

VCU DATA MANAGEMENT LIMITED

6th Annual Report
Financial Year 2017-2018



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Corporate Information

Board of Directors

Mr. Shripal Bafna	Managing Director
Mr. Hardik Sanghvi	Director (Resigned w.e.f. September 5, 2017)
Ms. Renuka Bafna	Whole Time Director & Chief Financial Officer
Mr. D. P. Shetty	Independent Director (Resigned w.e.f. January 30, 2018)
Mr. Gurpreet Singh Oberoi	Independent Director
Mr. Surendrakumar Jaiswal	Independent Director
Mr. Nikunj Chawda	Company Secretary & Compliance Officer (Resigned w.e.f. May 31, 2018)
Mr. Kuldeepsinh Jadeja	Company Secretary & Compliance Officer (Appointed w.e.f. July 21, 2018)

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	Secretarial Auditor VKM & ASSOCIATES 116, Trinity Bldg, 1st Floor, Dr. C H Street, Behind Parsi Dairy, Marine Lines (E), Mumbai -400002. Tel :- 22077267/22077542 Email- vkmassociates@yahoo.com
Statutory Auditors Kriplani Milani & Co. Office No. 203 & 207, Mint Chambers, 45 / 47, Mint Road, Opp. GPO, Fort, Mumbai - 400001 Tel No.- 022-2265 0430, 4005 8971 Email: kriplani.bharat@gmail.com	Internal Auditors M/s. Dhruvaparakash & Co B-408, Naman Midtown, Senapati Bapat Marg, Elphinstone Road (West) Mumbai – 400013. Tel: 022-2438 2100
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 Sixth 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 28th day of September, 2018 at 3:30 P.M. to transact the following business:

Ordinary Business:

Item No.1

To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2018 including the Audited Balance Sheet as on March 31, 2018 and the Statement of Profit and Loss Account for the financial year ended March 31, 2018 together with the report of the Directors and Auditors thereon.

Item No. 2

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, 141, 142 and other applicable provisions of the Companies Act, 2013 together with the Companies (Audit and Auditors) Rules, 2014 including any amendment, modification, variation or re-enactment thereof and pursuant to the recommendations of the Audit Committee of the Board of Directors, M/s. Kriplani Milani & Co, Chartered Accountants, Mumbai (FRN: 130461W) be and hereby reappointed as the Statutory Auditors of the Company to hold office for a second term of five consecutive years from the conclusion of this Annual General Meeting till the conclusion of 11th Annual General Meeting to be held in the year 2023 at such remuneration as may be mutually decided by the Board of Directors of the Company and the Auditors."

Item No. 3

To appoint a Director in place of Ms. Renuka Bafna (Din No. 07007731) who retires by rotation and being eligible, offers herself for re-appointment

Special Business:

Item No.4

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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 ('Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded to re-appoint Mr. Surendrakumar Shivcharanlal Jaiswal (DIN 06595297) as Independent Non-Executive Director of the Company not liable to retire by rotation to hold office as such for a second consecutive term of 5 (five) consecutive years with effect from June 23, 2018 to June 22, 2023;

FURTHER RESOLVED THAT Mr. Shripal Bafna, Managing Director and Mr. Kuldeepsinh Jadeja, Company Secretary be and are hereby jointly and/or severally authorised to give necessary intimations to be given to all statutory authorities concerned and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

Item No.5

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 Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 (‘Act’) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, consent of the members be and is hereby accorded to re-appoint Mr. Gurpreet Singh Oberoi (DIN 06613134) as Independent Non-Executive Director of the Company not liable to retire by rotation to hold office as such for a second consecutive term of 5 (five) consecutive years with effect from June 23, 2018 to June 22, 2023;

FURTHER RESOLVED THAT Mr. Shripal Bafna, Managing Director and Mr. Kuldeepsinh Jadeja, Company Secretary be and are hereby jointly and/or severally authorised to give necessary intimations to be given to all statutory authorities concerned and to do all such acts, deeds and things as may be necessary to give effect to this resolution.”

By Order of the Board of Directors

Kuldeepsinh A. Jadeja
Company Secretary & Compliance Officer

Date: 01.09.2018

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. In order to be valid, proxies duly stamped, should be lodged with the Company at its registered office not later than forty eight 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 per cent of the total share capital of the Company carrying voting rights. A member holding more than ten per cent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
2. Corporate Members intending to send their authorised representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorising their representatives to attend and vote on their behalf at the meeting.
3. Statement pursuant to Section 102(1) of the Companies Act, 2013, setting out the material facts concerning each item of special business to be transacted as at general meeting is annexed hereto.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday, September 24, 2018 to Friday, September 28, 2018 (both days inclusive).
5. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/ R&T Agent.
6. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.
7. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with relevant share certificates to the Company's Registrar & Transfer Agents, Skyline Financial Services Private Limited, Unit -D/153A, 1st Floor, Okhla Industrial Area, Phase- I, New Delhi- 110020.
8. Members holding shares in physical segment are requested to notify change in their address/status, if any, immediately to the Company's Registrar & Transfer Agents, Skyline Financial Services Private Limited, Unit -D/153A, 1st Floor, Okhla Industrial Area, Phase- I, New Delhi- 110020.

9. The Company has designated an E-mail ID called cs@vcupack.com for redressal of shareholder complaints/grievances. In case you have any queries/complaints or grievances then please write to us at cs@vcupack.com.
10. Members who would like to ask any questions on the accounts are requested to send their questions at Registered Office of the Company at least 10 days before the Annual General Meeting to enable the Company to answer their queries satisfactorily.
11. Members are requested to bring their copies of the Annual Report to the Annual General Meeting. Members may also note that the Notice of the 6th Annual General Meeting and Annual Report will be available on the Company's website, www.vcupack.com for download and the physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours (10.00 am to 1.00 pm) on all working days except Sundays up to and including the date of the Annual General Meeting of the Company.
12. The members/proxies should bring the attendance slip duly filled in and signed for attending the meeting.
13. Electronic copy of Annual Report for the year 2017-18 is being sent to all members whose email IDs are registered with the Company/Depository Participant(s) and have given their positive consent to receive the same through electronic means and for members who have not registered their email addresses are being sent physical copies of Annual Report in the permitted mode.
14. Electronic copy of the notice of the 6th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting with attendance slip and proxy form are being sent to all the members whose email IDs are registered with the Company/ Depository Participant and have given their positive consent to receive the same through electronic means. Physical copies of notice of the 6th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting with attendance slip and proxy form are being sent to the members in the permitted mode.
15. Even after registering for e-communication members are entitled to receive such communication in physical form, upon making a request for the same free of cost. For any communication, the shareholders may also send requests to the Company's e-mail ID cs@vcupack.com.
16. Members who have not registered their e-mail address so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc from the Company electronically.
17. In accordance with Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s. Kriplani Milani & Co, Chartered Accountants, Mumbai (FRN: 130461W) shall retire at the conclusion of the Annual General Meeting of the Company. Pursuant to the provisions of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, the Board of Directors has, on recommendation of the Audit Committee, recommended for the reappointment of M/s. Kriplani Milani & Co, Chartered Accountants, Mumbai (FRN: 130461W) as

the Statutory Auditors at the Annual General Meeting for a second term of five years i.e. to hold office from the conclusion of this Annual General Meeting till the conclusion of the 11th Annual General Meeting of the Company to be held in the year 2023, at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Statutory Auditors. Consent and certificate u/s 139 of the Companies Act, 2013 have been obtained from M/s. Kriplani Milani & Co, Chartered Accountants, to the effect that their reappointment, if made, shall be in accordance with the applicable provisions of the Act and the Rules issued thereunder. As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s. Kriplani Milani & Co, Chartered Accountants, have confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

18. In terms of Section 152 of the Act, Ms. Renuka Bafna (Din No. 07007731), Director, retires by rotation at the Meeting and being eligible has offered herself for re-appointment. Accordingly, a brief resume of Ms. Renuka Bafna (Din No. 07007731) is annexed to this notice.
19. 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.

20. Voting through Electronic means:

Pursuant to provisions of Section 108 of the Companies Act, 2013, read with the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to its members to cast their votes electronically on all resolutions set forth in the Notice convening the 6th Annual General Meeting to be held on Friday, September 28, 2018. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide the e-voting facility.

The facility for voting, either through ballot / polling paper shall also be made available at the venue of the 6th AGM. The members who have already cast their vote through remote e-voting may attend the meeting but shall not be entitled to cast their vote again at the AGM.

The Company has appointed M/s. VKM & Associates, Company Secretaries, Mumbai as the Scrutinizer for conducting the remote e-voting and the voting process at the AGM in a fair and transparent manner. E-voting is optional. In terms of requirements of the Companies Act, 2013 and the relevant Rules, the Company has fixed Friday, September 21, 2018 as the 'Cut-off Date'. The remote e-voting /voting rights of the shareholders/ beneficial owners shall be reckoned on the equity shares held by them as on the Cut-off Date i.e. Friday, September 21, 2018, only. The e-voting facility is available at the link www.evoting.nsdl.com.

Procedure/ Instructions for e-voting are as under:

- A. In case a Member receives an e-mail from NSDL (for Members whose e-mail addresses are registered with the Company / Depositories):
 - i. Open the e-mail and also open PDF file, namely, "VCU e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your User ID and password for e-voting. Please note that the password is an initial password.

- ii. Open the internet browser and type the URL: <https://www.evoting.nsdl.com>
 - iii. Click on Shareholder – Login
 - iv. If you are already registered with NSDL for e-voting, then you can use your existing user ID and password for casting your vote.
 - v. If you are logging in for the first time, please enter the User ID and password provided in the PDF file attached with the e-mail as initial password. The Password Change Menu will appear on your screen. Change to a new password of your choice, making sure that it contains a minimum of 8 digits or characters or a combination of both. Please take utmost care to keep your password confidential.
 - vi. Once the e-voting home page opens, click on e-Voting> Active Voting Cycles.
 - vii. Select “EVEN” (E-voting Event Number) of VCU Data Management Limited. Now you are ready for e-voting as ‘Cast Vote’ page opens.
 - viii. Cast your vote by selecting the appropriate option and click on “Submit” and also “Confirm” when prompted.
 - ix. Upon confirmation, the message “Vote cast successfully” will be displayed.
 - x. Once the vote on a resolution is cast, the Member shall not be allowed to change it subsequently.
 - xi. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution and / or 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 vkmassociates@yahoo.com with a copy marked to evoting@nsdl.co.in.
 - xii. In case of any queries, you may refer the Frequently Asked Questions (FAQs) and e-voting user manual for shareholders available at the Downloads section of www.evoting.nsdl.com or call on toll free no: 1800-222-990.
- B. In case a Member receives physical copy of the Notice of the AGM (for Members whose e-mail addresses are not registered with the Company / Depositories):
- i. Initial password is provided in the enclosed attendance slip: EVEN (E-voting Event Number) + USER ID and PASSWORD
 - ii. Please follow all steps from Sl. No. 20. A (ii) to (xii) above, to cast vote.
- C. Other Instructions
- i. The e-voting period commences on Tuesday, September 25, 2018 (9.00 a.m. IST) and ends on Thursday, September 27, 2018 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on Friday, September 21, 2018 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for