	-264,607
XVI. Earnings per equity share:			
(1) Basic computed on basis of profit from continuing operations		-0.66	-0.12
(2) Diluted computed on basis of profit from continuing operations		-0.66	-0.12
Summary of significant accounting policies and Notes to financial statements	1 to 23		

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

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

Place: New Delhi
Dated: May 30, 2017

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2017

	Year ended March 31, 2017 In Rupees	Year ended March 31, 2016 In Rupees
(A) Cash Flow from Operating Activities		
Net Profit/ (Loss) before tax and extra-ordinary items from continuing operations	-1,443,593	-261,192
Adjustments for:		
Depreciation		
Operating Profit/(Loss) before working capital changes	-1,443,593	-261,192
Adjustments for:		
Increase/(Decrease) in Trade receivables and Loans and Advances	22,472	
Increase/(Decrease) in Trade payables and Other Current Liabilities	-75,423	114,662
Cash generated from/(used in) operations	-1,496,544	-146,530
Direct tax paid		-3,415
Net Cash from/(used in) Operating Activities (A)	-1,496,544	-149,945
(B) Cash flow from Investing Activities		
Sale/Purchase of fixed Assets	-	-
Sale/Purchase of Shares/Securities	-	-
Net Cash from/ (used in) investing activities (B)	0	0
(C) Cash flow from Financing Activities		
Increase/Decrease in Loan	1,500,000	140,000
Received allotment money in arrears		
Net cash from/(used in) Financing Activities ©	1,500,000	140,000
Total (A) + (B) + ©	3,456	(9,945)
Opening balance of Cash & Cash equivalents	20,458	30,403
Closing balance of Cash & Cash equivalents	23,912	20,458
Net Increase/ (Decrease) in Cash and Cash Equivalents	3,456	(9,945)

Summary of Significant accounting policies and

Notes to financial statements

1 to 23

CASH FLOW STATEMENT NOTE

- 1 The above Cash flow statement has been prepared under the indirect method set out in Accounting Standard notified under Section 211(3C) [Companies (Accounting Standard) Rules, 2006, as amended] and other relevant provision of the Companies Act, 2013.
- 2 Cash and cash equivalents includes cash in hand, balances with scheduled banks in current accounts. (Refer to Note 9 of the financials Statements) (Refer to Note 9 of the financials 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

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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 30, 2017

NOTES TO FINANCIAL STATEMENTS FOR THE PERIOD ENDED MARCH 31, 2017
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

Provisions 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

S. D. CHOPRA
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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 30, 2017

Notes to financial statements for the year ended on March 31, 2017

3. Share Capital

	As at March 31, 2017 In Rupees	As at March 31, 2016 In Rupees
Authorised		
75000 (31st March, 2016: 75000) 13% Redeemable cumulative Preference shares of Rs. 10/- each.	750,000	750,000
10925000 (31st March, 2016: 10925000) Equity Shares of Rs.10/- each	109,250,000	109,250,000
	110,000,000	110,000,000
Issued, Subscribed & Paid up		
2200000 (31st March, 2016: 2200000) Equity Shares of Rs. 10/- each	22,000,000	22,000,000
Less allotment money in arrears	-	-
Total issued, subscribed and fully paid up share capital	22,000,000	22,000,000
(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 March 31, 2017		As at March 31, 2016	
	<u>Number</u>	<u>In Rupees</u>	<u>Number</u>	<u>In Rupees</u>
Equity Shares				
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	<u>2,200,000</u>	<u>22,000,000</u>	<u>2,200,000</u>	<u>22,000,000</u>

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 March 31, 2017		As at March 31, 2016	
	<u>Number</u>	<u>% holding</u>	<u>Number</u>	<u>% holding</u>
Equity Shares of Rs. 10 each fully paid				
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, 2017 In Rupees	As at March 31, 2016 In Rupees
a. Capital Redemption Reserve		
Opening Balance	600,000	600,000
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	600,000	600,000
b. Capital Reserve		
Opening Balance	34,554,000	34,554,000
(+) Current Year Transfer	-	-
(-) Written Back in Current Year	-	-
Closing Balance	34,554,000	34,554,000
c. Securities Premium Reserve		
Securities Premium Account (On shares allotted during 1986-87)	1,760,000	1,760,000
Less: Unpaid		
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
d. Profit and Loss Account		
Opening balance	-174,132,947	-173,868,340
(+) Net Profit/(Net Loss) for the current year	-1,443,593	-264,607
Closing Balance	-175,576,540	-174,132,947
Total Reserves and Surplus	-138,662,540	-137,218,947

5. Short term Borrowings

	As at March 31, 2017 In Rupees	As at March 31, 2016 In Rupees
Interest free loan (repayable on demand)	104,877,181	103,377,181
	104,877,181	103,377,181
The above amount represents		
Unsecured borrowings	104,877,181	103,377,181
	104,877,181	103,377,181

6. Trade Payables

	Non Current		Current	
	March 31, 2017 In Rupees	March 31, 2016 In Rupees	March 31, 2017 In Rupees	March 31, 2016 In Rupees
Sundry Creditors	12,138,761	12,122,772	68,073	159,486
	12,138,761	12,122,772	68,073	159,486

7. Fixed Assets

(In Rupees)

	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	As at April 1,2016	Addition during the Year	Deduction during the Year	As at March 31, 2017	As at April 1,2016	Addition during the Year	Deduction during the Year	As at March 31, 2017	As at March 31, 2017	As at March 31, 2016
Tangible Assets :										
Land	59172	-	-	59172	-	-	-		59172	59172
	59172			59172					59172	59172
Previous Year	361971		302799	59172	302799		302799		59172	

8. Long -Term Loans and Advances

	March 31, 2017	March 31, 2016
	In Rupees	In Rupees
Deposit		
Unsecured, considered good		
Other Loans and Advances	338,390	338,390
	<u>338,390</u>	<u>338,390</u>

9. Cash and Cash equivalents

	As at March 31, 2017	As at March 31, 2016
	In Rupees	In Rupees
Cash and Cash equivalents		
Balance with banks :		
On current accounts	7,937	11,990
Cash on Hand	15,975	8,468
	<u>23,912</u>	<u>20,458</u>

10. Short -Term Loans and Advances

	As at March 31, 2017	As at March 31, 2016
	In Rupees	In Rupees
Unsecured, considered good		
Other Loans and Advances	-	22,472
	<u>-</u>	<u>22,472</u>

11. Other Income

	Year Ended March 31, 2017	Period Ended March 31, 2016
	In Rupees	In Rupees
Other Income		
Unclaimed credit balances of creditors w/off	0	900000
	<u>0</u>	<u>900,000</u>

	Year Ended March 31, 2017 In Rupees	Year Ended March 31, 2016 In Rupees
12. Finance Cost		
Bank charges	300	0
	<u>300</u>	<u>0</u>
13. Other Expenses		
	Year Ended March 31, 2017 In Rupees	Period Ended March 31, 2016 In Rupees
Communication	558655	481005
Printing & Stationery	161595	267750
Interest on TDS	107	1216
Legal & Professional Expenses	236200	135671
Auditor's Remuneration	35032	48247
Listing Fees	229000	0
Miscellaneous Expenses	3710	8729
Demat & E-Voting Charges	40330	52500
Advertising & Publication	58515	57165
Prior Period expenses	0	3000
Travelling & Conveyance	3500	
Annual General Meeting expenses	116649	105909
	<u>1,443,293</u>	<u>1,161,192</u>
Payment to Auditor		
	Year Ended March 31, 2017 In Rupees	Period Ended March 31, 2016 In Rupees
As auditor :		
Audit fee	19965	18750
Limited review	10500	17160
In other Capacity :		
Certification	0	2850
Reimbursement of expenses	4567	9487
	<u>35032</u>	<u>48247</u>
14. Earnings per share (EPS)		
The following reflects the profit and share data used in the basic and diluted EPS computations:		
	Year Ended March 31, 2017 In Rupees	Period Ended March 31, 2016 In Rupees
Total operations for the year		
Net Profit/(Loss) after tax for calculation of basic EPS	<u>-1443593</u>	<u>-264607</u>
	<u>-1443593</u>	<u>-264607</u>

	No.	No.
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	-0.66	-0.12
(2) Diluted computed on basis of profit from continuing operations	-0.66	-0.12

15. **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	
	2016-17	2015-16
HCL Corporation Private Limited	1500000	1040000
Amount Received during the year	0	0
Amount Refunded during the year		

b) Loans taken and repayment thereof

	In Rupees	
	March 31, 2017	March 31, 2016
HCL Corporation Private Limited	80,257,181	78,757,181
Unsecured Loan	7,251,471	7,251,471
Sundry Creditors		

16. **Contingent Liabilities**

	In Rupees	
	2017	2016
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	338387	338387

17. Sundry creditors due to Small Scale Industries as on 31st March 2017 in nil.

18. The accumulated losses as on 31st March, 2017 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.

19. The company's accumulated losses as at 31st March, 2017 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.

20. The various balances appearing under the head Loans & Advances, Trade Payables and Current Liabilities are unreconciled and unconfirmed. However, in the opinion of the Board, the Current/Non-Current Assets, Loans and Advances have a value on realization and the Trade/Current Liabilities and Short Term Borrowings have a value payable in the ordinary course of business, at least equal to the aggregate amount as shown in the Balance Sheet.

21. Disclosure of the details of Specified Bank Notes (SBN) held and transacted during the period 08/11/2016 to 30/12/2016:

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	8,000	270	8,270
(+) Cash withdrawn	-		
(+) Permitted receipts	-	-	-
(-) Permitted payments	-	-	-
(-) Amount deposited in Banks	8,000	-	8000
Closing cash in hand as on 30.12.2016	-	270	270

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 year are from 01/04/2016 to 31/03/2017 and to that extent are not comparable with these for the previous period which is from 01/07/2015 to 31/03/2016 .
Previous year's figure have been regrouped/rearrange to compare to current year's presentation.

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

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Company Secretary
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Place: New Delhi
Dated: May 30, 2017

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