

FINANCIAL
YEAR
2018-2019

EDYNAMICS SOLUTIONS LIMITED
19TH ANNUAL REPORT

CORPORATE INFORMATION

BOARD OF DIRECTORS

Mr. Vikas Saini	Executive & Whole-time Director
Ms. Anita Gupta	Non-Executive & Non Independent Director
Mr. Bharat Gupta	Non-Executive & Independent Director
Mr. Vinod Kumar	Non-Executive & Independent Director

COMPLIANCE OFFICER: Mr. Vikas Saini

REGISTERED OFFICE

Office No- 103, 1st Floor, Plot No.2,
Triveni Complex, Veer Savarkar Block,
Shakarpur, Delhi - 110092
Email: edynamicssolutions@yahoo.com;
Website: www.edynamicssolutions.com

AUDITORS

M/s. G.P Keshari and Associates
A-215/5, Chawla Complex,
Vikas Marg, Shakarpur, New Delhi-110092

REGISTRARS & SHARE TRANSFER AGENT

Mas Services Limited

T – 34, IInd Floor,
Okhla Industrial Area
Phase – II, New Delhi - 110020
Ph. No. 011 - 26387281
Email: info@masserv.com

CORPORATE IDENTIFICATION NUMBER - L74900DL2000PLC106755

BANKER

Utkarsh Small Finance Bank

ANNUAL GENERAL MEETING: September 25, 2019

DAY & TIME: Wednesday at 9.15 A.M

VENUE: Retreat Motel/Resort, Alipur,
Main G.T. Road, Near Palla Mod,
Delhi-110036

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Regd. Office: Office No. 103, 1st Floor, Plot No. 2, Triveni Complex,
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CIN: L74900DL2000PLC106755, Email: edynamicssolutions@yahoo.com

Website: www.edynamicssolution.com

NOTICE OF 19TH ANNUAL GENERAL MEETING

Notice is hereby given that 19th Annual General Meeting of **M/s EDYNAMICS SOLUTIONS LIMITED** will be held on Wednesday, 25th September, 2019 at 09:15 A.M. at Retreat Motel/Resort, Alipur, Main G.T. Road, Near Palla Mod, Delhi-110036, to transact the following businesses.

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance sheet of the Company as at March 31 2019, the statement Profit & Loss Account, Cash Flow Statement for the year ended on that date and the Reports of Directors and Auditor's thereon.
2. To Appoint a Director in place of **Ms. Anita Gupta**, who retires by rotation and being eligible offer herself for re- appointment.
3. To appoint **M/s. G.P Keshri & Associates**, Chartered Accountants, as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next AGM and to fix their remuneration.

SPECIAL BUSINESS:

4. To appoint Mr. Vikas Saini (DIN: 06503769) as Whole Time Director and in this regard to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 197 and 203 of the Companies Act, 2013 and other provision if applicable read with Schedule V of the Act, the appointment of Mr. Vikas Saini (DIN: 06503769) as Whole time Director of the Company w.e.f 01st January, 2019 for a further period of five (05) Years on the remuneration and terms and conditions as given below, be and is hereby approved, confirmed and ratified:-

a. Remuneration

Rs. 20,000/- p.m (Rupees Twenty Thousand Only) with such annual increments/increase as may be decided by the Board of Directors from time to time.

b. Perquisites

Free use of the Company's car for Company's work along with driver, Telephone, Telefax and other communication facilities at Company's cost for official purpose. Subject to any Statutory ceiling/s, the appointee may be given any other allowances, perquisites, benefits and facilities as the Remuneration Committee/Board of Directors from time to time may decide.

c. Valuation of perquisites

Perquisites/allowances shall be valued as per the Income Tax rules, wherever applicable, and in the absence of any such rules, shall be valued at actual cost.

d. Minimum remuneration

In the event of loss or inadequacy of profits in any financial year during the tenure of the appointment, the appointee shall subject to the approval of the Central Government, if required, be paid remuneration by way of salaries and perquisites as set out above, as minimum remuneration, subject to restrictions, if any, set out in Schedule V to the Companies Act, 2013 from time to time.

e. Other Terms

The terms and conditions of the said appointment may be altered and varied from time to time by the Board of Directors as it may, in its discretion, deem fit within the maximum amount payable to the appointee in accordance with the provisions of the said Act or any amendments made therein or with the provisions of the said Act or any amendments made therein or with the approval of the Central government, if required.

For EDYNAMICS SOLUTIONS LIMITED

Sd/-

VIKAS SAINI

DIRECTOR

DIN: 06503769

Date: 26.08.2019

Place: Delhi

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE (ONLY ON POLL) INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE DULY COMPLETED AND SIGNED PROXY FORM SHOULD REACH THE REGISTERED OFFICE OF THE COMPANY, NOT LESS THAN FORTY EIGHT HOURS BEFORE THE SCHEDULED TIME OF THE ANNUAL GENERAL MEETING.**

A PERSON CAN ACT AS A PROXY ON BEHALF OF MEMBERS NOT EXCEEDING FIFTY AND HOLDING IN THE AGGREGATE NOT MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A MEMBER HOLDING MORE THAN TEN PERCENT OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.

2. The Register of Directors and Key managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
3. Members holding shares in physical form are requested to notify change in address, if any, under their signatures to **Mas Services Limited** having its registered office at T - 34, Second Floor, Okhla Industrial Area, Phase - II, New Delhi - 110020. Tel: 011 - 26387281, 82, 83; Email: info@masserv.com. Members holding shares in electronic form may update such details with their respective Depository Participants.
4. Pursuant to Section 91 of the Companies Act, 2013, The Share Transfer Books and Members Register of the Company will remain closed from **21.09.2019 to 24.09.2019** (both days inclusive).
5. Members seeking any information regarding accounts should write to the Company at least seven days before the date of the meeting so as to enable the management to keep the information ready.
6. All documents meant for inspection and referred in the accompanying Annual Report are open for inspection at the Registered Office of the Company during office hours between 11.00 am to 1.00 pm on all working days till the date of Annual General Meeting.
7. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.

The instructions for shareholders voting electronically are as under: INSTRUCTIONS

1. Voting through electronic means

- I. Pursuant to the provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management & Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 ('Amended Rules 2015') and the SEBI (Listing Obligations and Disclosure Requirement) Regulations, 2015, the Company is pleased to offer e- voting facility to the Members to cast their votes electronically on all resolutions set forth in the Notice convening the Annual General Meeting to be held on

Wednesday, 25th September, 2019 at 09:15 A.M. AT Retreat Motel/Resort, Alipur, Main G.T. Road, Near Palla Mod, Delhi-110036. The Company has envisaged the Services of National Securities Depository Limited (NSDL) to provide e-voting facility.

- II. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- III. The Facility for voting through ballot paper shall be available at the AGM and the members attending the meeting who have not cast their vote by remote e- voting shall be able to exercise their right at the meeting through ballot paper.
- IV. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- V. The remote e-voting period commences on **22ND September, 2019 (9:00 am) and ends on 24th September, 2019 (5:00 pm)**. During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 18TH September, 2019**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The process and manner for remote E- voting electronically are as under:-

- A. In case a member receives an email from NSDL (for members whose email IDs are registered with the Company/Depository Participant(s) :
 - (i) Open email and open PDF file. The said PDF file contains your user ID and password For E-Voting.
Please note that the password is an initial password.
 - (ii) Launch internet browser by typing the following [URL:https:// www.evoting.nsdl.com/](https://www.evoting.nsdl.com/)
 - (iii) Click on shareholder-Login.
 - (iv) Put user ID and password as initial password noted in step (i) above. Click login.
 - (v) Password change menu appears. Change the password with new password of your choice. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi) Home page of e-voting opens, click on e-voting : Active Voting cycles.
 - (vii) Select "EVEN" Of **EDYNAMICS SOLUTIONS LIMITED**.
 - (viii) Now you are ready for remote E-voting as cast vote page opens.
 - (ix) Cast your vote by selecting appropriate option and click on ""Submit"" and also "Confirm" when prompted.

- (x) Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote
- (xii)** Institutional & Corporate shareholders(i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy(PDF/JPG Format) of the relevant board resolution/authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to csshankartayal@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of AGM (for members whose email IDs are not registered with the Depository Participant (s) or requesting physical copy] :

- (i) Initial password is provided as below in the proxy form:

EVEN (Remote E-Voting Event number)	USER ID	PASSWORD

- (ii) Please follow all steps from SI. No.(ii) to SI. No.(xii) above, to cast vote.

- VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting user manual for shareholders available at the downloads section of www.evoting.nsdl.com call on toll free no.: 1800-222-990.
- VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.
- VIII. The e-voting period commences on **22nd September, 2019 (9:00 am) and ends on 24th September, 2019 (5:00 pm)**. During the period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of September 18th, 2019, may cast their vote electronically in the manner and process set out herein above. The E-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the shareholder shall not be allowed to change it subsequently. Further, the members who have cast their vote electronically shall not vote by way ballot form.
- IX. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of September 18th, 2019.
- X. Any person, who acquires shares of the Company and become member of the Company after dispatch of the Notice of AGM and holding shares as of the cut- off date i.e. September 18th, 2019, may obtain the login ID and password by sending a request at evoting@nsdl.co.in. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using “Forgot User Details/Password” option available on www.evoting.nsdl.com.

- XI. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- XII. **Mr. Shankar Tayal**, Practicing Company Secretary, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XIII. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of ballot paper for all those members who are present at the AGM but have not cast their votes by availing the remote e-voting facility.
- XIV. The Scrutinizer shall after the conclusion of the e-voting at the AGM will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the AGM, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- XV. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company i.e. <http://www.edynamicssolution.com/> and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited (BSE).

For EDYNAMICS SOLUTIONS LIMITED

Sd/-

VIKAS SAINI

DIRECTOR

DIN: 06503769

Date: 26.08.2019

Place: Delhi

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

ITEM NO. 4

Mr. Vikas Saini is proposed to appoint as Whole time Director with effect from 01st January, 2019, subject to the approval of Members at the ensuing Annual General Meeting, for a period of five(05) years. He is responsible for overall planning & management of our Company. He assesses the principal risks of the Company and ensures that these risks are being monitored and managed. He has been on the Board of our Company since 08th November, 2011.

The Board recommends these resolutions for your approval. Mr. Vikas Saini is interested in these resolutions to the extent of his appointment. The Board of Directors recommends the resolution at Item No. 4 for the approval of the Members of the Company.

None of the remaining Directors and their relatives is concerned or interested in the proposed resolutions.