

VCU DATA MANAGEMENT LIMITED



5TH ANNUAL REPORT
2016-2017

Corporate Information

Board of Directors

Mr. Shripal Bafna	Managing Director
Mr. Hardik Sanghvi	Director
Mrs. Renuka Bafna	CFO & Whole Time Director
Mr. Surendrakumar Jaiswal	Independent Director
Mr. Dhruvaprakash Shetty	Independent Director
Mr. Gurpreet Singh Oberoi	Independent Director
*Mr. Nikunj Chawda	Company Secretary & Compliance Officer

*Mr. NikunjChawda was appointed as a Company Secretary & Compliance Officer w.e.f. 03rd September, 2016.

Additional Information:

Registered Office

303, 3rd Floor, Aaditya Arcade, Topiwala Lane,
Grant Road (East), Mumbai - 400 007
Tel: 022 4005 4245 / 4002 5422
Email: mumbai@vcupack.com
Website: www.vcupack.com

Statutory Auditors

KRIPLANI MILANI & CO.

Office No. 203, Mint Chambers, 45 / 47, Mint Road,
Opp. GPO, Fort, Mumbai - 400001
Cell No.- 9860220400
Email - bharat@cakmco.com

Registrar & Transfer Agent

Skyline Financial Services Private Limited
Unit -D/153A, 1st Floor,
Okhla Industrial Area, Phase- I,
New Delhi- 110020
Tel: 011-26812682/83
Email: admin@skylinerta.com

Bankers

ICICI Bank Limited

Sir VithaldasThackersay Trust,
Mumbai Samachar Marg, Opposite RBI, Fort,
Mumbai 400001

HDFC Bank

ManekjiWadiaBldg, Gr. Floor,
NanikMottwani Marg,
Fort, Mumbai - 400001

IDBI Bank

Venkatesh Chambers, Prescott Road,
P B No. 714, Fort,
Mumbai - 400001

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NOTE: Shareholders are requested to bring their copy of the Annual Report along with them
At the Annual General Meeting

NOTICE

NOTICE is hereby given that the Fifth Annual General Meeting of the members of the Company will be held at 303, 3rd Floor, Aaditya Arcade, Topiwala Lane, Grant Road (East), Mumbai- 400007 on Friday the **29th day of September, 2017 at 1:00 P.M.** to transact the following business:

Ordinary Business:

Item No.1: Adoption of Financial Statements

To consider and adopt the audited Profit & Loss A/c. of the Company for the period ended 31st March 2017 and the Balance Sheet as at that date together with the Auditor's Report & Director's Report thereon.

Item No. 2: Appointment of Auditor

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 139,142 of the Companies Act, 2013 and Companies (Audit and Auditors) Rules, 2014 and pursuant to the resolution passed by the members at the 2nd Annual General Meeting held on 30th September, 2014, the appointment of M/s. Kriplani Milani & Co, Chartered Accountants, Mumbai (FRN: 130461W) as the Statutory Auditors of the Company to hold office from the conclusion of 2nd Annual General Meeting till the conclusion of 7th Annual General Meeting to be held for the financial year ending 31st March, 2019, be and is hereby ratified and the Board of Directors of the Company be and are hereby authorized to fix the Auditor's remuneration payable for the financial year ending 31st March, 2018 in consultation with the auditors."

Item No. 3: Appointment of Mr. Shripal Bafna(Din No. 06489822)as a director liable to retire by rotation

To appoint a director in place of Mr. Shripal Bafna (Din No. 06489822) who retires by rotation and being eligible offers himself for reappointment.

Therefore, shareholders are requested to consider and, if thought fit, to pass with or without modification (s), the following resolution as **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013, the approval of the members of the Company be, and is hereby accorded to the re-appointment of Mr. Shripal Bafna (Din No. 06489822) as a director, to the extent that he is required to retire by rotation."

Special Business:

Item No.4:Adoption of New Set of Article of Association as Per Companies Act, 2013:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the new set of Articles of Association be and is hereby approved and adopted as new Articles of Association of the Company in the place and exclusion of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to take all such steps and actions for the purpose of making all such filings and registrations as may be required in relation to the aforesaid amendment to the Articles of Association of the Company and further to do all such acts, deeds, matters and things as may be deemed necessary to give effect to this resolution."

Item No. 5: Alteration in Liability Clause in Memorandum of Association of the Company:

To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provision of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, and subject to the approval of the members, the consent of the Board be and is hereby accorded for alteration of the Clause - IV of the Memorandum of Association by inserting the Clause, "The liability of the member(s) is limited and

this liability is limited to the amount unpaid, if any, on the shares held by them.

FURTHER RESOLVED THAT for the purpose of giving effect to this resolution, Mr. Shripal Bafna, Managing Director of the Company be and is hereby authorised, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form as return of appointment with the Registrar of Companies."

Item No.6: To Increase The Limit of Loan, Investments, Guarantee & Security under Section 186 of the Companies Act, 2013.

To consider and if thought fit, to pass with or without modification(s), the following resolution as a Special Resolution:

"RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions, if any, of the Companies Act, 2013 (the "Act") read with Companies (Meetings of Board and its Powers) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and the Articles of Association of the Company and subject to such approvals, sanctions and consents (hereinafter referred to as the "Approvals") as may be required from such authorities and institutions or bodies and such conditions as may be prescribed by any of them while granting such approvals, which may be agreed to, in its sole discretion, by the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee(s) constituted / to be constituted by the Board to exercise its powers including powers conferred by this resolution and/or by duly authorized persons thereof for the time being exercising the powers conferred on the Board by this resolution), consent of the members of the Company be and is hereby accorded to the Board to make loan to any person or other body corporate or to give guarantee or provide security in connection with a loan taken by other body corporate; and to acquire by way of subscription, purchase or otherwise securities of anybody corporate on such terms and conditions as the Board, may in its absolute discretion, deem fit, notwithstanding the fact that the aggregate of the investments, so far made, or securities so far provided, loan/guarantee so far given by the Company along with the proposed investments or loans or guarantee or security which exceeds 60% of the paid up capital and free reserves and securities premium account or 100% of its free reserves and securities premium account, whichever is higher, provided that the maximum amount of investment made or loan/ guarantee given / security provided by the Company shall not exceed the sum of Rs.100 Crores (Rupees One Hundred Crores only) at any point of time.

RESOLVED FURTHER THAT the Board of the Company be and is hereby authorised to determine the actual sums to be involved in the proposed transactions and the terms & conditions related thereto and all other matters arising out of or incidental to the proposed transactions and generally to do all such acts, deeds and things as may be required or necessary to give effect to the above resolution."

**By Order of the Board
For VCU Data Management Limited**

Shripal Bafna
Chairman
DIN: 06489822
Date: 30.08.2017
Place: Mumbai

NOTES:

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote instead of himself/herself and such proxy need not be a member of the Company. A proxy form to be effective must be lodged with the registered office of the Company at least 48 hours before the commencement of the meeting. Proxies submitted on behalf of companies, societies, etc., must be supported by an appropriate resolution/ authority, as applicable. Pursuant to section 105 of the Act, a person shall not act as a proxy for more than 50 (fifty) Members and holding in aggregate not more than 10% (ten percent) of the total share capital of the Company. However, a single person may act as a proxy for a Member holding more than 10% (ten percent) of the total share capital of the Company provided that such person shall not act as a proxy for any other person.
2. An instrument appointing proxy is valid only if it is properly stamped as per the applicable law. Blank or incomplete, unstamped or inadequately stamped, undated proxies or proxies upon which the stamps have not been cancelled, will be considered as invalid. If the Company receives multiple proxies for the same holdings of a Member, the proxy which is dated last will be considered as valid. If such multiple proxies are not dated or they bear the same date without specific mention of time, all such proxies shall be considered as invalid.
3. The proxy-holder shall prove his identity at the time of attending the Meeting.
4. During the period beginning 24 hours before the time fixed for the commencement of the Meeting and ending with conclusion of the Meeting, a Member can inspect the proxies lodged at any time during business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
5. The Statement pursuant to Section 102 of the Companies Act, 2013, in respect of special business is annexed hereto and forms part of the Notice.
6. In terms of Section 152 of the Act, Mr. Shripal Bafna (Din No. 06489822), Director, retires by rotation at the Meeting and being eligible has offered himself for re-appointment. Accordingly, a brief resume of Mr. Shripal Bafna (Din No. 06489822) and the information pursuant to Regulation 36 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard 2 issued by the Institute of Company Secretaries of India is provided in the Corporate Governance Report forming part of the Annual Report.
7. Corporate Members intending to send their authorized representatives to attend the Meeting are requested to send a duly certified copy of the Board Resolution in terms of Section 113 of the Act, together with their specimen signatures authorizing their representative(s) to attend and vote on their behalf at the Meeting, to the Company's Registrar and Transfer Agents.
8. Additional information, pursuant to Regulation 36 of the SEBI (Listing and Obligations disclosure requirements) Regulations, 2015, in respect of the directors seeking appointment/ re-appointment at the AGM, is furnished to the Notice. The directors have furnished their consent/declaration for their appointment/re-appointment as required under the Companies Act, 2013 and the Rules, thereunder.
9. Pursuant to Section 91 of the Act, the Share Transfer books and Members Register of the Company will remain closed from 22nd September, 2017 to 29th September, 2017 (both days inclusive).
10. The Register of Directors and Key Managerial Personnel and their shareholdings, maintained under Section 170 of the Act, & The Register of Contracts or Arrangements, in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection at the Meeting.
11. Members are requested to forward all Share Transfers and other communications/ correspondence to the Registrar & Share Transfer Agent (RTA) - M/s. Skyline Financial Services Private Limited, D 153A, 1st Floor, Okhla Industrial Area, Phase- I, New Delhi - 110020 and are further requested to always quote their Folio Number in all correspondences with the Company.
12. Members holding shares in physical form are requested to notify immediately any change in their address or bank mandates to the Company/Registrar & Share Transfer Agents quoting their Folio Number and Bank Account Details alongwith self-attested documentary proofs. Members holding shares in the dematerialized form may update such details with their respective Depository Participants.

13. Members holding shares in identical order of names in more than one folio are requested to write to the Company/RTA enclosing their Share Certificates to enable the Company to consolidate their holdings in one folio for better services.
14. Members are requested to hand over the enclosed Attendance Slip duly signed in with their specimen signature(s) registered with the Company for admission to the AGM. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easier identification of attendance at the meeting. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.
15. Pursuant to the provisions of Section 72 of the Act read with the Rules made thereunder, Members holding shares in single name may avail the facility of nomination in respect of shares held by them. Members holding shares in physical form may avail this facility by sending a nomination in the prescribed Form No. SH-13 duly filled to the Registrar and Transfer Agents, M/s. Skyline Financial Services Private Limited. Members holding shares in electronic form may contact their respective Depository Participant(s) for availing this facility.
16. Members desirous of getting any information about the accounts and operations of the Company are requested to address their queries to the Compliance Officer at the Registered Office of the Company at least seven days in advance of the meeting to enable the company to provide the information required, at the meeting.
17. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are therefore requested to submit their respective PAN details to their respective Depository Participant with whom they have their demat account(s). Members holding shares in physical form can submit their PAN details to the Registrar & Share Transfer Agent of the Company - M/s. Skyline Financial Services Private Limited.
18. Members are requested to bring their Original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc, having photo identity) while attending the meeting.
19. Members/Proxies are requested to bring duly filled Attendance Slip along with their copy of Annual Report at the time of the Meeting.
20. To comply with the provision of Section 88 of the Companies Act, 2013 read with Rule 3 of the Companies (Management and Administration) Rule 2014, the Company is required to update its database by incorporating some additional details of its members.
21. Members are thus requested to submit your e-mail ID and other details vide the e-mail updation form attached in this Annual Report. The same could be done by filling up and signing at the appropriate place in the said form and by returning the same by post.
22. The e-mail ID provided shall be updated subject to successful verification of your signatures as per record available with the RTA of the Company.
23. The Notice of 5th Annual General Meeting and instructions for remote e-voting along with attendance slip and proxy are being sent by courier to all members at their registered address.
24. Members are required to bring their admission slip along-with copy of the Annual Report at the Annual General Meeting.
25. The Ministry of Corporate Affairs (MCA), Government of India, through its Circular No's 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 Director, VCU Data Management Ltd., 303, 3rd Floor, Aaditya Arcade, Topiwala Lane, Grant Road (East), Mumbai-400007, e-mail mumbai@vcupack.com to ensure that the annual report and other documents reach you on your preferred e-mail. For Members who have not registered their e-mail addresses, physical copies are being sent through permitted modes. Members may note

that the Notice of the Meeting and the Annual Report 2016-17 will be available on the Company's website www.vcupack.com.

25. Route Map for the venue of the proposed AGM of the company, is appearing at the end of the Annual Report.

By Order of the Board

For VCU Data Management Limited

Shripal Bafna

Chairman

DIN: 06489822

Date: 30.08.2017

Place: Mumbai

ANNEXURE -

Additional Information on directors recommended for appointment/re-appointment as required under Regulation 26 (3) of the SEBI (Listing and Obligation Disclosure Requirements) Regulations 2015 at ensuing Annual General Meeting are as follows:

Name of the Director	Mr. Shripal Bafna
Date of Birth	28th September, 1986
Date of Appointment	23rd April, 2015
Qualifications	MBA (Marketing)
Directorship of other Companies as at 31/03/17.	NIL
Chairmanship/Membership of other Committees as at 31/03/17.	NIL
No. of Shares held in Company as on 31/03/17.	1705000

By Order of the Board
For VCU Data Management Limited

Shripal Bafna

Chairman
DIN: 06489822
Date: 30.08.2017
Place: Mumbai

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

Item No. 4:-

The existing Articles of Association ("AoA") are based on the Companies Act, 1956 and several regulations in the existing AoA contain references to specific sections of the Companies Act, 1956. With enforcement of the Companies Act, 2013, various provisions of the Companies Act, 1956 have become ineffective and in view of the same, the AoA of the Company need to be re-aligned as per the provisions of the new Act.

The Board of Directors at its meeting held on 23.08.2017 decided to incorporate/substitute/alter certain provisions as per the latest amendments of the Companies Act, 2013. As this would result in a number of changes in the existing AoA of the Company, it was decided to adopt a new set of AoA in place of and in exclusion to the existing AoA of the Company.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for adoption of new set of AoA of the Company.

A copy of the proposed set of new AoA of the Company would be available for inspection at the Registered Office of the Company during the office hours on all working days between 10.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting and during the Annual General Meeting.

The Board recommends the Special Resolution as set out at item no. 4 of the Notice for your approval.

None of the Directors and Key Managerial Personnel of your Company or relatives of Directors/ Key Managerial Personnel are concerned or interested in the said resolution.

Item No.5:-

The existing Clause - IV of the Memorandum of Association which is the Liability Clause is based on the Companies Act, 1956. With enforcement of the Companies Act, 2013, Company need to re-aligned the said clause as per the provisions of the new Act. And therefore the company proposes to later its liability clause by inserting the Clause, "The liability of the member(s) is limited and this liability is limited to the amount unpaid, if any, on the shares held by them".

The Board of Directors at its meeting held on 23.08.2017 decided to alter its liability clause as per the latest amendments of the Companies Act, 2013.

In terms of Section 14 of the Companies Act, 2013, the consent of the Members by way of Special Resolution is required for Alteration in Liability Clause.

A copy of the proposed set of new MOA of the Company would be available for inspection at the Registered Office of the Company during the office hours on all working days between 10.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting and during the Annual General Meeting.

Item No.6:

As per the provisions of Section 186 of the Companies Act, 2013, a Company, without approval of the shareholders by passing a Special Resolution, cannot give any loan to any person or other body corporate/give any guarantee or provide security in connection with a loan taken by other body corporate or person or acquire by way of subscription, purchase or otherwise, securities of anybody corporate exceeding (i) Sixty per cent of its paid up capital, free reserves and securities premium account; or ii) One hundred per cent of its free reserves and securities premium account, whichever is more.

Our Company has embarked upon a growth path and is constantly reviewing opportunities for expansion of its business operations & therefore it may require to provide support to meet long term financial and working capital requirements by way of loan(s) and/or guarantee(s) and/or security (ies) / investment in securities of such other bodies corporate. It is, therefore, proposed that the Board of Directors of the Company be authorized to invest by way of subscription and/or purchase of securities, grant of loan(s), giving of guarantee(s) and/or providing of security (ies) for an amount not exceeding Rs.100 Crores from time to time in/to one or more of the persons/entities i.e. other bodies corporate. The source of funds for making these investments would be surplus funds generated by the Company through operations or from such other sources as the Board may deem appropriate. Since the investments, loans, guarantees and/or securities proposed together with the loans and investments already made, guarantee and securities already given may exceed the limits as specified in Section 186 of the Companies Act, 2013 read with Companies (Meetings of Board & its Powers) Rules, 2014, approval of the members is required for the same.

The Board of Directors accordingly recommends the resolution as set out at Item No.6 of the Notice for your approval. None of the Directors and Key Managerial Personnel of your Company or their relatives are concerned or interested in the said resolution.

By Order of the Board
For VCU Data Management Limited

Shripal Bafna
Chairman
DIN: 06489822
Date: 30.08.2017
Place: Mumbai

DIRECTOR'S REPORT

For the Financial Year Ended on 31st March, 2017

Dear Shareholders,

Your Directors have great pleasure in presenting the 5th Annual Report together with the Audited Balance Sheet as at 31st March, 2017 and Profit & Loss Account for the year ended on that date.

FINANCIAL STATEMENTS & RESULTS:

a. Financial Results

The Company's performance during the year ended 31st March, 2017 as compared to the previous financial year, is summarized below:

(Amount in Rs.)

Particular	For the financial year ended 31st March, 2017	For the financial year ended 31st March, 2016
Income	87,710,053	2,86,61,173
Less: Expenses	91,579,165	2,55,88,049
Profit/ (Loss) before tax	(3,869,112)	30,73,124
Less: Provision for tax/Deferred Tax	(1,88,067)	7,73,802
Income Tax & Tax of years w/off	-	-
Exception Income	-	-
Exception expenditure	-	-
Profit after Tax	(3,681,045)	22,99,322
No. of Equity Shares	15500000	15500000
EPS	(0.24)	0.15

FINANCIAL PERFORMANCE:

The total income of the Company for the year under review stood at Rs. 87,710,053/- (previous year Rs. 2,86,61,173/-). During the year the Company has net loss of Rs. 3,681,045/- (previous year profit of Rs. 22,99,322/-).

SHARE CAPITAL:

There was no change in Share Capital of the Company during the Financial Year 2016-17 and Company Share Capital as on 31.03.2017 stood at Rs.155,000,000/-

DIVIDEND:

In view of loss incurred, your Directors do not recommend dividend for the year under review.

PUBLIC DEPOSITS:

During the year under review, the Company has not accepted any deposits within the meaning of Section 73 and 76 of the Companies Act, 2013 read with Companies (Acceptance of Deposits) Rules, 2014.

EXTRACT OF ANNUAL RETURN:

An extract of Annual Return in Form MGT 9 is appended to this Report as Annexure - 2.

DIRECTORS AND KEY MANAGERIAL PERSONNEL:

In accordance with the provisions of Section 152 of the Companies Act, 2013 read with Companies (Management & Administration) Rules, 2014 and Articles of Association of the Company, Mr. Shripal Bafna (Din No. 06489822), Managing Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible, has offered himself for re-appointment.

Your Board recommends their appointment / re-appointment of the above Directors.

During the year under review no changes had taken place in the Board of Directors of the Company.

Additional Information on directors recommended for appointment/re-appointment as required under Regulation 26 (3)