

# **ANNUAL REPORT 2015 - 2016**

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# **IDM**

**International Data Management Limited**

**INTERNATIONAL DATA MANAGEMENT LIMITED**

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

**Company Secretary &  
Compliance Officer****Nishant Rana****Auditors****S. D. Chopra & Associates****Banker****Vijaya Bank, Noida****Registered Office****806, Siddharth  
96, Nehru Place  
New Delhi-110 019  
Website: [www.idmlimited.in](http://www.idmlimited.in)****Listed at****Bombay Stock Exchange Limited, Mumbai  
[Listing fees paid up to current year]****Registrar Transfer Agent Skyline Financial Services Private Limited  
D-153 A, 1st Floor, Okhla Industrial Area,  
Phase-I, New Delhi-110020****Note:- The designated e-mail ID for Investors Complaints / grievance redressal  
is : [idmcomplianceofficer@gmail.com](mailto:idmcomplianceofficer@gmail.com)**

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

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

**FINANCIAL HIGHLIGHTS**

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

(Rs. in Lacs)

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

**STATE OF COMPANY'S AFFAIRS**

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

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

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

**DIVIDEND**

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

**EXTRACT OF THE ANNUAL RETURN**

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

**MEETING OF THE BOARD**

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

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

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

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

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

**DIRECTORS' RESPONSIBILITY STATEMENT**

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

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

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

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

#### **INDEPENDENT DIRECTORS DECLARATION**

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

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

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

#### **CORPORATE GOVERNANCE REPORT**

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

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

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

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

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

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

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

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

#### **RELATED PARTY TRANSACTIONS**

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

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

#### **MATERIAL CHANGES AND COMMITMENTS**

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

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

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

## CORPORATE SOCIAL RESPONSIBILITY

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

## DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

## COMMITTEES OF BOARD

### A. Audit Committee:

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

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

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

### B. Nomination and Remuneration Committee:

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

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

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

### C. Stakeholder Relationship Committee

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

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

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

## D. VIGIL MECHANISM

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

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

## INDEPENDENT DIRECTOR'S MEETING

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

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

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

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

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

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

## AUDITORS AND AUDITORS' REPORT

### Statutory Auditors

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

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

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

### Secretarial Auditor

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

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

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

## PARTICULARS OF EMPLOYEES

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

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

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

## RISK MANAGEMENT POLICY

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

**MANAGERIAL REMUNERATION**

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

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

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

**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.

**Sunil Kumar Shrivastava**

**Director**

**DIN : 00259961**

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

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

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

**ACKNOWLEDGMENT**

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

**Sashi Sekhar Mishra**

**Director & Manager**

**DIN : 03072330**

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

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

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

**II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY**

All the business activities contributing 10 % or more of the total turnover of the company shall be stated:-

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1.	Consultancy Services	71230	100

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

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

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

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



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

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

**(ii) Shareholding of Promoters**

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	
<b>Total</b>		<b>557845</b>	<b>25.36</b>	<b>0</b>	<b>557845</b>	<b>25.36</b>	<b>0</b>	