

FINANCIAL
YEAR
2014-2015

EDNAMICS SOLUTIONS LIMITED
15TH 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. Shyam Saini	Non-Executive & Independent Director

COMPLIANCE OFFICER: Mr. Mor Gunjan Suresh, Company Secretary

REGISTERED OFFICE

A-406, Street No.8, Road No.4,
Mahipalpur, New Delhi - 110075
Tel: 91-11-32971712
Fax: 91-11-32971712
Email: edynamicssolutions@yahoo.com;
Website: www.edynamicssolutions.com

AUDITORS

M/s. Nitesh Pratap Singh and Associates
A180, 2nd Floor Jhilmil Colony,
Vivek Vihar, New Delhi-110095

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

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NOTICE

Notice is hereby given that 15th Annual General Meeting of the Shareholders of Edynamics Solutions Limited will be held on Wednesday, 23rd September, 2015 at 09:30 A.M at Navkar Tirth Atisey Ksetra, village Neelwal, Near Mahaviday Ksetra, Ghevra More, Rohtak Road, Delhi to transact the following Business:

ORDINARY BUSINESS

1. To receives consider and adopted the audited Balance sheet of the Company as at March 31 2015, 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, offers herself for re-appointment.
3. To ratify the appointment of M/s. NITESH PRATAP SINGH AND ASSOCIATES, Chartered Accountants, having firm registration no. 026796N as Statutory Auditor of the Company for the financial year 2015-2016 and to fix their remuneration.

Date: 25.08.2015

Place: New Delhi

By Order of the Board
For Edynamics Solutions Limited
Sd/-
Vikas Saini
DIN: 06503769
Director

NOTES

1. Member entitled to attend and vote at the meeting is entitled to appoint proxy to attend and vote instead of himself/herself and such proxy need not be a member of the company. Proxy instrument should be lodged with the company at its registered office not less than 48 hours before the commencement of the 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. Shareholders desiring any information as regards the Accounts are required to write to the Company at least seven days in advance of the meeting so that the information, to the extent practicable, can be made available at the meeting.
3. The Register of Members and Share Transfer Books of the company will remain closed from 18.09.2015 to 22.09.2015 (Both days inclusive) for AGM purpose.
4. Members are requested to notify any change in their addresses, at its Registered Office to the Company's Registrar and Share Transfer Agents.
5. As a measure of economy, copies of Annual Report will not be distributed at the Annual General Meeting. Members are therefore requested to bring their copies of the Annual Report to the Meeting.

6. Members/Proxies should bring the Attendance Slip, duly filled in, for attending the Meeting. In case of Joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.

Members who hold shares in dematerialized form are requested to bring their Client ID and DP ID numbers for easy identification of attendance at the meeting and number of shares held by them.

Date: 25.08.2015

Place: New Delhi

**By Order of the Board
For Edynamics Solutions Limited**

**Sd/-
Vikas Saini
DIN: 06503769
Director**

DIRECTOR'S REPORT

To,
The Members
Edynamics Solutions Limited

Your Directors have pleasure in presenting the Annual Report on the business and operations of the Company together with the Audited Accounts for the year ended 31st March, 2015.

FINANCIAL HIGHLIGHTS:

The summarized performance of the Company for the years 2014-2015 and 2013-14 is given below:

(in Rs.)

Particulars	For Financial Year Ended	
	March 31, 2015	March 31, 2014
Total Income	55,025,160.00	25,587,737.36
Total Expenditure	54,375,242.26	25,123,419.47
Profit after Depreciation but before Tax	649,917.74	464,317.89
Less: Current Tax	269,859.00	191656.00
Add: Excess Provision of Income Tax of Previous years	Nil	Nil
Add: Deferred Tax	69033.97	41020.00
Profit / (Loss) After Tax	449,092.71	313,681.89
Proposed Dividend	Nil	Nil
Tax on Dividend	Nil	Nil
Transferred to Statutory Reserves	Nil	Nil

FINANCIAL PERFORMANCE AND RESERVE AND SURPLUS

During the year under review, Your Company has recorded a total income of Rs. 55,025,160/- against Rs. 25,587,737/- in the previous year. Profit after tax is Rs 449,092 as compared to Rs 313,681 in the previous year which has been transferred to the Reserve and Surplus.

DIVIDEND

To Plough back the profits into the business, the Board of Directors has not declared any dividend during the year.

STATE OF COMPANY AFFAIRS:

The Company is complying with all the applicable laws and provisions and there is no adverse action which affect the state of company affairs.

LISTING FEES

At present the Company's Equity Shares are listed on SME platform of BSE Limited and the company has paid Listing Fees upto the year 2014-15.

ISSUE OF EQUITY SHARES

During the year under review, your company has not issued any shares.

CHANGE IN THE NATURE OF BUSINESS:

There has been no change in the nature of business during the year.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

As required under Clause 52 of the Listing Agreement with the Stock Exchanges, the Management Discussion and Analysis of the financial condition and results of consolidated operations of the Company under review, is annexed to Directors' Report.

EXTRACT OF ANNUAL RETURN

As provided under Section 92(3) of the Act, the extract of annual return in Form MGT-9 is given in the Annexure.

PUBLIC DEPOSIT

Your Company has not accepted any deposits from the public during the year under review.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY

No material changes and commitments affecting the Financial Position of the Company which have occurred between the end of the Financial year of the Company to which the Financial Statement relate and the date of this report.

RELATED PARTY TRANSACTIONS

There are no related party transactions in the year under Report except as reported in the Financial Statements.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS

During the year under review, the Company has not given any loans and guarantees. Details of Investments covered under the provisions of Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Statements.

RISK MANAGEMENT

For Edynamics Solutions Limited, an effective risk management policy lies at the core of our business philosophy, which is centered on delivering high and better returns to all our stakeholders. With ups and downs, volatility and fluctuations in the financial business in which the Company operates. Edynamics Solutions Limited is exposed to various risks and uncertainties in the normal course of our business. Since such variations can cause deviations in the results from operations and affect our financial state, the focus on risk management continues to be high.

CORPORATE SOCIAL RESPONSIBILITY

Provisions of section 135 of the Companies Act, 2013 dealing with constitution of Corporate Social Responsibility Committee and related matters, is not applicable to your Company.

DIRECTORS & KEY MANAGERIAL PERSONNEL

In accordance with Section 152 of the Companies Act, read with the Articles of Association of the Company, Ms. Anita Gupta, Non-Executive Director of the Company, retire by rotation and are being eligible offer herself for re-appointment at the ensuing Annual General Meeting.

During the year under review there were no other changes in the directorship of the Company.

NAME OF THE COMPANIES WHICH HAVE BEEN BECOME OR CEASED TO BE ITS SUBSIDIARIES AND ASSOCIATE COMPANIES DURING THE YEAR

Since the Company has no subsidiaries as on 31st March, 2015, provision of section 129 of the Companies Act, 2013 is not applicable.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS:

No Significant and Material orders has been passed by any Authority in the year under Report.

BOARD MEETINGS

During the year, 6 (Six) Board Meetings were convened and held. The details of which are given in the Corporate Governance Report. The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

AUDIT COMMITTEE

The Board has well-qualified Audit Committee with majority of Independent Directors including Chairman. They possess sound knowledge on Accounts, Audit, Finance, Taxation, Internal Controls etc. The details of the Composition of the Audit Committee are given in the Corporate Governance Report.

During the year, there are no instances where the Board had not accepted the recommendations of the Audit Committee.

VIGIL MECHANISM / WHISTLE BLOWER POLICY

As per the provision of Section 177 (9) of the Companies Act, 2013, the Company is required to establish an effective Vigil Mechanism for Directors and Employees to report genuine concerns. In line with this the Company has framed a Vigil Mechanism Policy through which the Directors and Employees may report concerns about unethical behavior, actual or suspected fraud or violation of the Company's Code of Conduct & Ethics without fear of reprisal. The Employees and Directors may report to the Compliance Officer and have direct access to the Chairman of the Audit Committee. The Whistle Blower Policy is placed on the website of the Company.

NOMINATION & REMUNERATION AND COMPENSATION COMMITTEE & ITS POLICY

The Company has duly constituted Nomination and Remuneration and Compensation Committee to align with the requirements prescribed under the provisions of the Companies Act, 2013 and Clause 52 of the Listing Agreement.

The details of the Composition of the Nomination and Remuneration and Compensation Committee are given in the Corporate Governance Report.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMAN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has in place an Anti Sexual Harassment Policy in line with the requirements of the Sexual Harassment of Woman at Workplace (Prevention, Prohibition and Redressal) Act, 2013. All women employees (permanent, contractual, temporary and trainee) are covered under this Policy.

The following is a summary of Sexual Harassment complaints received and disposed off during the year:

- a. No. of Complaints received: 0
- b. No. of Complaints disposed off: 0

AUDITORS:

The existing Auditors M/s. Nitesh Pratap Singh and Associates, Chartered Accountants, retire at the conclusion of the ensuing Annual General Meeting has given a letter to the effect that their appointment, if made, would be in accordance with the Act and that they are not disqualified for such appointment. And therefore, the Board of Director has recommended them to be re-appointed as Statutory Auditor of the Company for the financial year 2015-2016.

CHANGE IN REGISTERED OFFICE

During the period, the Company has changed its registered office to A-406, Street No.8, Road No.4, Mahipalpur, New Delhi - 110075.

PARTICULARS OF EMPLOYEES AND REMUNERATION

There is no employee in the Company drawing monthly remuneration of Rs. 5,00,000/ - per month or Rs. 60,00,000/ - per annum. Hence, the Company is not required to disclose any information as per Rule 5(2) the Companies (Appointment and Remuneration) Rules, 2014.

SECRETARIAL AUDITOR & ITS REPORT

M/s Neelam Bansal & Associates, Practicing Company Secretaries were appointed as Secretarial Auditors to conduct Secretarial Audit of records and documents of the Company for the financial year 2014-15. The said report does not contain any observation or qualification requiring explanation or comments from the Board under Section 134 (3) of the Companies Act, 2013.

DECLARATIONS BY INDEPENDENT DIRECTORS

Pursuant to the provisions of sub-section (7) of Section 149 of the Companies Act, 2013, the Company has received individual declarations from all the Independent Directors confirming that they fulfill the criteria of independence as specified in Section 149(6) of the Companies.

FAMILIARIZATION PROGRAMME

The Company at its various meetings held during the Financial year 2014-15 had familiarize the Independent Directors with regard to the roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, the Business models of the Company etc. The Independent Directors have been provided with necessary documents, reports and internal policies to familiarize then with the Company's policies, procedures and practices.

Periodic presentations are made to the Board and Board Committee meeting on Business and performance updates of the Company, Business strategy and risks involved.

Quarterly updates on relevant statutory changes and judicial pronouncements and encompassing important amendments are briefed to the Directors

PARTICULARS OF EMPLOYEES AND OTHER DISCLOSURE

The prescribed particulars of Employees required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is annexed herewith as Annexure to this Report.

The information required pursuant to Section 197(12) read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of Employees of the Company, will be provided on request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others

entitled thereto, excluding the information on employees particulars mentioned in rule 5(2) of the said rule which is available for inspection by the Members at the Registered Office of the Company during the business hours on working days of the Company upto the date of ensuing Annual General Meeting. If any Member is interest in inspecting the same, such Member may write to the Compliance officer in advance.

HUMAN RESOURCES INDUSTRIAL RELATIONS:

The takes pride in the commitment, competence and dedication shown by its employees in all areas of Business.

The Company is committed to nurturing, enhancing and retaining top talent through superior Learning and Organizational Development. This is a part of Corporate HR function and is a critical pillar to support the Organisation's growth and its sustainability in the long run.

CORPORATE GOVERNANCE

A report on Corporate Governance along with a certificate regarding the compliances with conditions of Corporate Governance in terms of Clause 52 of the Listing Agreement is annexed to this report.

INTERNAL FINANCIAL CONTROLS

The Company has in place adequate internal financial controls related to financial statement. During the year, such controls were tested and no reportable material weaknesses were observed for inefficiency or inadequacy of such controls. Some of the controls are outlined below:

- The Company has adopted accounting policies, which are in line with the Accounting
- Standards and other applicable provisions of the Companies Act, 2013; Changes in polices, if any, are approved by the Audit Committee in consultation with The Auditors;
- In preparing the financial statement, judgment and estimates have been made based on sound policies. The basis of such judgments and estimates are approved by the Auditors and the Audit Committee;

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- i. in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- ii. they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for that period;
- iii. they have taken proper and sufficient care for the 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 fraud and other irregularities;
- iv. they have prepared the annual accounts on a going concern basis;
- v. they have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- vi. they have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

ENERGY CONSERVATION MEASURES, TECHNOLOGY ABSORPTION AND R & D EFFORTS AND FOREIGN EXCHANGE EARNINGS AND OUTGO

In view of the nature of activities carried on by the Company, the requirements for disclosure in respect of Conservation of Energy, Technology Absorption, in terms of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 are not applicable to the Company. However the Company takes all possible efforts towards energy conservation. The requirement for disclosure with regard to technology absorption does