

eDynamics Solutions Limited



**Thirteenth
Annual Report**

FY 2012-13



INDEX

S.No.	Particulars	Page No.
1	Corporate Information	2
2	Notice	3
3	Directors Report	6
4	Report on Corporate Governance	11
5	Management Discussion & Analysis Report	21
6	Auditors Report	23
7	Balance Sheet as on 31.03.2013	28
8	Profit & Loss Account for the FY 2012-13	29
9	Notes to Accounts	30
10	Cash Flow Statement	41
11	Proxy Form	46
12	Attendance Slip	47



Corporate Information

Board of Directors

Mr. Vikas Saini	<i>Whole-time Director</i>
Mrs. Anita Gupta	<i>Non Executive Director</i>
Mr. Bharat Gupta	<i>Independent Director</i>
Ms. Eti Vashisht	<i>Company Secretary & Compliance Officer</i>

Additional Information

Registered Office	H.No. 3 & 4, Second Floor, Plot No. S-1, Gali No. 3, East Guru Angad Nagar, Near Sai Mandir, New Delhi – 110 092. Tel: +91 11 32971727 Email: edynamicssolutions@yahoo.com Website: www.edynamicssolutions.com
Auditors	M/s Viresh Rai & Associates.; Chartered Accountants 59, A, 1 st Floor, Gali No. 6, Kundan Nagar, LPS, Delhi – 92.
Registrar & Transfer Agent	Cameo Corporate Services Ltd. Submaramanian Building, 1 Club House Road, Chennai 600 002 Tel: +91 44 2846 0390/ 1989 Fax: +91 44 2846 0129 Email: cameo@cameoindia.com Website: www.cameoindia.com
Bankers	ING Vyasa Bank Limited F-22, PREET VIHAR {VIKAS MARG} NEW DELHI-110 092.



NOTICE

NOTICE is hereby given that the Thirteenth **Annual General Meeting** of the members of the Company will be held at the **Registered Office of the Company at H.No. 3 & 4, Second Floor, Plot No. S-1, Gali No. 3, East Guru Angad Nagar, Near Sai Mandir, New Delhi - 110 092** on **Wednesday the 25th day of September, 2013** at **11:00 A.M.** to transact the following business:

Ordinary Business

1. To receive, consider and adopt Balance Sheet as on 31st March, 2013 and the Profit & Loss Account for the year ended on that date along with Directors' and Auditors' Report thereon.
2. To appoint a Director in place of Mrs. Anita Gupta, who retires by rotation and being eligible, offers herself for re-appointment.
3. To appoint the Auditors to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting and to fix their remuneration for the financial Year 2013 - 2014. M/s Viresh Rai & Associates, Chartered Accountants, the retiring auditors, being eligible, offer themselves for re-appointment.

For e Dynamics Solutions Limited

Sd/-
Eti Vashisht
Company Secretary
ACS 31471

Date: 26.08.2013
Place: New Delhi



NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.**
2. Corporate Members are requested to send to the Company a duly certified copy of the Board Resolution, pursuant to Section 187 of the Companies Act, 1956, authorizing their representative to attend and vote at the Annual General Meeting.
3. Members holding shares in physical form are requested to notify change in address, bank mandate and bank particulars for printing on the dividend warrants, if any, under their signatures to **Cameo Corporate Services Ltd.**, Submaramanian Building, 1 Club House Road, Chennai 600 002, the Registrar, quoting Folio Nos. Members holding shares in electronic form may update such details with their respective Depository Participants.
4. The share transfer books and Members Register of the Company will remain closed from 23rd September, 2013 to 25th September, 2013 (both days inclusive).
5. Members seeking any information regarding accounts should write to the Company at least seven days before the date of the meeting so as to enable the management to keep the information ready.
6. All documents meant for inspection and referred in the accompanying Annual Report are open for inspection at the Registered Office of the Company during office hours between 11.00 am to 1.00 pm on all working days till the date of Annual General Meeting.
7. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.
8. **Re- appointment of Directors:** At the ensuing Annual General Meeting, Mrs. Anita Gupta, liable for retirement by rotation, and being eligible, offers themselves for re-appointment. The details pertaining to her as required to be provided pursuant to Clause 52 of the Listing Agreement are furnished below:
Mrs. Anita Gupta, aged 32 years, is the proprietor and Non-Executive Director of our Company. She is a science graduate and also possesses a graduate degree in law. She has experience in various fields of information technology and E commerce. She is responsible for overall planning and management of our Company. She has been on the Board of our Company since 5th November, 2011.
9. The Ministry of Corporate Affairs (MCA), Government of India, through its Circular No's



E Dynamics Solutions Limited [Annual Report 2012-13]

17/2011 and 18/2011 dated April 21, 2011 and April 29, 2011 respectively has allowed Companies to send official documents to their shareholders electronically as part of its Green Initiatives in Corporate Governance.

We request you to update your e-mail address with the Company Secretary of the Company to ensure that the annual report and other documents reach you on your preferred e-mail.

For e Dynamics Solutions Limited

Sd/-
Eti Vashisht
Company Secreatary

Date: 26.08.2013
Place: New Delhi



DIRECTORS' REPORT

For the Financial Year ended on 31st March, 2013.

Dear Shareholders,

Your Directors have great pleasure in presenting the 13th Annual Report together with the Audited Balance Sheet as at 31st March, 2013 and Profit & Loss Account for the year ended on that date.

FINANCIAL RESULTS

(in Rupees Lakhs)

Particulars	Year Ending 31st March, 2013	Year Ending 31st March, 2012
Sales	360.77	259.26
Total Income	369.41	265.19
Operating Expenses	354.23	259.11
EBDITA	15.18	6.09
Depreciation	4.61	0.00
Interests	0.15	0.00
Taxes	3.22	1.95
Net Profit After Tax	7.20	4.14
No. of Equity Shares	8513000	8513000
EPS	0.08	0.05

FINANCIAL PERFORMANCE

During the financial year under review, the Revenues of the company has increased to Rs. 360.77 Lakhs as against previous year turnover of Rs. 259.26 Lakhs. The Profit after tax for the year was Rs. 7.20 Lakhs as compared to Rs. 4.14 Lakhs during the previous year ended on 31st March 2012.

DIVIDEND

Your Directors feel that Company should re-invest the profit in the business and to target growth in the existing business areas.

In order to meet its growing fund requirement and to conserve its resources for future expansions, the Directors have decided not to recommend the dividend for the current year.

CHANGE OF REGISTERED OFFICE OF THE COMPANY

The Registered office of the Company was changed from Shop No. 6, West Guru Angad Nagar, Opp. DDA Building, Laxmi Nagar, Delhi - 110 092 to H. No. 3 & 4, Second Floor, Plot



No. S-1, Gali No. 3, East Guru Angad Nagar, Near Sai Mandir, Delhi – 110 092 with effect from July 1, 2013 for the purpose of administrative convenience.

INCREASE IN AUTHORIZED SHARE CAPITAL

During the year under review, the authorized share capital of the Company was increased from Rs. 11 Crores divided into 1, 10,00,000 equity shares of Rs. 10/- each to Rs. 23 Crores divided into 2,30,00,000 equity shares of Rs. 10/- each.

CONVERSION OF COMPANY INTO A PUBLIC LIMITED COMPANY

During the FY 2012-13, the Company was a private limited Company. Subsequently, our Company was converted into a public limited Company under the Companies Act, 1956 and the name of the Company was changed to “e Dynamics Solutions Limited” pursuant to issue of fresh certificate of incorporation consequent upon change of name on conversion to public limited Company dated March 21, 2013.

LISTING ON SME PLATFORM

Your Directors are pleased to inform you that the Company’s securities have now been listed on the SME Platform of BSE Limited on June 26, 2013 and the Company has paid listing fee to the Exchange for the year 2013-14.

INITIAL PUBLIC OFFERING

During the year the Company came out with an initial public offering of 62,40,000 Equity shares of the face value of Rs. 10/- each for cash at a price of Rs. 25/- per share (including a share premium of Rs. 15/- per Equity share) aggregating to Rs. 1560 Lacs.

The public issue opened for subscription on 10th June, 2013 and closed on 12th June, 2013. The basis of allotment was finalized in consultation with the Designated Stock Exchange – Bombay Stock Exchange Limited.

The Company’s shares got listed on the SME platform of BSE Limited on 26th June, 2013.

DEMATERIALIZATION OF SHARES

In the year currently under review, the Company’s equity shares have been dematerialized to be traded in electronic form in the Depository systems operated by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), Mumbai.

Further, the Company has appointed M/s Cameo Corporate Services Limited as the Registrar to the Company.

SUBSIDIARIES



Presently, there is no subsidiary of the Company.

CONSOLIDATED FINANCIAL STATEMENTS

Since there is no subsidiary of the Company at present, hence no consolidated financial statements have been prepared

PUBLIC DEPOSITS

During the year under review, the Company has not accepted or renewed any fixed deposits from the public.

PARTICULARS OF EMPLOYEES

Your Directors' would like to place on record their deep appreciation of all employees for dedicated and sincere services rendered by them.

The Statement of employees required under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Amendment Rules, 1975 is not annexed, as there is no employee drawing salary exceeding the present limits as provided under the Act i.e. drawing monthly remuneration exceeding Five Lakh Rupees and annual remuneration exceeding Sixty Lakh Rupees.

DIRECTORS

In accordance with Section 255 and 256 of the Companies Act, 1956 read with Articles of Association of the Company, Mrs. Anita Gupta, Non executive Director of the Company retire by rotation and being eligible offers herself for re-appointment at the ensuing AGM.

The Company has a very dedicated team of Board of Directors. Unfortunately, Mr. Manish Kumar Gupta, Independent Director who became a part of our organization on 22.06.2012 resigned on 17.07.2013 due to personal reasons. The Board places on record their gratitude for the services provided by him during his tenure.

According to Clause 52 of the Listing Agreement, an Independent Director who resigns or is removed from the Board of Directors shall be replaced by new Independent Director within the period of not more than 180 days from the date of such resignation or removal, as the case may be. Mr. Manish Kumar Gupta resigned from the post of Independent Director on 17/07/2013 thereby creating a vacancy. The Company is in process to find an appropriate person to fill in the vacancy. Therefore the Company is in compliance with the provisions of clause 52 of the Listing Agreement.

PARTICULARS OF CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION & FOREIGN EXCHANGE EARNING AND OUTGO



The provisions of Section 217 (1) (e) of the Companies Act, 1956 and the Companies (Disclosure of Particulars in the report of Board of Directors') Rules, 1988 regarding conservation of energy and technology absorption are not applicable. Therefore the information relating to conservation of energy or technology absorption etc is not given. There has been no foreign exchange earnings and outgo during the year under report.

AUDITORS & AUDITORS' REPORT

M/s Viresh Rai & Associates, Chartered Accountants, Statutory Auditors of the Company, retire at the conclusion of the ensuing Annual General Meeting of the Company. They have offered themselves for re-appointment as Statutory Auditors and have provided a certificate that their re-appointment, if made, will be in conformity with the provisions of Section 224(1B) of the Companies Act, 1956. The Board of Directors and the Audit Committee recommend their appointment for the ensuing year.

DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement of Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, the Directors hereby confirm that:-

- (i) In the preparation of the annual accounts for the year ended March 31, 2013, the applicable Accounting Standards have been followed and proper explanations were provided for material departures, if any.
- (ii) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit of the Company for period under review.
- (iii) The Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- (iv) The Directors had prepared the annual accounts for the financial year ended March 31, 2013, on a going concern basis.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under Clause 52 of the Listing Agreement to be entered into with Bombay Stock Exchange Ltd., Management Discussion and Analysis Report is presented in the separate section and forms an integral part of the Directors Report.

CORPORATE GOVERNANCE

Your Company was not a listed company as on 31st March, 2013. Your Company's Equity Shares got listed on June 26, 2013 on SME platform of BSE Ltd. (BSE). Though strictly not necessary a detailed report on the Corporate Governance in compliance with Clause 52 of the