



Fourth Dimension SolutionsTM
Innovation, Efficiency, Execution

5TH ANNUAL REPORT 2015-16



Fourth Dimension Solutions™
Innovation, Efficiency, Execution





mission

“We strives to be one of the India’s leading and foremost organization in the space of IT including IT enable services and operations outsourcing with the mission to become one of the most preferred vendor by customer choice in enabling and facilitating the right product and service provisioning.”

vision

“We will engage in sustainable practices and anticipate the need of our customers. We will inspire our employees to be best they can be. We will maximize return to shareholders while still maintaining quality of our product & services”



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5th Annual General Meeting on Tuesday , the 27th September, 2016 at 11:30 A.M at THE GRAND CORAL (Coral Bellss Banquet) at 26/1, Shivaji Marg, Moti Nagar, New Delhi – 110 015	

COMPANY PARTICULARS

BOARD OF DIRECTORS

Mr. Amalendu Mukherjee	Managing Director
Mrs. Namita Mukherjee	Whole-time Director
Mr. Bibekananda Mukherjee	Non-Executive Director
Mr. Vijay Kumar Tiwari	Non-Executive and Independent Director
Mr. Prashant Kumar Gupta	Non-Executive and Independent Director
Mr. Anant Prakash	Non-Executive and Independent Director

COMMITTEES

Executive Committee

Mr. Amalendu Mukherjee	Chairman
Mrs. Namita Mukherjee	
Mr. Bibekananda Mukherjee	

Shareholders Relationship Committee

Mr. Vijay Kumar Tiwari	Chairman
Mr. Amalendu Mukherjee	
Mrs. Namita Mukherjee	

Audit Committee

Mr. Anant Prakash	Chairman
Mr. Amalendu Mukherjee	
Mr. Prashant Kumar Gupta	

Nomination & Remuneration Committee

Mr. Vijay Kumar Tiwari	Chairman
Mr. Prashant Kumar Gupta	
Mr. Anant Prakash	

Corporate Social Responsibility Committee

Mrs. Namita Mukherjee	Chairperson
Mr. Amalendu Mukherjee	
Mr. Prashant Kumar Gupta	

AUDITORS

Sain Kanwar & Associates

Statutory Auditor

747, G.F. Gali No. 22, Joshi Road, Karol Bagh,
New Delhi – 110 005

KRA & Co.

Internal Auditor

H-1/208, Garg Tower, Lala Jagat Narayan Marg,
Netaji Subash Place, Pitampura,
New Delhi – 110 034

Atiuttam Singh & Associates

Secretarial Auditor

19, First Floor, Main Market, Moti Nagar, New
Delhi – 110 015



BANKERS

Axis Bank Ltd.	ICICI Bank Limited
Bank of Baroda	Kotak Mahindra Bank Ltd.
Citi Bank	State Bank of India
HDFC Bank Ltd.	Union Bank of India
HSBC	Yes Bank Ltd.

Mr. Mahesh Rajdev

Chief Financial Officer

Mr. Deepak Kumar Kaushal

Company Secretary & Compliance Officer

REGISTERED OFFICE

DSM-340, DLF Trade Tower, Shivaji Marg, New Delhi – 110 015
Tel: +91 – 11 – 4707 1502
Email: secretarial@fdsindia.co.in
Website: www.fdsindia.co.in
CIN: U72900DL2011PLC221111

CORPORATE OFFICE:

63/12A, Rama Road, Industrial Area, New Delhi – 110 015
Tel: +91 -11 – 4380 1367, Fax: +91 – 11 -2510 3544

Unit No. G-07, Ground Floor, Salcon Aurum, Jasola, New Delhi – 110 002
Tel: + 91 – 11 – 4050 6984 / 4258 7000

5th Annual General Meeting : Tuesday, the 27th day of September, 2016 at 11:30 A.M. at THE GRAND CORAL (Coral Bellss Banquet) at 26/1, Shivaji Marg, Moti Nagar, New Delhi – 110 015
Book Closure : Wednesday, 21/09/2016 to Tuesday, 27/09/2016 [both day inclusive]

Registrar and Share Transfer Agent

Bigshare Services Pvt. Ltd.

E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road. Sakinaka, Andheri(E), Mumbai-400 072.
Tel: +91 –22-40430200
Fax: +91-22-2847 5207
Email Id: investor@bigshareonline.com
Website: <http://www.bigshareonline.com>

The Board of Directors of Wholly Owned Subsidiary

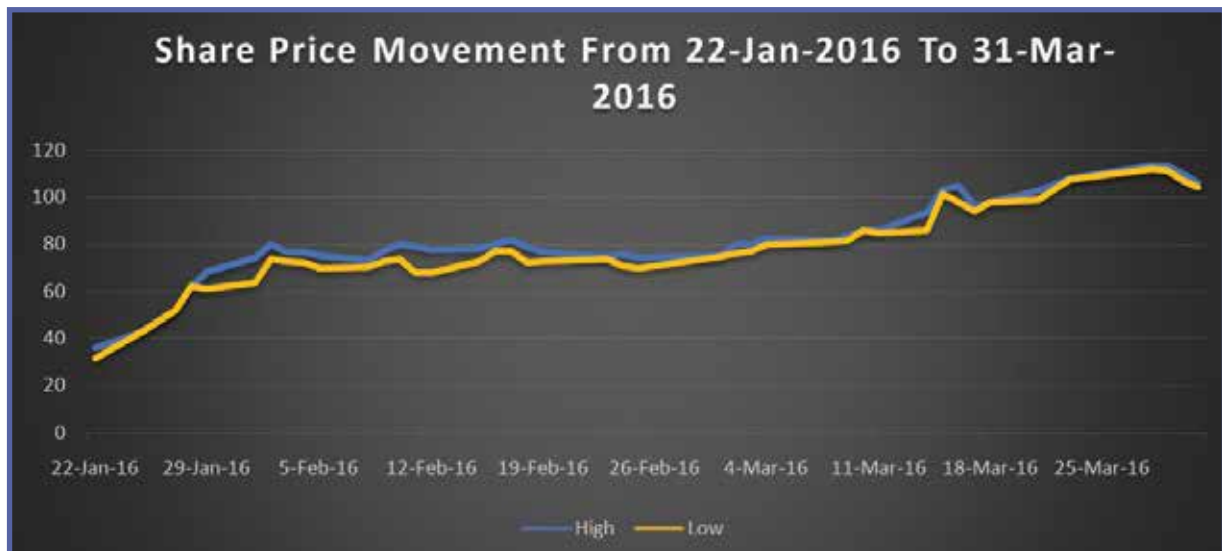
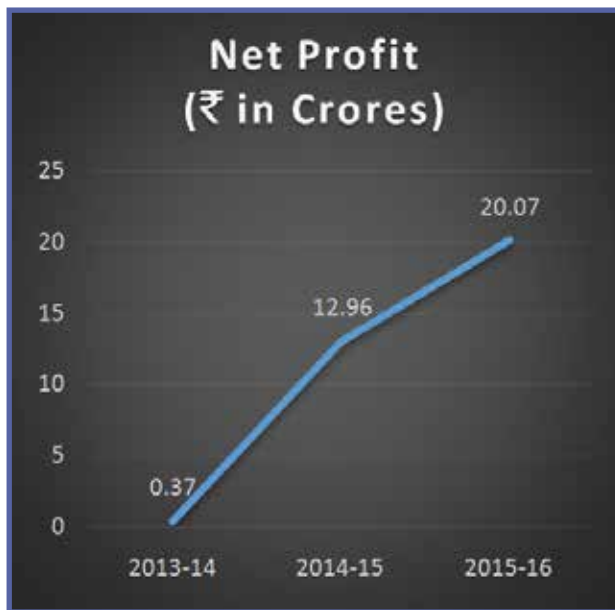
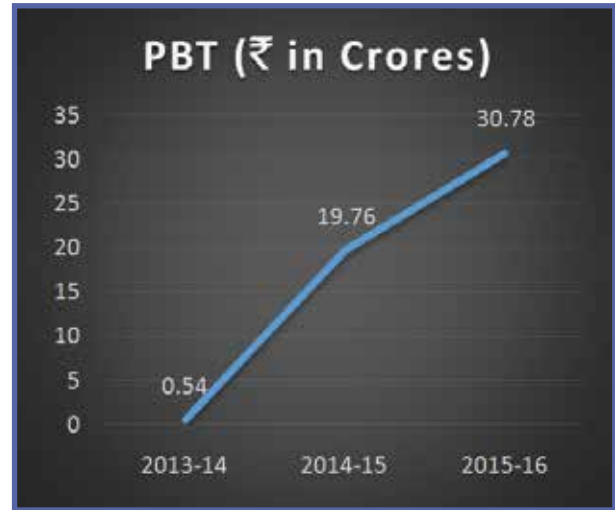
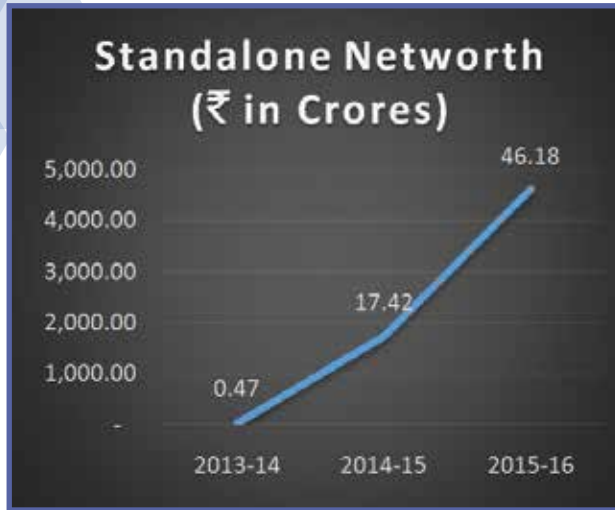
Thumbspeed Tech Solutions Pvt. Ltd.

Mr. Amalendu Mukherjee	Director
Mrs. Namita Mukherjee	Director
Mr. Bibekananda Mukherjee	Director

Enpocket IT Service (India) Pvt. Ltd.

Mr. Amalendu Mukherjee	Director
Mrs. Namita Mukherjee	Director
Mr. Bibekananda Mukherjee	Director

KEY TRENDS





BOARD OF DIRECTORS & KMP OF YOUR COMPANY

SN	Name	Age	DIN	Address	Designation
1	Amalendu Mukherjee	36	03544485	F-6, Milap Nagar, Uttam Nagar, New Delhi-110059.	Managing Director
2	Namita Mukherjee	35	06561265	F-6, Milap Nagar, Uttam Nagar, New Delhi-110059.	Whole-Time Director
3	Bibekananda Mukherjee	28	07008285	Bareria, Patherdih, Baghmundi, Purulia, 723152, West Bengal	Non-Executive Director
4	Vijay Kumar Tiwari	67	07233196	6/472, Vineet Khand, Gomti Nagar, Lucknow 226010 UP	Independent & Non-Executive Director
5	Prashant Kumar Gupta	29	06939868	Sahu Niketan, Pura Gulab Rai, Mau Nath Bhanjan, Mau 275101 UP	Independent & Non-Executive Director
6	Anant Prakash	31	06709773	106, Metro Vihar, Sai Baba Mandir, Najafgarh, Delhi 110043	Independent & Non-Executive Director
7	Mahesh Rajdev	62	AFYPR1290L	24, Feroz Gandhi Road, Lajpat Nagar-III, New Delhi 110024 DL	CFO
8	Deepak Kumar Kaushal	34	APDPK5499P	54-A, 55, 56, Swastik Appt., Flat no. 3, UGF, Main Rajapuri Road, Rajapuri Delhi 110059	Company Secretary

MR. AMALENDU MUKHERJEE, aged 36 years, is the Promoter, visionary leader and Managing Director of our Company. He has more than 10 years of experience in the field of IT and IT related services. He utilized and leverages IT as a tool to execute his objectives of Governance through IT and IT related services. He holds an Executive MBA Degree from Concordia College and University of Delaware, USA He started his career with West Bengal State Seed Corporation Limited, a West Bengal Government undertaking in the year 1999. Later, he joined SARK Systems (I) Ltd in the year 2004 at Delhi. He formed our company in the year 2011 to capture the upcoming business opportunities in governance related IT services. He has been awarded Shram Ratna Award by Honorable Union minister Shri Santosh Gangwar in the year 2015. Mr. Mukherjee is largely responsible for carrying a global niche for the company; his ideology is to incorporate the best practices of business management in the organization.

MRS. NAMITA MUKHERJEE, aged 35 years, has been on our Board since April, 2013. She was appointed as a Whole-Time Director of our Company in April, 2015. She is handling the administration & HR functions of our company. She also actively takes part in decision making process related to our operations. She has more than 3 years of experience in the field of IT & ITes related services.

MR. BIBEKANANDA MUKHERJEE, aged 28 years, is the Non-Executive Director of our Company. He holds a Master degree in History from KSOU and Bachelor Degree in Computer Applications from Sikkim Manipal University. Further, he also obtained Advanced Diploma in Computer Hardware Management and Networking from TCIL IT (New Delhi) and Advanced Diploma in Computer Application from IGNOU.

MR. ANANT PRAKASH, aged 31 years, is the Independent and Non-Executive Director of our company. He is an Associate Member of the Institute of Company Secretaries of India and also holds a graduate degree in Commerce from Magadh University. He has experience in secretarial and legal compliance and has sound knowledge of Corporate Laws. Initially, he had worked with M/s. Magnum Ventures Limited, a Company listed with NSE & BSE. He was also

associated with M/s. Munish K. Sharma & Associates, a Practicing Company Secretaries Firm and SMS Paryavaran Limited, a Construction Company. Presently, he is an Independent Practicing Company Secretary.

MR. VIJAY KUMAR TIWARI, aged 67 years, is the Independent & Non-Executive Director of our Company. He acquired master degree in Computer Science from Indian Institute of Science, Bangalore. He has extensive experience in the area of, administration, operations, PR management, quality compliance, revenue collection and business development in service sector. He is proficient in liaising with Govt. Deptt. and making good long term relation with the corporate clients ensuring high service standards for business excellence. He was associated with “Sark System India Limited, Consortium partner of ECIL” as a GM (operations). He is having over 30 years’ experience in Defence service (IAF), possesses varied experience in maintenance, operation and organizational skills with proven abilities in training and development, human relationship, management and planning.

MR. PRASHANT KUMAR GUPTA, aged 29 years, is the Independent and Non-Executive Director of our company. He is an Associate Member of the Institute of Company Secretaries of India and also holds a graduate degree in Commerce from Allahabad University. He has experience in secretarial and legal compliance and has knowledge of Companies Act. Previously, he has worked with M/s. Xerion Retail Private Limited, now popularly known as Jabong.com and founded M/s. Prashant Gupta & Associates to work in the field of Compliance, Finance and Corporate restructuring.

MR. MAHESH RAJDEV, aged 62 years, is the Chief Financial Officer of the Company. He is a Chartered Accountant. He has also done MBA in Finance from Delhi University & qualified as Certified Public Accountant from USA. He is a performance driven professional with over three decades of rich & qualitative experience and pioneer in the design and deliver of innovative financial assignments, leader in facilitating change through redesign of internal operating and business processes. He was appointed as Chief Financial Officer of Fourth Dimension Solutions Limited on November 05, 2015.



LETTER TO STAKEHOLDERS CHAIRMAN & MANAGING DIRECTOR CORNER

Dear Members and Stakeholders,

It gives me great pleasure to extend a very warm welcome to each and everyone of you to the 5th Annual Meeting of your company. It is my privilege to present to you the 5th Annual Report of your company. 2015 was a year when your company continued to progress at a faster pace. Your company achieved highest growth in market sales amongst the public sector companies and also recorded the highest level of net profit in the last decade. With excellent sales performance with right strategy and strong delivery your company generate great revenue growth. As we all know that our company has continued to grow as a lean and agile organisation in the past years, despite the challenging economic conditions in India but still the performance is even more satisfying.

We are delivering robust performance due to consistent implementation of best practices in operations, institutionalization of a number of strategic initiatives and enhanced employee engagement. This performance has been achieved through unrelenting focus on customer centric initiatives, strengthening of network capabilities and widespread deployment of information technology. Your company firmly believes that the employees are its most valuable asset. This belief is translated into action through a number of initiatives for improving employee engagement, capability building, empowerment and thought leadership to yield consistent result.

Now i will now briefly share the future plans of your company. As you all know that IT/ITES sector is one of the fastest growing sector and our government take initiatives to establish Digital India Program that has been encouraging. Smart Cities have been identifies and IOT has been embraced to make lives easier and comfortable. Your company is focused on reshape portfolios to address market and achieving the strategic objectives. Your company is focused on enhancing the brand value by delivering a differentiated customer experience through customer centric initiatives and innovation by leveraging technology. To make our overseas presence more impactful we will continue to invest to get into a lead position. Your company will continue the initiatives of product innovation. To be competitive in the dynamic downstream marketing, your company is focused on strengthening infrastructure, improving operational excellence, implementing best practices, and enhancing network productivity.

Our Appreciation

Ladies and Gentleman, before i conclude on behalf of the Board of Directors, I would like to thank all our customers, dealers, distributors and other business associates for their continued support. I sincerely thank all our employees for their outstanding effort and commitment. I would like to take this opportunity to thank my colleagues on the Board for their mature counsel

Sincerely,
Sd/-

Amalendu Mukherjee
Managing Director

WHOLE TIME DIRECTOR – CORNER

Sustainability and smile

Thank you for the confidence that you have reposed in us as stakeholders.

Fourth Dimension Solutions Limited business success has been driven by keeping the customer at the core of everything it does. Combining its expertise in technology with an equally clear understanding of customer industries, your company attempts to deliver business value to customers consistently. The consistency is driven by its pioneering efforts in service quality and predictability, through different approaches. The underlying tenets that drive this overall culture are that of speed, simplicity and excellence.

The secret sauce in the successful transformation of core services is the continuous effort of people working across the execution chain.

Sincerely

Sd/-

Namita Mukherjee

Whole-time Director

INDEPENDENT DIRECTOR CORNER

Transparency and Directions

The need of good Corporate Governance are transparency, accountability, reporting and independence of Board of Directors.

It has been a wonderful year since we outlined the new strategy for consistent and profitable growth of the Company. I am happy to share with you the progress we have made so far on the execution of our strategy.

It would be our endeavour in future to make FDS Ltd, professionally managed Indian multinational, committed to total customer satisfaction. We shall foster a culture of caring trust and continuous learning while meeting expectation of employees, stakeholders and Society.

Sincerely,

Sd/-

Vijay Kumar Tiwari

Independent Director



CHIEF FINANCIAL OFFICER– CORNER

Innovation and reliance at a glance

Your company continues to maintain its growth momentum, revenue generation and performance in FY 2015-16.

Revenues of your company were Rs. 1,403 crores which was a 115% growth over the previous year. Our net profits grew 54% over the previous year due to our efforts to drive higher operational efficiencies. The fundamentals of our business is strong, and therefore we are confident that we will continue to outpace the industry in the years ahead.

We continued our focus and efforts toward growth of stakeholders. Our strong financial performance and shareholder friendly practices, as well as our good governance practices, made us one of the best performing organisation.

Our achievements so far have only been possible due to the outstanding teams at your company that I am proud to lead. They continuously challenge themselves to innovate and to deliver the best results for all our stakeholders.

Finally, I thank all our stakeholders for your goodwill and support.

Sincerely,

Sd/-

Mahesh Rajdev

Chief Financial Officer

SALES HEAD CORNER

Business & Strategy

India continued to be one of the most attractive economies by common consensus. During FY 2015-16, the economy grew by 7.6% and the government took considerable measures to usher in a culture of fiscal consolidation. The government is focusing on across the board reforms to spearhead infrastructure development in Telecom, IT, railways, roads and highways as well as the power sector, to build a broad-based foundation for accelerated socio-economic development. The government has already announced its first list of 20 smart cities that will offer smart solutions such as assured power and water supply, sanitation and solid waste management, efficient urban mobility, robust IT connectivity, e-governance, citizen safety, among others. Prime Minister's Digital India Program have given a great impetus to the development of IT & Telecom.

The structure, which further strengthens FDSL as a delivery-focused customer centric organisation, will help accelerate decision-making, where I am happy to report that the Company responded with remarkable fortitude and created stakeholders value being a new entrant in the industry.

Sincerely

Sd/-

Nilanjan Mukherjee

Sr. VP (Strategic Business Development, Overseas Marketing)

COO CORNER

Success Story and the Way Ahead

We really strive to deliver the expectation on us and take full responsibility for your company success. We know you're aspirational-minded and wholeheartedly had allowed us to improve and continue the pace of growth of your company.

I would like address a quote by Shelby Skrhak

"Success is simply solving problems. Sure, some things are complicated, but if you take it one piece at a time—solve the problems, put it back together—you can't believe the enterprise you could build. Take it a piece at a time, master it, and then put it back together to solve it."

Keeping in mind the responsibility and trust for new skies to touch.

Sincerely

Sd/-

Pankaj Mittal

Chief Operating Officer

OPERATION HEAD – CORNER

Touching with perfection

Being alive and agile to the changing market and customer expectations to re-strategies our service delivery model has been the fundamental axis around which we have aligned our core service delivery. The goal is to enhance our competitive advantage to sharper service line differentiation. This will ensure clearer accountability for differentiating our service lines and thereby increase our market share and potential growth.

In the era of digital technologies digitization helps to change a business model and provide new revenue and value producing opportunities. What is exciting for us as a Company is that we are actually enabling digital revolution for our businesses, society and environment.

Sincerely,

Sd/-

Col. Ajay Purohit (Retd.)

Sr. VP (Operations)



BOARD & MANAGEMENT DISCUSSION AND ANALYSIS REPORT

To the Members,

Your Directors have pleasure in submitting their 5th Annual Report together with the Audited standalone & consolidated financial statement for the year ended on 31st March, 2016.

Financial Highlights & Review of Operations:

(Rs. in lakhs)

Particulars	Standalone for financial year ended on 31st March		Consolidated for financial year ended on 31st March	
	2016	2015	2016	2015
Revenue from operations	140,153.56	65,163.85	140,180.76	65,186.16
Other income	244.71	67.76	244.72	67.76
Total revenues	140,398.27	65,231.61	140,425.48	65,253.92
Cost of Material Consumed	138,350.15	71,386.51	138,366.93	71,402.49
Change in inventories of finished goods	(7,795.67)	(10,108.28)	(7,795.68)	(10,108.28)
Employee benefit expense	1,982.29	857.41	1,989.49	859.81
Finance costs	2,353.53	60.25	2,353.54	60.25
Depreciation and amortization expense	370.18	193.97	370.18	193.97
Other expenses	2,059.75	865.75	2,061.90	868.82
Total expenses	137,320.23	63,255.61	137,346.36	63,277.06
Profit before tax	3,078.04	1,976.00	3,079.12	1,976.86
Tax expense	1,070.38	679.61	1,070.73	679.90
Profit for the year	2,007.66	1,296.39	2,008.39	1,296.96
Basic Earnings Per Share (In Rs.)	33	129	33	129
Diluted Earnings Per Share (In Rs.)	33	129	33	129

REVIEW OF BUSINESS OPERATIONS

Your Company's standalone total revenue for the current financial year 2015-16 has increased to Rs. 1403.98 Crores from the previous financial year of Rs. 652.32 Crores. Similarly the Company's Standalone total profit for the current financial year 2015-16 has increased to Rs. 20.08 Crores from the previous financial year of Rs. 12.96 Crores.

Your Directors assured that Company's revenue and profit will be increased, year by year on regular basis.

REVIEW OF BUSINESS OPERATIONS AND FUTURE PROSPECTS

Your Directors are optimistic about company's business and hopeful of better performance with increased revenue in coming year. There was no change in the nature of business of Company.

DIVIDEND

No Dividend was declared for the current financial year.

TRANSFER OF UNCLAIMED DIVIDEND TO INVESTOR EDUCATION AND PROTECTION FUND

The provisions of Section 125(2) of the Companies Act, 2013 do not apply as there was no dividend declared and paid last year.

TRANSFER TO RESERVES

Your Company has not made any transfer to reserve during the Financial Year 2015-16. However profit for the year is shown as surplus under the head Reserve & Surplus during the financial year 2015-16.

SHARES

During the year under review, the company has undertaken following transactions:

Increase in Authorized Capital	Increase in Share Capital [IPO]	Buy Back of Securities	Sweat Equity	Bonus Shares	Employees Stock Option Plan
Nil	28,920,000	Nil	Nil	60,000,000	Nil

Share Capital

A) Issue of equity shares with differential rights

Your Company had not issued equity shares with differential rights for the financial year as provided in rule 4 (4) of Companies (Share Capital and Debentures) Rules, 2014.

B) Issue of sweat equity shares

Your Company had not issued sweat equity shares for the financial year as provided in rule 8 (13) of Companies (Share Capital and Debentures) Rules, 2014.

C) Issue of employee stock

Your Company had not issued employee stock option for the financial year as provided in rule 12 (9) of Companies (Share Capital and Debentures) Rules, 2014.

D) Provision of money by company for purchase of its own shares by employees or by Trustees for the benefit of employees: N.A.

MATERIAL CHANGES DURING THE FINANCIAL YEAR

Increase in the Paid up Share Capital

- Bonus Issue

Your company allotted by way of bonus Issue 60,00,000 (Sixty Lakhs) equity shares of Rs. 10/- each in the ratio of 3:1, fully paid up by capitalisation of Reserves on 7th September 2015, to the member of the company, during the financial year under review.

- Initial Public Offer

Your Company allotted 28,92,000 (Twenty Eight Lakhs Ninety Two Thousand) equity shares of Rs. 10/- each at a premium of Rs. 20 each to the subscribers of shares of the Company at Initial Public Offer, during the financial year under review.

Conversion of Company

Your Company is converted into Public Limited Company w.e.f. 25th May, 2015.

Listing with "NSE-EMERGE"

During the year under review, your company got listed at SME platform of National Stock Exchange of India Ltd. i.e. NSE- EMERGE.

MATERIAL CHANGES, IF ANY, AFTER THE END OF FINANCIAL YEAR

Purchase of shares of Enpocket Services (India) Private Limited

Your Company purchased 10,000 (100%) equity shares at the rate of Rs. 3,900/- (Rupees Three Thousand Nine Hundred only) each of Enpocket Services (India) Private Limited, a wholly owned subsidiary of Nokia Investment OY, Finland.



CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

During the year under review, the changes in the Directors and Key Managerial Personnel are herein below.

The Board in its meeting held on 01st April, 2015 appointed Mr. Bibekananda Mukherjee and Ms. Preeti Puri, as an Additional Director and as Company Secretary & Compliance Officer, of the Company respectively, with immediate effect.

During the year under review, Mr. Amalendu Mukherjee and Mrs. Namita Mukherjee were appointed as Managing Director and Whole-Time Director of the Company respectively w.e.f., 1st April 2015.

The Board consists of executive and non-executive directors who have wide and varied experience in different disciplines of corporate, in order to further strengthen the Board, The Board in its meeting held on 10th August, 2015 appointed Mr. Vijay Kumar Tiwari, Mr. Anant Prakash and Mr. Prashant Kumar Gupta as an Additional Directors of the Company with immediate effect and were appointed as Independent Director of the Company in the 4th Annual General Meeting of the Company held on 07.09.2015 for a period of 5 years from the date of Annual General Meeting.

During the year under review, Ms. Preeti Puri, resigned from the post of Company Secretary & Compliance Officer of the Company w.e.f., 18th June, 2015.

During the year under review, Ms. Chavvi Gupta is appointed as a Company Secretary & Compliance Officer of the Company w.e.f., 25th June 2015 and resigned from the post of Company Secretary & Compliance Officer of the Company w.e.f., 01.03.2016.

During the year under review, Mr. Deepak Kumar Kaushal is appointed as a Company Secretary & Compliance Officer of the Company w.e.f., 10.03.2016

During the year under review, Mr. Mukesh Mishra was designated as a Chief Financial Officer of the Company on 07.09.2015 and resigned from the post of Chief Financial Officer on 02.11.2015.

During the year under review, Mr. Mahesh Rajdev was appointed as a Chief Financial Officer of the Company on 05.11.2015.

Retirement by Rotation

In accordance with the provisions of Section 152 of the Companies Act, 2013 and in terms of the Articles of Association of the Company, Mrs. Namita Mukherjee, Whole time Director, and Mr. Bibekananda Mukherjee, Director, of the Company, will retire by rotation at the ensuing AGM of your Company and being eligible offer themselves for re-appointment. The Board of Directors of the Company has recommended their re-appointment.

COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

During the year under review, the Company had constituted Nomination and Remuneration Committee. The Constitution of the Nomination and Remuneration Committee is as per the provisions of Section 178 of the Companies Act, 2013. As per the current policy the Company Board is an appropriate mix of executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. On March 31, 2016, the Board consists of six Directors, two of whom are executive, one non-executive and three are independent directors. The meets the criteria policy of the Company on directors' appointment and remuneration, including criteria as required under sub-section (3) of Section 178 of the Companies Act, 2013 for determining qualifications, positive attributes, independence of a director and other matter. We affirm that the remuneration paid to the directors is as per the terms laid out in the nomination and remuneration policy of the Company.

DECLARATION BY THE INDEPENDENT DIRECTORS

During the year under review, the Company has received necessary declaration from each independent director under Section 149(7) of the Companies Act, 2013, that he / she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

EXTRACT OF ANNUAL RETURN

The extracts of Annual Return in form MGT-9, pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and Administration) Rules, 2014 is furnished in Annexure I and is attached to this Report.

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

A. Conservation of Energy

Your Company is engaged in business of sale and services of IT and ITes Related products, providing e-governance services and such operations do not require substantial Electricity, Gas & Steam, Power, Water or any other kind of energy consumption. However, the Company is taking all possible measures to conserve the energy.

- (i) The steps taken or impact on conservation of energy; N.A.
- (ii) The steps taken by the Company for utilizing alternate sources of energy; N.A.
- (iii) The capital investment on energy conservation equipment's; N.A.

B. Technology Absorption and Research & Development

The Company has not incurred any expenditure on Research & Development. Your Company has not imported technology during the last 4 years reckoned from the beginning of the financial year.

- (i) The efforts made towards technology absorption; N.A.
- (ii) The benefits derived like product improvement, cost reduction, product development or import substitution; N.A.
- (iii) In case of imported technology (imported during the last three years reckoned from the beginning of the financial year) - N.A.
 - (a) The details of technology imported; N.A.
 - (b) The year of import; N.A.
 - (c) Whether the technology been fully absorbed; N.A.
 - (d) If not fully absorbed, areas where absorption has not taken place, and the reasons thereof; and N.A.
 - (iv) The expenditure incurred on Research and Development. N.A.

C. Foreign Exchange Earnings and Outgo

Your Company has earned in Forex equivalent to Rs. 17.45 Crores. However your Company has spent Rs. 21.69 Crores on import of goods and Rs. 1.57 Crores on tour and travel during the financial year under review.



BOARD MEETINGS

The Board of Directors duly met Twenty-Six (26) times during the financial year 2015-16 and in respect of all the proceedings were properly recorded.

SN	Date	SN	Date	SN	Date
1.	01.04.2015	2.	15.04.2015	3.	17.04.2015
4.	27.04.2015	5.	01.05.2015	6.	05.05.2015
7.	12.05.2015	8.	25.05.2015	9.	27.05.2015
10.	01.06.2015	11.	20.06.2015	12.	25.06.2015
13.	01.07.2015	14.	07.07.2015	15.	15.07.2015
16.	24.07.2015	17.	03.08.2015	18.	10.08.2015
19.	11.08.2015	20.	07.09.2015	21.	21.09.2015
22.	02.11.2015	23.	20.11.2015	24.	17.12.2015
25.	11.01.2016	26.	10.03.2016		

COMMITTEES OF THE BOARD

Currently, the Board has five committees: the Audit Committee, the Executive Committee, the Shareholder Relationship Committee, the Nomination & Remuneration Committee and the Corporate Social Responsibility Committee. A detailed note on the composition of the Board and its committees is provided in the Corporate Governance report as Annexure V and is attached to this Report.

PUBLIC DEPOSITS

Your Company has neither accepted nor renewed any Deposit under Schedule V of the Companies Act, 2013, read with Companies (Acceptance of Deposits) Rules, 2014 during the year under review.

The details relating to deposits, covered under Chapter V of the Act,-

- The Company have not accepted deposit during the year; N.A.
- Remained unpaid or unclaimed as at the end of the year; N.A.
- Whether there has been any default in repayment of deposits or payment of interest thereon

During the year and if so, number of such cases and the total amount involved- N.A.

- At the beginning of the year; N.A.
- Maximum during the year; N.A.
- At the end of the year; N.A.

The details of deposits which are not in compliance with the requirements of Chapter V of the Act; N.A.

MANAGEMENT DISCUSSION & ANALYSIS REPORT

Pursuant to Regulation 34 and Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Management Discussion and Analysis Report is as follows:

MANAGEMENT DISCUSSION AND ANALYSIS REPORT INDUSTRY STRUCTURE AND DEVELOPMENT

IT SERVICES

Fast-evolving technology landscapes, dynamic economic environments and the emergence of digital business era has created a need for enterprises to look for design and execute their technology transformation and support programs. Various enterprises are engaging as IT Services companies who can deliver high quality service on a high level scale and at competitive costs. Over the past decades, with the emergence of the internet and inexpensive connectivity, the global delivery model of service delivery has risen to become the preferred model in sourcing of IT services, business process services and research and development services in Information Technologies Sector. In this period, service providers have gained technological expertise and delivery capability by developing organically or by inorganically.

IT service providers offer a range of end to end software development, digital services, IT business solutions, research and development services, technology infrastructure services, business process services, consulting and related support functions.

According to the Strategic Review 2016 of the National Association of Software and Service (“NASSCOM”) (“the NASSCOM Report”) in FY16, IT export revenues, from India grew by 12.3% in constant currency, to an estimated \$108 billion. NASSCOM expects FY17 export growth rates to be between 10% and 12%. We believe the IT Services industry has significant growth potential. The digital transformation of businesses provides opportunities for IT Services industry in providing a range of new services.

IT PRODUCTS

The key components of the hardware industry are servers, desktop, notebook, tablet computers, storage devices, peripherals, printers and networking equipment. According to the NASSCOM Report, the hardware segment of the IT Business Process Management (“IT-BPM”) market in India is estimated to be \$13 billion in fiscal year 2016 or 25% of the India IT-BPM industry including e-commerce. According to the NASSCOM report, the size of the hardware market in India has been stagnant at \$13 billion for the last two years. Emergence of cloud computing technologies is affecting demand for IT products like servers.

BUSINESS OVERVIEW

We are one of the leading providers of IT services at domestic level. We combine the business knowledge and industry expertise of our domain specialists and the technical knowledge and implementation skills of our delivery team leveraging our products, platforms, partnerships and solutions in our development centre’s located on PAN India. We develop and integrate innovative solutions that enable our clients to leverage IT to achieve their business objectives at competitive costs. We use our quality processes and talent pool to deliver “time to development” advantages, cost savings and productivity improvements.

Our IT Services business provides a range of IT and IT-enabled services which include digital strategy advisory, customer centric design, technology consulting, IT consulting, custom application design, development, re-engineering and maintenance, systems integration, package implementation, IT infrastructure services, analytics services, business process services, research and development to leading enterprises across the Country.

OPPORTUNITIES AND THREATS

Our strengths

We believe our strengths give us the competitive advantage to position ourselves as the emerging IT solutions and services company.

Our IT industry, domain, process, and technology expertise allows us to enable clients to transform their businesses with innovative strategies and solutions. Our expertise helps our clients enhance their performance, gain process and IT efficiencies, increase agility and flexibility, reduce costs, and achieve measurable business value. Our mix of comprehensive end-to-end business solutions includes business and technology consulting, enterprise



solutions, systems integration, custom application development, application maintenance and production support, infrastructure management, independent testing and validation, cloud ecosystem integration, product engineering and lifecycle solutions, business process management, software products, and business platforms and solutions.

Our current track record in delivering high-quality solutions across the smiles as the reward is our strong domain expertise help us solidify these relationships and gain increased business from existing clients. This client retention allows us to strengthen our brand and sophisticated processes, standards and quality frameworks allow us to continuously optimize service delivery of various engagements on key performance indicators like business value, productivity, quality and cycle-time.

Having fervid ecosystem for employee attraction, career development, engagement and retention. Competency development of our workforce has always been one of our key strategic focus areas.

BUSINESS STRATEGY - OUTLOOK

Our vision “To bring smiles to the end customers” trust and maximize value of their businesses by providing solutions that integrate deep industry insights, leading technologies and best in class execution.

Our ambition is to achieve growth in revenue in IT Services business segment.

Our strategic objective is to build a sustainable organization that remains relevant to the agenda of our clients, while generating profitable growth for our investors. In order to do this, we will apply the priorities of ‘renew’ and ‘new’ to our own business and cascade it to everything we do.

Technology has become increasingly central and core to enterprises across industry segments. In addition, consumerization of IT has led to blurring of boundaries between business needs and technology enablement. This has led to clear separation of priorities and shifting ownership between the Run side and the Change side of our clients’ businesses.

Our strategy thus addresses our clients’ Run and Change agenda. The Run Strategy is about Modernizing the Core of our clients’ process and technology landscape i.e. help clients achieve significant efficiencies in their core operations through various levers in all of our core markets.

We experience intense competition in traditional services and see a rapidly-changing market place with competitors arising in new technologies who are focused on agility, flexibility and innovation.

We typically compete with other technology services providers in response to requests for proposals. Clients often cite our industry expertise, comprehensive end-to-end solutions, ability to scale, superior quality and process execution, experienced management team, talented professionals and track record as reasons for awarding us contracts.

In future, we expect intensified competition. In particular, we expect increased competition from firms that strengthen their offshore presence in India or other low-cost locations and firms that offer technology-based solutions to business problems and from firms incumbent in market segments that we have recently entered.

BUSINESS MODEL STATE OF COMPANY’S AFFAIRS

M/s.FOURTH DIMENSION SOLUTIONS LIMITED

Your company is a CMMI level 5 company managed by experienced IT, Marketing and Administration Professionals. Your Company engaged in the business of IT and ITes related products and services.

Your company also empanelled in the various E-governance activities of Central Government and State Government.

Your company expanding its business activities in very wide and diversified area i.e.:

IT Infrastructure Solutions & Services

- IT facilities management services
- e-governance activities
- AMC Services
- Data digitalization
- Professional Services entry level and high skilled resources in different technologies
- Implementation of configuration services for computing and network pieces
- Network & Security Optimization
- Server & Storage Consolidation

IT Procurement Service

- Hardware and Software
- IT-Products-sales, support & service

Operating Outsourcing

- Project and program management
- Printing Solution
- Manpower Outsourcing
- Document & Records Management Services
- Internet and web marketing
- Front & Back Office Operations

Business Segment Overview

Our business comprises of the IT Services and IT Products segments.

Product Wise Performance

Our Business:

FDSL acknowledge itself for innovative approach, delivering IT management, support & consultancy services includes Operation, Infrastructure Management and Technologies Solution Services. We provide value to our customers by innovation, accomplishment, trust and long-term relationship through our unique service portfolio and expertise. We are a group of highly talented people and absorb all problems and convert into meaningful solutions, to meet business requirements of clients.

What We Do

Technology Solutions

- Computing
- Switching and Routing
- Structured Cabling
- Application Delivery
- Data centre Build up and consulting
- Storage and Server Consolidation
- Internet and Data Security

IT Infrastructure Services

- IT Facilities Management Services
- AMC Services
- E commerce
- Professional Services Entry level and higher skilled resources in different Technologies
- Implementation of configuration services for Computing and Network pieces



Operations Outsourcing

- System Integration
- Voice data video safety and security
- Documents & Record Management
- Document Life Cycle Management
- Front and back office operation
- Printing Solutions

Good Governance & Management Practices

At FDSL, Corporate Governance is more than just adherence to the Statutory & Regulatory requirements. It is equally about focusing on voluntary practices that underlie the highest levels of transparency & propriety.

RISKS AND CONCERNS

This section lists forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these statements as a result of certain factors. Our outlook, risks and concerns are as follows:

- Our revenues and expenses are difficult to predict and can vary significantly from period to period, which could cause our share price to change.
- We may not be able to sustain our previous profit margins or level of profitability.
- The economic environment, pricing pressures, and decreased employee utilization rates could negatively impact our revenues and operating results.
- Our revenues are highly dependent on Government E-governance projects, as well as on clients concentrated in certain industries. An economic slowdown or other factors that affect the economic health of the nation or those industries, or any other impact on the growth of such industries, may affect our business.
- Currency fluctuations and declining interest rates may affect the results of our operations.
- Our success depends largely upon our highly-skilled technology professionals and our ability to hire, attract, motivate, retain and train these personnel.
- Wage pressures in India and the hiring of employees may prevent us from sustaining some of our competitive advantage and may reduce our profit margins.
- Any inability to manage our growth could disrupt our business, reduce our profitability and adversely impact our ability to implement our growth strategy.
- We may not be able to provide end-to-end business solutions for our clients, which could lead to clients discontinuing their work with us, which in turn could harm our business.
- Intense competition in the market for technology services could affect our pricing, which could reduce our share of business from clients and decrease our revenues.
- A large part of our revenues is dependent on our top clients and the loss of any one of our major clients could significantly impact our business.
- Our success depends in large part upon our management team and key personnel, and our ability to attract and retain them.
- Our failure to complete fixed-price and fixed-time frame contracts, or transaction-based pricing contracts, within budget and on time, may negatively affect our profitability.
- Our client contracts can typically be terminated without cause and with little or no notice or penalty, which could negatively impact our revenues and profitability.
- Our engagements with customers are typically singular in nature and do not necessarily provide for subsequent engagements.

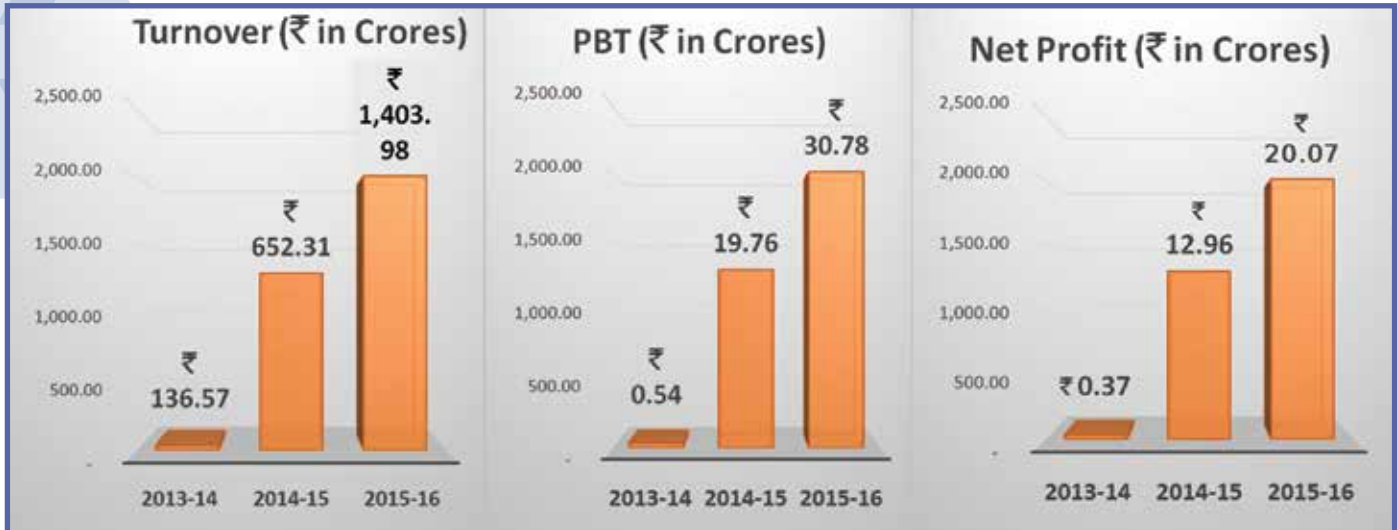
- Our client contracts are often conditioned upon our performance, which, if unsatisfactory, could result in lower revenues than previously anticipated.
- Some of our long-term client contracts contain benchmarking provisions which, if triggered, could result in lower future revenues and profitability under the contract.
- Our increasing work with governmental agencies may expose us to additional risks.
- Our business will suffer if we fail to anticipate and develop new services and enhance existing services in order to keep pace with rapid changes in technology and in the industries on which we focus.
- Disruptions in telecommunications, system failures, or virus attacks could negatively impact our operations and ability to provide our services and solutions, which could result in client dissatisfaction and a reduction in our revenues.
- We may be liable to our clients for damages caused by the disclosure of confidential information, system failures, errors or unsatisfactory performance of services.
- We may be the subject of litigation which, if adversely determined, could harm our business and operating results.
- Our insurance coverage may not be adequate to protect us against all potential losses to which we may be subject, and this may have a material adverse effect on our business.
- We are investing substantial cash assets in new facilities and physical infrastructure, and our profitability could be reduced if our business does not grow proportionately.
- We may be unable to recoup investment costs incurred in developing our software products and platforms.
- We may engage in acquisitions, strategic investments, strategic partnerships or alliances or other ventures that may or may not be successful.
- Goodwill that we carry on our Balance Sheet could give rise to significant impairment charges in the future.
- The markets in which we operate are subject to the risk of earthquakes, floods, tsunamis, storms and other natural and man-made disasters.
- New and changing corporate governance and public disclosure requirements add uncertainty to our compliance policies and increase our costs of compliance.
- We may be unsuccessful in protecting our intellectual property rights. We may also be subject to third-party claims of intellectual property infringement.
- Increased regulation in the industries in which our clients operate could harm our business, results of operations and financial condition.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company have sufficient mechanism to ensure the effectiveness of the internal control system and their adequacy pertaining to financial reporting have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies. No significant change in internal control over financial reporting including accounting policies during the year under reference and that the same have been disclosed in the notes to the financial statements; Your Company had not encountered or been aware of any instance during the year of significant fraud of which have become aware and the involvement therein, if any, of the management or an employee having a significant role in the company's internal control system over financial reporting.

PERFORMANCE HIGHLIGHTS

Authorised Capital: ₹ 25,00,00,000/-
Paid-up Capital : ₹ 10,89,20,000/-



Your Company is one of the most admired and recognized companies in the IT industry.

HUMAN RESOURCE DEVELOPMENT

During the year, your Company has witnessed significant expansion of business operation to build capabilities and align it with the strategy for future growth. The Company's operations are being handled by qualified and competent personnel. The Company continued with its intensive training and development efforts to promote and develop a talent pipeline for the industry.

Effective HRM is vital for the attainment of the Company's goals. The Company believes that employees are the heart of organization and they constitute the primary source of sustainable competitive advantage. Relations among all the employees of the Company remained cordial and harmonious.

CORPORATE GOVERNANCE

As per the applicable provisions of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a detailed Corporate Governance Report has been given in this Report is annexed as Annexure V. A certificate from auditors confirming compliance with the conditions of Corporate Governance as stipulated under Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed as Annexure VI.

SUBSIDIARY ASSOCIATES AND JOINT VENTURES

M/s. Thumbspeed Tech Solutions Private Limited is wholly owned subsidiary company.

A separate statement containing the salient features of Financial Statements of Subsidiary of your Company i.e., M/s. Thumbspeed Tech Solutions Private Limited, forms a part of consolidated financial statement in terms of Section 129 of the Companies Act, 2013. The Financial Statements of Subsidiary Companies are kept open for inspection by the shareholders at the Registered Office of your Company during business hours on all days except Saturdays, Sundays and public holidays upto the date of the Annual General Meeting (AGM) as required under Section 136 of the Companies Act, 2013. Any member desirous of obtaining a copy of the said financial statements may write to the Company at its Registered Office.

M/s. Thumbspeed Tech Solutions Private Limited

M/s. Thumbspeed Tech Solutions Private Limited (Previously known as Thumbspeed Software Solutions Private Limited) became wholly owned subsidiary of the Company, during the year under review. Previously it was a subsidiary of M/s. Nokia Inc. M/s. Thumbspeed Tech Solutions Private Limited is engaged in IT related business.

During the year under review, the total revenue M/s. Thumbspeed Tech Solutions Private Limited has increased to Rs. 2,720,630/- from previous financial year Rs. 2,231,250/- and net profit after tax for the current financial year 2015-16 has increased to Rs. 72,422/- from the previous financial year of Rs. 56,229/-.

PERFORMANCE AND FINANCIAL POSITION OF THE SUBSIDIARY

The statement containing the features of the financial statements of Thumbspeed Tech Solutions Private Limited under the first proviso to sub-section (3) of Section 129 of the Companies Act, 2013 is being attached with the Board's Report in Form AOC-1 as Annexure II and the forming part of the Board's Report.

CONSOLIDATED FINANCIAL STATEMENTS

The audited Consolidated Financial Statement, comprising of the Company and its subsidiary form part of this Report. The Auditors' Report on the Consolidated Accounts is also attached. The same is unqualified. The Consolidated Financial Statement have been prepared in accordance with the applicable Accounting Standards and in compliance with the applicable provisions of the Companies Act, 2013 other applicable provisions.

DEPRICIATION AND AMORTIZATION

The Company had followed WDV method on its assets the rates prescribed under the Part C of the Schedule II of the Companies Act, 2013, Intangible fixed assets stated at cost less accumulated amount of amortization.

VIGIL MECHANISM

The Company has a vigil mechanism for Directors and Employees to report their concerns about unethical behavior, actual or suspected fraud or violation of the company's Code of Conduct. The mechanism provides for adequate safeguards against victimization of Directors and employees who avail the mechanism. In exceptional cases, Directors and employees have direct access to the Chairman of the Audit Committee. However your Company being listed on SME Exchange – "NSE Emerge" is exempt under Regulation 22 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

EVALUATION OF THE BOARD'S PERFORMANCE

In compliance with the Companies Act, 2013 and Regulation 17(10) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, Your Company being listed on SME Exchange – "NSE Emerge" is exempt under Regulation 17(10) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

RISK MANAGEMENT POLICY

The Company has business Risk Management framework to identify and evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on its business objectives and enhance its competitive advantage. It defines the risk management approach across the Company and its subsidiary at various levels including the documentation and reporting. During the period under review, the Company has not identified any element of risk which may threaten its existence or are very minimal.

POLICIES

Your Company promote and adhere the highest level of ethical standards in the business transactions. The SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 mandated the formulation of certain policies for all listed companies. All our corporate governance policies are available on our website (<http://fdsindia.co.in/policies.html>). The policies are reviewed periodically by the Board and updated based on need and new compliance requirement.

LISTING AGREEMENT

The Securities and Exchange Board of India (SEBI), on September 2, 2015, issued SEBI (Listing Obligations and Disclosure Requirements) Regulations, 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 regulations were effective



December 1, 2015. Accordingly, all listed entities were required to enter into the Listing Agreement within six months from the effective date. The Company entered into Listing Agreement with the National Stock Exchange of India Limited on 21st January 2016.

DEMATERIALIZATION OF SHARES

The shares of your Company are being traded in electronic form and the Company has established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantages offered by the Depository system, Members are requested to avail the facility of dematerialization of shares with either of the Depositories as aforesaid. As on March 31, 2016, 100.00% of the share capital stands dematerialized.

LISTING

The equity shares of your Company are listed with the National Stock Exchange – SME Platform “EMERGE”.

COMPANY CODE OF PRACTICES AND PROCEDURES FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION (UPSII)

The Board of Directors has adopted the Insider Trading Policy in accordance with the requirements of the SEBI (Prohibition of Insider Trading) Regulation, 2015. The Insider Trading Policy of the Company lays down guidelines and procedures to be followed, and disclosures to be made while dealing with shares of the Company, as well as the consequences of violation. The policy has been formulated to regulate, monitor and ensure reporting of deals by employees and to maintain the highest ethical standards of dealing in Company securities.

The Insider Trading Policy of the Company covering code of practices and procedures for fair disclosure of unpublished price sensitive information (UPSII), is available on our website ([http://fdsindia.co.in/beta/docs/Regulation_8\(Annexure%20I\).pdf](http://fdsindia.co.in/beta/docs/Regulation_8(Annexure%20I).pdf))

CORPORATE SOCIAL RESPONSIBILITY

The Contribution of your Company during the year under Corporate Social Responsibility (CSR) initiatives is through a NGO “Innovative Educational & Welfare Society” (IEWs) registered society under the Society Registration Act, 1860 vide Certificate of Registration No. 45535 of 2003 and is established for more than 13 years. Your Company is supporting the Projects Smart of IEWS on promoting education, art and culture and rural development projects. IEWS through its project smart is supporting list of institution including special schools, parent groups, schools having special students by providing educational software and computer peripherals such as printers for better and advance education.

As per the Companies Act, 2013, all companies having a net worth of Rs. 500 crore or more, or a turnover of Rs. 1,000 crore or more or a net profit of Rs. 5 crore or more during any financial year are required to constitute a CSR committee of the Board of Directors comprising three or more directors, at least one of whom should be an independent director. All such companies are required to spend at least 2% of the average net profits of their three immediately preceding financial years on CSR-related activities.

Composition of Corporate Social Responsibility Committee

Mrs. Namita Mukherjee
Chairperson
Mr. Amalendu Mukherjee
Mr. Prashant Kumar Gupta

Accordingly, the Company was required to spend Rs. 10,56,531/- towards CSR activities, out for which the Company had donated 300 units of RICOH AFICIO RSP LASER Printer SP 100 SU total amounting to Rs. 11,34,000/- towards Project Smart having activities as specified in Schedule VII of the Companies Act, 2013 At the consolidated level, the total expenditure on CSR activities, as specified in Schedule VIII of the Companies Act, 2013, was Rs. 11,34,000/-

The annual report on our CSR activities is appended as Annexure VIII to the Board’s report.

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

The Company has in place a Sexual Harassment of woman at workplace (Prevention Prohibition and Redressal) Policy in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. Internal Complaints Committee (ICC) has been set up at location/offices where the Company operates to redress complaints received regarding sexual harassment. All person including organizational non organizational (permanent, contractual, temporary, trainees) are covered under this policy.

Report of the committee in respect of Complaints received during the year under the year under the Prevention of Sexual Harassment at the Workplace Act, 2013 and Rules framed there under as per Section 21 of the Act:

Annual Report for the year under Section 21 of Prevention of Sexual Harassment at the Workplace Act of 2013.

- | | | |
|----|---|-----|
| a. | No. of Complaints received during the year: | 1 |
| b. | No. of Complaints disposed off during the year: | 1 |
| c. | No. of Cases pending for more than 90 days: | NIL |

AWARD AND RECOGNITIONS

Your Company's strives to focus on customer delight and commitment towards customer satisfaction resulting in the few award and recognition recorded and received by your Company.

SN	AWARD AND RECOGNITIONS	DATE
1	Your Company received certificate of registration as CMMI-DEV V.1.3, Maturity Level 5 vide Registration No.: QSA-1502373	07.02.2015
2	Your Company received certificate of ISO/IEC 20000-1:2011 vide Certificate No.: GACB1840	12.11.2014
3	Your Company received certificate from NSICL in relation to the Government Purchase Enlistment Certificate vide Registration No.: NSIC/GP/DEL/2014/0008386	29.10.2014
4	Your Company received certificate of ISO 9001:2008 vide Certificate No.: GACB1713	14.07.2014
5	Your Company received certificate of ISO 14001:2015 vide Certificate No.: 1617/EMS/CCXIX	13.07.2016
6	Your Company received certificate of ISO 27001:2013 vide Certificate No.: 1617/ISMS/CCXVII	13.07.2016
7	The Company has been ranked 371 among THE NEXT 500 India's Top midsize Companies by Fortune India Magazine and ranked 8 in Infotech Segment Companies.	22.06.2016
8	Sarthi SME Excellence Award 2016 (Business Performance-Platinum)	

CORPORATE GOVERNANCE

Your Company is committed to the principle of good Corporate Governance practices and it conducts its business and deals with its stakeholders in the same way. Your Company's Corporate Governance practices are aimed at having systems and procedures that ensure transparency, accountability and integrity which maintain an appropriate balance between the Directors and the Management. These practices include timely and accurate disclosure of information regarding the operational and financial performance of the Company to not only the investors, but also your Company's customers, creditors, employees and the society at large. Your Company strongly believes that adhering to such a high level of corporate governance practices go a long way in establishing the credibility of the Company and create significant long term value for all its stakeholders.

DIRECTORS' RESPONSIBILITY STATEMENT

In accordance with the provisions of Section 134(3) (c) of the Companies Act, 2013, the Board of Directors affirm:-



- a) that in the preparation of the annual accounts, the applicable accounting standards had been followed along with the proper explanation relating to material departure;
- b) that the directors had 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 and loss of the company for that period;
- c) the directors had 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;
- d) the directors had prepared the Annual Accounts on a going concern basis;
- e) the directors, in the case of a listed company, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- f) The directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

AUDITORS

STATUTORY AUDITORS

The Chairman proposed to the Board of Directors that the Auditors of the Company, M/s. Sain Kanwar & Associates, Chartered Accountants, (Firm Registration No. 018023N) would retire at the conclusion of the forthcoming Annual General Meeting of the Company and that the said firm of Statutory Auditors has confirmed that if reappointed, their appointment will be within the limits of Section 139 and 141 of the Companies Act, 2016. He further proposed that the members of the Company in their meeting should make the appointment of the auditors. The Board discussed and recommended the appointment of M/s. Sain Kanwar & Associates, Chartered Accountants, (Firm Registration No. 018023N) as Auditors of the Company for the financial year 2016-17 and fixation of their remuneration by the shareholders at the forthcoming Annual General Meeting.

The Auditors' Report for fiscal 2016 does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements in this Annual Report.

SECRETARIAL AUDITORS

M/s. Atiuttam Singh & Associates, Practising Company Secretaries, were appointed to conduct the secretarial audit of the Company for the financial year 2015-16, as required under section 204 of the Companies Act, 2013 and the rules thereunder. The secretarial audit report for the financial year 2015-16 forms the part of the Annual Report as Annexure IV to the Board Report. The Secretarial Audit report does not contain any qualification, reservation or adverse remark.

The Board has appointed M/s. Atiuttam Singh & Associates, Practising Company Secretaries, as Secretarial Auditor of the Company for fiscal 2017.

AUDITOR CERTIFICATE ON CORPORATE GOVERNANCE

As required by SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the auditors' certificate on Corporate Governance is enclosed as Annexure VI to the Board's report. The auditors' certificate for Financial 2015-16 does not contain any qualification, reservation or adverse remark.

COST AUDIT

The Cost Audit is not applicable to your Company.

ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO FINANCIAL STATEMENTS

The Company has in place adequate internal financial controls with reference to financial statements. The Board has adopted policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy

and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

During the year under review, such controls were tested and no reportable material weakness in the design or operation were observed.

DETAILS OF SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS, COURTS AND TRIBUNALS

No significant and material order has been passed by the regulators, courts, tribunals impacting the going concern status and Company's operations in future.

PARTICULARS OF LOANS, GUARANTEES, SECURITIES OR INVESTMENTS UNDER SECTION 186

During the year your Company not provided loans and Investments as prescribed under section 186 of Companies Act, 2013 and Rules made thereunder.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

During the financial year under review no contract or arrangements were entered into by the Company with related parties referred to in sub-section (1) of Section 188 of the Companies Act and Regulation 23 of the SEBI (Listing Obligations Disclosure Requirements) Regulations 2015 except as mentioned in the note no. 27 of the notes to accounts of the Company. Form AOC-2 attached with the Board's Report as Annexure III.

PARTICULARS OF EMPLOYEES

The ratio of remuneration of each director to the median of employees' remuneration as per Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of the Board's report (Annexure VII).

A statement containing the names of every employee posted in India throughout the financial year and in receipt of a remuneration of Rs. 1 crore and 2 lakh or more, or posted for part of the year and in receipt of Rs. 8.5 lakh or more a month, under Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 forms part of the Board's Report (Annexure VII). The details of employees posted outside India can be made available on request.

GREEN INITIATIVE

In view of the tribute to the Mother Nature, we are publishing only the statutory disclosures in the printed version of the Annual Report. Electronic Copy of the Annual Report 2015-16 and Notice of the 5th Annual General Meeting are sent to the members whose email address are registered with the Company/ Depository Participant(s). For the members who have not registered their email address, physical copies are sent in the permitted mode.

ACKNOWLEDGEMENTS

Your Directors place on record their appreciation for the contributions made by employees towards the success of your Company. Your Directors gratefully acknowledge the co-operation and support received from the shareholders, customers, vendors, bankers, regulatory and Governmental authorities.

For and on Behalf of the Board of Directors

Date:27.08.2016
Place: New Delhi

Sd/-
Amalendu Mukherjee
Managing Director
DIN: 03544485

Sd/-
Namita Mukherjee
Whole-time Director
DIN:06561265



ANNEXURE I

FORM NO.MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST 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

i.	CIN	U72900DL2011PLC221111
ii.	Registration Date	17.06.2011
iii.	Name of the Company	Fourth Dimension Solutions Limited
iv.	Category/Sub-Category of the Company	Company limited by shares/Indian non-government company
v.	Address of the Registered office and contact details	DSM 340, DLF Trade Tower, Shivaji Marg, New Delhi-110015 Telefax: +91-11-47091502 Email:secretarial@fdsindia.co.in Website: fdsindia.co.in
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Pvt. Ltd. Registrar and Share Transfer Agent E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road. Sakinaka, Andheri(E), Mumbai-400 072. Tel: +91 – 22-40430200 Fax: +91-22-2847 5207 Email Id: investor@bigshareonline.com Website: www.bigshareonline.com

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:-

Sr. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1	IT related products	4651	84.46
2	IT related services	6209	15.54

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name And Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1.	Thumbspeed Tech Solutions Pvt. Ltd. Address: 701, A wing, Plot No. X-4/1, X-4/2, TechnocityCO-OP. Society Ltd. TTC Industrial Area, Mahape, Navi Mumbai-400710	U72200MH- 2005FTC150620	Subsidiary	100	2(87)(ii)

IV. SHARE HOLDING PATTERN (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	
A. Promoter									
1) Indian									
a) Individual/ HUF	-	1994500	1994500	99.725	7978000	-	7978000	73.25	-26.48
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A) (1):-	-	1994500	1994500	99.725	7978000	-	7978000	73.25	-26.48
2) Foreign									
g) NRIs-Individuals	-	-	-	-	-	-	-	-	-
h) Other-Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):-	-	-	-	-	-	-	-	-	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt. (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	-	-	-	-	-	-	-	-	-
2. Non Institutions									



a) Bodies Corp.									
(i) Indian	-	-	-	-	1035389	-	1035389	9.51	9.51
(ii) Overseas									
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	-	5500	5500	0.275	-	-	-	-	-0.275
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	-	-	-	-	1878611	-	1878611	17.24	17.24
c) Others(Specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(2)	-	-	-	-	-	-	-	-	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	-	5500	5500	0.275	1878611	-	1878611	17.25	17.25
C. Shares held by Custodian for GDRs &ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	-	2000000	2000000	100	10892000	-	10892000	100	-

ii. Shareholding of Promoters

Sr. 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.	Amalendu Mukherjee	1994500	99.725	0	7978000	73.25	0	(26.48)
	Total	1994500	99.725	0	7978000	73.25	0	(26.48)

iii. Change in Promoters' Shareholding (please specify, if there is no change)

Sr. no		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	1994500	99.725	1994500	99.725
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	07.09.2015 (Allotment-Bonus Issue) - 5983500		7978000	99.725
	At the End of the year	7978000	73.25	7978000	73.25

V. INDEBTEDNESS

Indebtedness of the Company including interest outstanding/ accrued but not due for payment

	Secured Loans excluding depos- its	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	105,75,866	-	-	105,75,866
ii) Interest due but not paid				
iii) Interest accrued but not				
Total(I + ii + iii)	105,75,866	-	-	105,75,866
Change in Indebtedness during the financial year				
- Addition				
- Reduction	-	340,00,000	-	340,00,000
Net Change	-	340,00,000	-	340,00,000
Indebtedness at the end of the financial year				
i) Principal Amount	42,45,762	300,36,983	-	342,82,745
ii) Interest due but not paid iii) Inter- est accrued but not due				
Total (I + ii + iii)	42,45,762	300,36,983	-	342,82,745

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

i. Remuneration to Managing Director, Whole-time Directors and/ or Manager

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager		Total Amount
		Amalendu Mukherjee	Namita Mukherjee	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17 (2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act,1961	2,40,00,000	60,00,000	3,00,00,000
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission - as % of profit - Others, specify...	-	-	-
5.	Others, please specify	-	-	-
6.	Total(A)	2,40,00,000	60,00,000	3,00,00,000
	Ceiling as per the Act	Rs. 4.20 Crores (being 11% of Net Profit of the Company as calculated as under Section 198 of the Companies Act, 2013).		



ii. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name Director			Total Amount
		Vijay Kumar Tiwari	Anant Prakash	Prashant Kumar Gupta	
	Independent Directors •Fee for attending board committee meetings •Commission •Others, please specify	70,000	70,000	70,000	2,10,000
	Total(1)	70,000	70,000	70,000	2,10,000
	Other Non-Executive Directors •Fee for attending board committee meetings •Commission •Others, please specify				
	Total(2)				
	Total(B)=(1+2)	70,000	70,000	70,000	2,10,000
	Total Managerial Remuneration				
	Overall Ceiling as per the Act	Max. Rs. 1 Lakh per meeting Per Director			

iii. Remuneration to Key Managerial Personnel Other Than MD/ Manager/ WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			Total
		CEO	Company Secretary	CFO	
1.	Gross salary (a)Salary as per provisions contained in section17(1)of the Income-tax Act,1961 (b)Value of perquisites u/s 17(2)Income-tax Act,1961 (c)Profits in lieu of salary under section 17(3) Income-tax Act,1961	-	2,86,067	6,05,875	-
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...	-	-	-	-
5.	Others, please specify	-	-	-	-
	Total	-	2,86,067	6,05,875	-

iv. Penalties / Punishment / Compounding of Offences:

Type	Section of the companies Act	Brief description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority [RD / NCLT/ Court]	Appeal made. If any (give details)
A. Company					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. Directors					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. Other Officers In Default					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-



ANNEXURE II

**FORM AOC-1
STATEMENT CONTAINING SALIENT FEATURES OF
THE FINANCIAL STATEMENT OF SUBSIDIARIES/ASSOCIATE COMPANIES/JOINT VENTURES**

[Pursuant to first proviso to sub-section (3) of Section 129 read with Rule 5 of Companies (Accounts) Rules, 2014]

Part "A": Subsidiary

SN	Particulars	Details
1.	Name of the subsidiary	M/s. Thumbspeed Tech Solutions Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	Not Applicable
4.	Share capital	Rs.1,00,000/-
5.	Reserves & surplus	Rs. 1,20,74,909/-
6.	Total assets	Rs.1,91,40,817/-
7.	Total Liabilities	Rs.1,91,40,817/-
8.	Investments	Nil
9.	Turnover	Rs. 27,20,630/-
10.	Profit before taxation	Rs. 1,08,217/-
11.	Provision for taxation	Rs. 35,795/-
12.	Profit after taxation	Rs.72,422/-
13.	Proposed Dividend	Nil
14.	% of shareholding	100%

ANNEXURE III

FORM NO. AOC-2**FORM FOR DISCLOSURE OF PARTICULARS OF CONTRACTS/ARRANGEMENTS ENTERED INTO BY THE COMPANY WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188 OF THE COMPANIES ACT, 2013 INCLUDING CERTAIN ARM'S LENGTH TRANSACTIONS UNDER THIRD PROVISIO THERETO**

[Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014]

1. Details of contracts or arrangements or transactions not at arm's length basis

- (a) Name(s) of the related party and nature of relationship: N.A.
- (b) Nature of contracts/arrangements/transactions: purchase of goods/services: N.A.
- (c) Duration of the contracts / arrangements/transactions: N.A.
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: N.A.
- (e) Justification for entering into such contracts or arrangements or transactions: N.A.
- (f) Date(s) of approval by the Board: N.A.
- (g) Amount paid as advances, if any: N.A.
- (h) Date on which the special resolution was passed in general meeting as required under first proviso to section 188: N.A.

2. Details of material contracts or arrangement or transactions at arm's length basis

- (a) Name(s) of the related party and nature of relationship:
 - Newcode IT Solutions Pvt. Ltd. – common directorship *
 - RNM IT Solutions Pvt. Ltd – common directorship **
- (b) Nature of contracts/arrangements/transactions: Sale of goods/services
- (c) Duration of the contracts / arrangements/transactions: In the course of ordinary business.
- (d) Salient terms of the contracts or arrangements or transactions including the value, if any: In the ordinary course of business more detailed in note no.27 of the notes of accounts of the standalone financial statements.
- (e) Date(s) of approval by the Board, if any: N.A.
- (f) Amount paid as advances, if any: More detailed in note no.27 of the notes of accounts of the standalone financial statements.

* Resignation from Directorship w.e.f 08.08.2015

** Resignation from Directorship w.e.f. 08.05.2015



FORM NO. MR-3
SECRETARIAL AUDIT REPORT

[Pursuant to section 204(1) of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To

The Members,
Fourth Dimension Solutions Limited
DSM – 340, DLF Trade Tower,
Shivaji Marg, New Delhi - 15

I was appointed by the Board of Directors of M/s Fourth Dimension Solutions Limited (hereinafter called the company) to conduct Secretarial Audit for the financial year ended on 31st March 2016.

My responsibility is to express an opinion on the secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.

We believe that audit evidence and information obtained from the Company's management is adequate and appropriate for us to provide a basis for our opinion.

I have conducted the Secretarial Audit in respect of compliance with applicable statutory provisions and the adherence to good corporate practices. Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

I have examined the books, papers, minute books, forms and returns filed and other records maintained by Company for the financial year ended on 31st March 2016 according to the provisions of:

- (i) The Companies Act, 2013 ("the Acts") and the rules made thereunder, as applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act') viz:-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015, as applicable;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999
 - e) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998

I have also examined compliance with the applicable clauses of the following:

- a. Secretarial Standards issued by The Institute of Company Secretaries of India.
- b. The Listing Agreements entered into by the Company with National Stock Exchange

Based on my verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March 2016 complied with the statutory provisions listed above and also that the Company has proper Board-processes and compliance mechanism.

Based on information received and records maintained, I further report that:

- a. The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Acts and the listing agreement;
- b. Adequate notice of at least seven days was given to all directors to schedule the Board Meetings. Agenda and detailed notes on agenda were sent in advance of at least three days before the meeting. There exists a system for Directors to seek and obtain further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.
- c. As per the minutes of the meetings duly recorded and signed by the Chairman the decisions of the Board were unanimous and no dissenting views have been recorded.
- d. The Company has proper Board processes.

Based on the compliance mechanism established by the Company and on the basis of the Compliance Certificate(s) issued by the Company Secretary and taken on record by the Board of Directors at their meeting(s), I am in the opinion that the management has:-

- a. adequate systems and processes commensurate with its size and operations, to monitor and ensure compliance with applicable laws, rules, regulations and guidelines; and
- b. complied with the following laws specifically applicable to the Company:-
 1. Information Technology Act, 2000 and rules made thereunder
 2. The Patent Act, 1970
 3. The Copyright Act, 1957
 4. The Trademark Act, 1999

I further report that, the compliance by the Company of applicable financial laws like direct and indirect tax laws and maintenance of financial records and books of accounts has not been reviewed in this Audit since the same have been subject to review by statutory auditors and other designated professionals.

I report further that, during the audit period, except Issue of Bonus Equity Shares, Public issue and listing of shares there were no other specific events / actions in pursuance of the above referred laws, rules, regulations, guidelines, etc., having a major bearing on the Company's affairs.

For **ATIUTTAM SINGH & ASSOCIATES**
COMPANY SECRETARIES

Sd/-
PROPRIETOR
FCS 8719
C.P. NO. 13333

DATE:20.07.2016
PLACE: New Delhi

This report is to be read with our letter of even date which is annexed as Annexure A and forms an integral part of this report.



Annexure A

To

The Members,
Fourth Dimension Solutions Limited
DSM – 340, DLF Trade Tower,
Shivaji Marg, New Delhi - 15

Our report of eventdate is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these esecretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the Secretarial records. The verification was done on test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

For **ATIUTTAM SINGH & ASSOCIATES**
COMPANY SECRETARIES

Sd/-
PROPRIETOR
FCS 8719
C.P. NO. 13333

DATE:20.07.2016
PLACE: New Delhi

ANNEXURE V

REPORT ON CORPORATE GOVERNANCE

(Pursuant to Schedule V of the SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015)

In accordance with Schedule V of the SEBI (Listing Obligation and Disclosure Requirements) Regulation, 2015 and some of the best practices followed internationally on Corporate Governance, the report containing the details of corporate governance systems and processes at Fourth Dimension Solutions Limited.

1. CORPORATE GOVERNANCE PHILOSOPHY

Corporate Governance is about commitment to values and about ethical business conduct. It is about how an organization is managed. This includes its corporate and other business structures, its culture, policies and procedures which ensure that the Company is managed in a manner that meets stakeholder's aspirations and societal expectations. Company is a listed company on the National Stock Exchange – Emerge Platform. The Company has complied, in all material aspect, with the features of corporate governance as specified in the Listing Agreement and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. The securities are being regularly traded at NSE Emerge Platform.

2. BOARD OF DIRECTORS

The composition of Board of Directors is as per the provisions of Companies Act, 2013 and in line with Regulation 17(1) of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. The board has an optimum combination of executive and non-executive directors with at least one woman director and not less than fifty percent of the Board of Directors comprising non-executive directors.

Presently the Board consists of Six Directors. Mr. Amalendu Mukherjee is the Managing Director of the company. One-half of the Board of the company consists of Independent Directors. None of the Directors on the Board is a member on more than 10 Committees and Chairman of more than 5 Committees, across all the companies in which he is a Director.

Details regarding the composition and category of directors, attendance at the Board meetings and last Annual General Meeting and number of Boards or Board Committees in which he/she is a member of Chairperson are as under:

Name of Director	Category (Promoter (P)/ Chairperson(c)/ Executive (ED) / Non-Executive (NED) / Independent (ID)/ Nominee (N))	No. of board meeting attended during the year 2015-16	Attendance at last AGM	No. of other Boards in which he / she is a member/ holds directorship (including Fourth Dimension Solutions Limited)	Committee(s) position (including Fourth Dimension Solutions Limited)	
					Member	Chairman
Mr. Amalendu Mukherjee DIN: 03544485	C & ED (P)	26	Y	4	2	1
Ms. Namita Mukherjee DIN: 06561265	ED	26	Y	4	2	1
Ms. Bibekananda Mukherjee DIN: 07008285	NED	26	Y	2	1	-
Mr. Vijay Kumar Tiwari DIN: 07233196	NE & ID	9	Y	1	-	2



Mr. Prashant Kumar Gupta DIN: 06939868	NE & ID	9	Y	2	3	-
Mr. Anant Prakash DIN: 06709773	NE & ID	9	Y	2	1	1

DISCLOSURE OF RELATIONSHIPS BETWEEN DIRECTORS INTER-SE

Mr. Amalendu Mukherjee is the promoter of the Company and Mrs. Namita Mukherjee and Mr. Bibekananda Mukherjee belongs to Promoter Group being Wife and Brother. None of the directors are interrelated other than mentioned above.

NUMBER OF SHARES AND CONVERTIBLE INSTRUMENT HELD BY NON EXECUTIVE DIRECTOR

SN	NAME	No. of Shares & Convertible Instrument	% age
1	Bibekananda Mukherjee	400 equity shares of Rs. 10/- each	0.00

The Board has met Twenty Six times in the Financial Year 2015-16 with a maximum gap of one hundred and twenty days between any two meetings. The dates of the meeting are as under:

SN	Dates on which the Board Meetings were held	Total Strength of the Board	No. of Directors Present
1.	01.04.2015	3	3
2.	15.04.2015	3	3
3.	17.04.2015	3	3
4.	27.04.2015	3	3
5.	01.05.2015	3	3
6.	05.05.2015	3	3
7.	12.05.2015	3	3
8.	25.05.2015	3	3
9.	27.05.2015	3	3
10.	01.06.2015	3	3
11.	20.06.2015	3	3
12.	25.06.2015	3	3
13.	01.07.2015	3	3
14.	07.07.2015	3	3
15.	15.07.2015	3	3
16.	24.07.2015	3	3
17.	03.08.2015	3	3
18.	10.08.2015	6	6
19.	11.08.2015	6	6
20.	07.09.2015	6	6
21.	21.09.2015	6	6
22.	02.11.2015	6	6
23.	20.11.2015	6	6
24.	17.12.2015	6	6
25.	11.01.2016	6	6
26.	10.03.2016	6	6

3. COMMITTEES OF THE BOARD

3.1 Audit Committee

The constitution of the Audit Committee is in confirmation with the requirement of the Section 177 of the Companies Act, 2013 and also as per the requirement of Regulation 18 of the SEBI (Listing Obligations and

Disclosure Requirements) Regulations, 2015.

Composition of Audit Committee

Name of the Director	Status	Position
Mr. Anant Prakash	Chairman	Independent Non-Executive Director
Mr. Prashant Kumar Gupta	Member	Independent Non-Executive Director
Mr. Amalendu Mukherjee	Member	Managing Director

Meetings and Attendance

SN	Dates on which the Audit Committee Meetings were held	Total Strength of the Committee	No. of Members Present
1.	02.11.2015	3	3
2.	20.11.2015	3	3
3.	11.01.2016	3	3

Role of the audit committee

Terms of reference of the Committee inter alia, include the following:

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (2AA) of section 217 of the Companies Act.
 - b. Changes, if any, in accounting policies and practices and reasons for the same.
 - c. Major accounting entries involving estimates based on the exercise of judgment by management.
 - d. Significant adjustments made in the financial statements arising out of audit findings.
 - e. Compliance with listing and other legal requirements relating to financial statements.
 - f. Disclosure of any related party transactions.
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the half yearly and annual financial statements before submission to the board for approval.
6. Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
7. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
8. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
9. Discussion with internal auditors on any significant findings and follow up there on.



10. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
11. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
12. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
13. To review the functioning of the Whistle Blower mechanism, in case the same is existing.
14. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
15. To overview the Vigil Mechanism of the Company and took appropriate actions in case of repeated frivolous complaints against any Director or Employee.
16. To comply with other such responsibilities as specified under the provisions of the Companies Act, 2013 and rules made thereunder.
17. Any other responsibilities as may be assigned by the Board from time to time.

Powers of the Audit Committee

- Investigating any activity within its terms of reference;
- Seeking information from any employee;
- Obtaining outside legal or other professional advice; and
- Securing attendance of outsiders with relevant expertise, if it considers necessary.

3.2 Nomination and Remuneration Committee:

The composition of the Nomination and Remuneration Committee is as per the provision of Section 178 of Companies Act, 2013 read with Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of requirements in Regulation 19 of the SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015.

Composition of Nomination and Remuneration Committee

Name of the Director	Status	Nature of Directorship
Mr. Vijay Kumar Tiwari	Chairman	Independent Non-Executive Director
Mr. Anant Prakash	Member	Independent Non-Executive Director
Mr. Prashant Kumar Gupta	Member	Independent Non-Executive Director

Meetings and Attendance

SN	Dates on which the Nomination and Remuneration Committee Meetings were held	Total Strength of the Committee	No. of Members Present
1.	02.11.2015	3	3
2.	10.03.2016	3	3

Role of the Nomination and Remuneration committee

The terms of reference of the Nomination and Remuneration Committee are:

1. To recommend to the Board, the remuneration packages of the Company's Managing/Joint Managing/ Deputy Managing/Whole time / Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details

of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);

2. To be authorized at its duly constituted meeting to determine on behalf of the Board of Directors and on behalf of the shareholders with agreed terms of reference, the Company's policy on specific remuneration packages for Company's Managing/Joint Managing/ Deputy Managing/ Whole time/ Executive Directors, including pension rights and any compensation payment;
3. To comply with other such responsibilities as specified under the provisions of the Companies Act, 2013 and rules made thereunder.
4. Such other matters as may from time to time be required by any statutory, contractual or other regulatory requirements to be attended to by such committee.

REMUNERATION TO DIRECTORS

- (A) Mr. Bibekananda Mukherjee, Non-Executive Director is the Brother of Promoter and Managing Director Mr. Amalendu Mukherjee and belongs to Promoter Group. Other than the aforesaid relation no pecuniary relationship or transaction was held during the year under review.
- (B) Remuneration to Directors and KMP's – Executive Directors including Managing Director (MD) and Whole time Director (WTD) shall be paid remuneration comprising of several components (including fixed as well as variable), as may be decided and approved by the Board from time to time, on the recommendation of the Committee and also approved by the shareholders and the Central Government, if so required. Such remuneration will be determined according to industry standards, experience, laws and regulations, prevailing market conditions and scale of Company's business relating to the position. Key Managerial Personnel (KMP) and Senior Management Personnel (SMP) shall be paid such remuneration as recommended by the Committee and approved by the Board from time to time.
- (C) Remuneration to Directors as on 31st March 2016:

Name of the Director	Designation	Salary and Perquisites	Commission (in Rs.)	Sitting Fees (in Rs.)	Contribution to PF and other funds (in Rs.)	Stock options exercised	No. of equity shares held
Mr. Amalendu Mukherjee DIN: 03544485	Managing Director (ED & C)	240,00,000	-	-	-	-	7978000
Ms. Namita Mukherjee DIN: 06561265	Whole-time Director (ED)	60,00,000	-	-	-	-	20000
Ms. Bibekananda Mukherjee DIN: 07008285	Director (NED)	-	-	-	-	-	400
Mr. Vijay Kumar Tiwari DIN: 07233196	Director (NE & ID)	-	-	70,000	-	-	-
Mr. Prashant Kumar Gupta DIN: 06939868	Director (NE & ID)	-	-	70,000	-	-	-
Mr. Anant Prakash DIN: 06709773	Director (NE & ID)	-	-	70,000	-	-	-

3.3 Stakeholders' Relationship Committee

In compliance with the provisions of Section 178 of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Obligations & Disclosure Requirements), Regulations 2015, the Stakeholders' Relationship Committee looks into shareholders' and investors' grievances.



(a) Composition of Stakeholders Relationship Committee

Name of the Director	Status	Nature of Directorship
Mr. Vijay Kumar Tiwari	Chairman	Independent Non-Executive Director
Mr. Amalendu Mukherjee	Member	Managing Director
Mrs. Namita Mukherjee	Member	Whole Time Director

(b) Meetings and Attendance

SN	Dates on which the Stakeholders Relationship Meetings were held	Total Strength of the Committee	No. of Members Present
1.	02.11.2015	3	3
2.	10.03.2016	3	3

(c) Role of the Stakeholders Relationship committee

The terms of reference of the Stakeholders Relationship Committee are:

The Stakeholders Relationship Committee shall oversee all matters pertaining to investors of our Company. The terms of reference of the Stakeholder Relationships Committee include the following:

1. Redressal of shareholders'/investors' complaints;
2. Reviewing on a periodic basis the Approval of transfer or transmission of shares, debentures or any other securities made by the Registrar and Share Transfer Agent;
3. Issue of duplicate certificates and new certificates on split/consolidation/renewal;
4. Non-receipt of declared dividends, balance sheets of the Company; and
5. Carrying out any other function as prescribed under the Listing Agreement.

(D) The name, designation and address of the Compliance Officer of the Company are as under

Name and designation:	Deepak Kaushal Company Secretary & Compliance Officer
Registered Office Address:	DSM -340, DLF Trade Tower, Shivaji Marg, New Delhi – 110 015
	Tel: + 91 – 011 – 47091 502
	Email: secretarial@fdsindia.co.in ,
	website: www.fdsindia.co.in
	CIN: U72900DL2011PLC221111

(E) Details of Investor Complaints

During the year 2015-16, the Company didn't receive any complaints from investors. Two complaints were received through SEBI's SCORES portal. All complaints were redressed to the satisfaction of the shareholder.

No complaints were pending as at 31st March, 2016.

4. GENERAL BODY MEETINGS

The details of the last three Annual General Meetings held

Date of AGM	Location	Time	Whether any Special Resolution passed
4th AGM, Monday, the 7th September, 2015	DSM -340, DLF Trade Tower, Shivaji Marg, New Delhi – 110 015	11:00 A.M.	Issue of Bonus Shares; Authorisation to Borrow Money; Authorisation for Loans and Investment and to give Guarantees and to provide Securities; Initial Public Offer; Authorisation to Sell the Property;
3rd AGM, Tuesday, 30th September, 2014	DSM -340, DLF Trade Tower, Shivaji Marg, New Delhi – 110 015	11:00 A.M.	NA
2nd AGM, Monday, 30th September, 2013	F-6, Second Floor, Milap Nagar, Uttam Nagar, New Delhi – 110 059	11:00A.M.	NA

The details of Special Resolution(s) passed through Postal Ballot are as under: No special resolution was passed in the year 2015- 2016 through Postal Ballot.

5. MEANS OF COMMUNICATION

The primary source of information to the shareholders, customers, analysts and other stakeholders of the Company and to public at large is through the website of the Company www.fdsindia.co.in. The Annual Report, half-yearly results, shareholding pattern and material events, copies of press releases, among others, are regularly sent to stock exchanges and uploaded on the Company's website. Half yearly/ annual financial results are regularly submitted to the Stock Exchanges in accordance with the Listing Agreements/ SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015 with the Stock Exchanges.

6. GENERAL SHAREHOLDER INFORMATION

i	Annual General Meeting:	
	Date	: Tuesday, 27th September, 2016
	Time	: 11:30 A.M.
	Venue	: THE GRAND CORAL (Coral Bellss banquet) at 26/1, Shivaji Marg, Moti Nagar, New Delhi – 110 015, India
ii	Financial Year	: April 1, 2015 to March 31, 2016
iii	Financial calendar (2016 -2017)	: April 1, 2016 to March 31, 2017
		Results for the Half year ended September 30, 2016 – by 14th December, 2016.
		Results for the Half year and year ended March 31, 2017 – by 30th May 2017.
iv	Date of Record/Cut-off Date	: 20th September, 2016
v	Date of Book closure	: The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, September 21, 2016 and Tuesday, September 27, 2016 (Both days Inclusive)
vi	Registered Office	: DSM -340, DLF Trade Tower, Shivaji Marg, New Delhi – 110 015
vii	Listing on Stock Exchanges	: The National Stock Exchange Limited – Emerge Platform
viii	Stock code	: FOURTHDIM

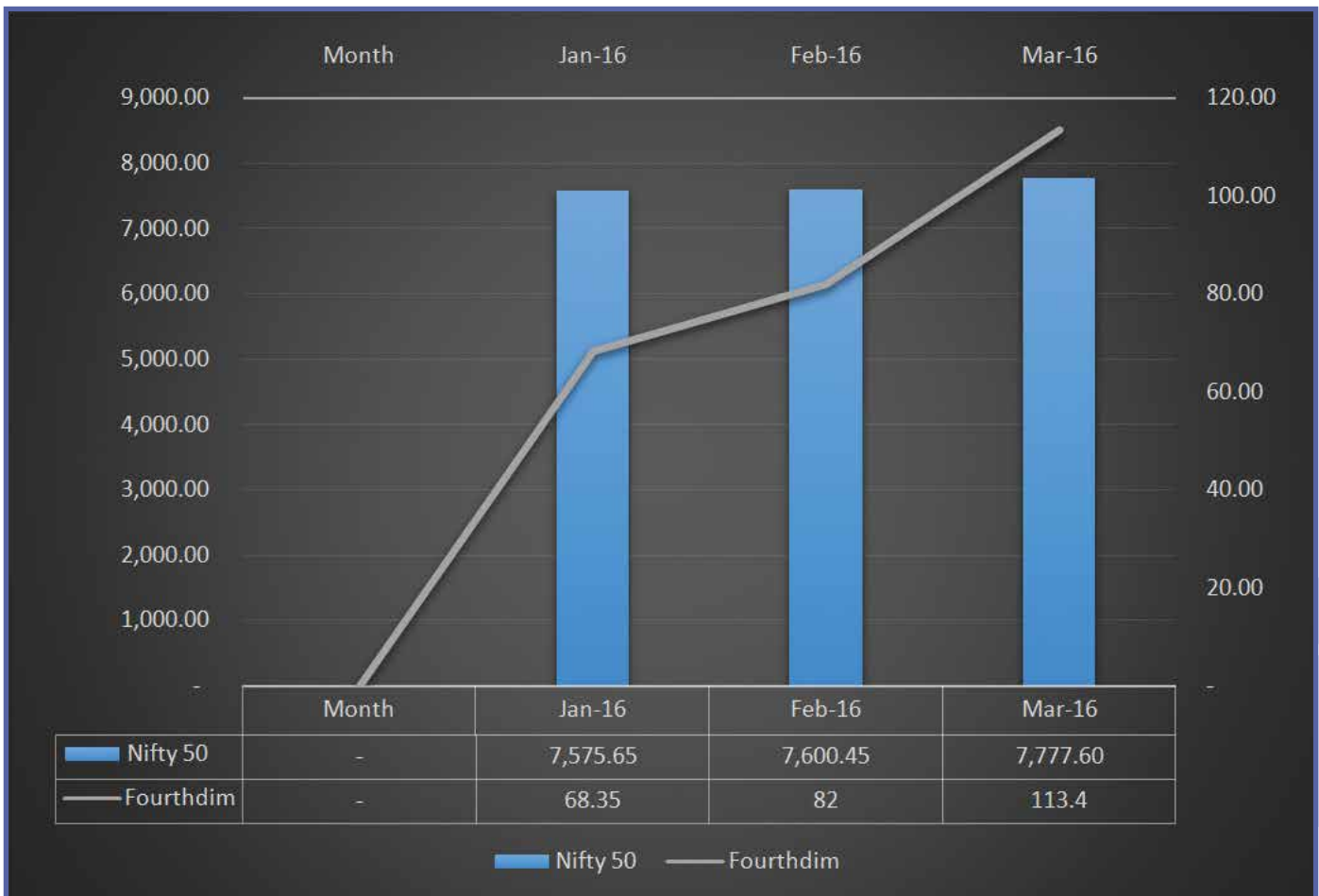


ix	Listing Fees	:	Listing fees as prescribed have been paid to the National Stock Exchanges up to 31st March 2017.
x	Market Price Data: High, Low during each month in last financial year 2015-16	:	

FOURTHDIM		
Month	High	Low
January 2016	68.35	31.8
February 2016	82	63.5
March 2016	113.4	74.8

xi Performance in comparison to broad-based indices such as NSE 50:

Month	Nifty 50		FOURTHDIM	
	High	Low	High	Low
January 2016	7,575.65	7,402.80	68.35	31.8
February 2016	7,600.45	6,825.80	82	63.5
March 2016	7,777.60	7,035.10	113.4	74.8



xii	Registrar and Share Transfer Agent	:	Bigshard Services Pvt. Ltd. E-2 & 3, Ansa Industrial Estate, Saki-Vihar Road. Sakinaka, Andheri(E), Mumbai-400 072.
xiii	Share transfer system	:	Company 100% shares are in dematerialized and traded on NSE-Emerge. Further, the request is any, for share transfer, is forwarded to the Stakeholders Relationship Committee for consideration and approval and then to Board of Directors to approve the transfer of shares within a period of 15 days from the date of receipt of the request in case the documents are completed in all respects. Shares sent for transfer in physical form are registered by the registrar and share transfer agents within 20 days of receipt of the documents, if found in order. Shares under objection are returned within two weeks. All request for dematerialization of shares are processed, if found in order and confirmation is given to the respective depositories, that is, National Securities Depositories Ltd (NSDL) and Central Depositories Services Ltd (CDSL) within 15 days.
xiv	Distribution of shareholding as on March 31, 2016	:	

DISTRIBUTION OF HOLDING No. of equity shares held (range)	Shareholders		% of Shareholding	
	Number	% to total	Number of Equity Shares	% to total
LESS THAN 500	2	0.75	800	0.01
500 - 1000	0	0.00	0	0.00
1001 - 2000	1	0.37	2000	0.02
2001 - 3000	0	0.00	0	0.00
3001 - 4000	181	67.54	724000	6.65
4001 - 5000	3	1.12	13411	0.12
5001 - 10000	25	9.33	198000	1.82
10001 – above	56	20.90	9953789	91.39
Total	268	100	10892000	100.00

xv	Shareholding pattern as on March 31, 2016	:	
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Categories of Equity Shareholders as on March 31, 2016

Category	No. of Shares Held	Percentage of holding (%)
Promoters & Promoters Group	7998400	73.43
Indian Public & others	1858211	17.06
Mutual Fund	0	0
Corporate Bodies	1031389	9.47
Banks, Financial Institutions	0	0
Foreign Institutional Investors	0	0
NRI's/OCBs/Foreign Nationals/FC/QFI	4000	0.04
Total	10892000	100.00

xvi	Dematerialization of shares and liquidity	:	During the year under review, 100% shares of the Company are dematerialized
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xvii	Outstanding GDRs/ADRs/ Warrants or any convertible instruments, conversion date and likely impact on equity	:	The Company has not issued any GDRs/ADRs/Warrants or any Convertible instruments
xviii	Plant Locations	:	Company doesn't have any plant.
xix	Address for correspondence	:	DSM -340, DLF Trade Tower, Shivaji Marg, New Delhi – 110 015 Tel: + 91 – 011 – 47091 502 Email: secretarial@fdsindia.co.in, website: www.fdsindia.co.in CIN: U72900DL2011PLC221111
xx	Other Details		
(a)	Disclosure on materially significant related party transactions that may have potential conflict with the interest of the Company at large	:	During the year, the Company had not entered into any contract / arrangement / transaction with related parties which could be considered material in accordance with Section 188 of the Companies Act, 2013 and Regulation 23 of the SEBI (Listing Obligations Disclosure Requirements) Regulations, 2015.

Details of transactions entered into with related parties during the year as required by Accounting Standard (AS)-18 on "Related Party Disclosures" issued by Companies (Accounting Standards) Rules 2006 are as under

Related Party Disclosure

a) Disclosure of Related Parties and relationship between parties:-

- i. Key Management Personnel :
 1. Mr. Amalendu Mukherjee
 2. Ms. Namita Mukherjee
- ii. Associate :
 1. RNM IT Solutions Pvt. Ltd *
 2. Newcode IT Services Pvt. Ltd**

* Disassociated w.e.f. 08.05.2015

** Disassociated w.e.f. 08.08.2015

Particulars	Current Period	Previous Year
Remuneration		
Mr. Amalendu Mukherjee	2,40,00,000	1,20,00,000
Ms. Namita Mukherjee	60,00,000	30,00,000
Purchase of Goods/Services during the year		
New Code IT Services Pvt. Ltd	-	9,22,42,587
RNM It Solutions Private Ltd	-	3,37,19,798
Sales of Goods/Services during the year		
New Code IT Services Pvt. Ltd	11,55,42,00	
RNM It Solutions Private Ltd	-	
Closing Balance		
New Code IT Services Pvt. Ltd	10,55,22,717 Dr*	2,08,00,675 Cr
RNM It Solutions Private Ltd	2,58,02,262 Dr**	1,48,19,588 Cr

(b)	Disclosure of non-compliance:	:	There were no instances of Non-compliance on any matter related to the capital market during the past three years and that no penalties or restrictions were imposed on the Company by any Stock Exchange or SEBI.
(c)	Details of compliance with mandatory requirements and adoption of non-mandatory requirements:	:	The Company has duly complied with all the mandatory requirements of the Listing Agreement and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015. Besides complying with all the mandatory requirements of Listing Agreement and SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015, your Company has also complied with the following non-mandatory requirements: <ul style="list-style-type: none"> • Submission of reports of the Internal Auditors to the Audit Committee. • The Internal Auditor of the Company regularly reports their findings of the internal audit to the Audit Committee Members.
(d)	Disclosure of accounting treatment:	:	There was no deviation in following the treatments prescribed in any of Accounting Standards (AS) in the preparation of the financial statements of your Company.
(e)	Web Link of the Policies	:	

- (1) **Policy of Prevention of Documents** - and the same is placed on the Company's website and the web link for the same is http://fdsindia.co.in/Policy_FDS/Policy%20of%20prevention%20of%20documents.pdf
- (2) **Policy of determining Materiality of events** - and the same is placed on the Company's website and the web link for the same is http://fdsindia.co.in/Policy_FDS/Determining%20of%20materiality%20of%20events.pdf
- (3) **Archival Policy** - and the same is placed on the Company's website and the web link for the same is http://fdsindia.co.in/Policy_FDS/Archival%20Policy_FDS.pdf
- (4) **Policy of determining the material subsidiary** - and the same is placed on the Company's website and the web link for the same is http://fdsindia.co.in/Policy_FDS/Policy%20of%20determining%20the%20material%20subsidiaries_FDS.pdf
- (5) **Code of Practices and Procedures for Fair Disclosure of UPSI subsidiary** - and the same is placed on the 100

(f)	There has been no instance of non-compliance of any requirement of Corporate Governance Report		
(g)	Demat Suspense Account/ Unclaimed Suspense Account	:	The company does not have any outstanding Demat Suspense Account/Unclaimed Suspense Account

ANNEXURE A

ANNUAL COMPLIANCE WITH THE CODE OF CONDUCT FOR THE FINANCIAL YEAR 2015-16

Pursuant to the Schedule V (Part D) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, I hereby confirm that the Company has received affirmations on compliance with the Code of Conduct for the financial year ended March 31, 2016 from all the Board Members and Senior Management Personnel.

By the Order of the Board of Directors
For Fourth Dimension Solutions Limited

Sd/-
Amalendu Mukherjee
Managing Director
DIN: 03544485

Place: New Delhi
Date: 27.08.2016



ANNEXURE VI

COMPLIANCE CERTIFICATE FROM AUDITOR

To
The Members
Fourth Dimension Solutions Limited

We have examined the compliance of conditions of Corporate Governance by Fourth Dimension Solutions Limited (the "Company") for the year ended on March 31, 2016, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 of said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

For Sain Kanwar & Associates
Chartered Accountants
Firm Regn. No. 018023N

Sd/-
Kanwar Sain
Partner
M. No. 099422

Place: New Delhi
Date: 30.05.2016

ANNEXURE VII

STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134(3)(Q) AND SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the company for the financial year:

Non-executive director	Ratio to median remuneration
The Company is not paying any salary to the Nonexecutive directors	NA
Executive Directors	
Mr. Amalendu Mukherjee (MD)	164.71
Mrs. Namita Mukherjee (WTD)	41.18

- (ii) The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year:

Director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager	% increase in remuneration in the financial year
Mr. Amalendu Mukherjee (MD)	NA
Mrs. Namita Mukherjee (WTD)	NA
Mr. Mukesh Mishra (Ex-CFO)	NA
Mr. Mahesh Rajdev (CFO)	NA
Ms. Preeti Puri (Ex-CS & Compliance Officer)	NA
Ms. Chavvi Gupta (Ex-CS & Compliance Officer)	NA
Mr. Deepak Kumar Kaushal (CS & Compliance Officer)	NA

- (iii) The percentage increase in the median remuneration of employees in the financial year : 10.32%

- (iv) The number of permanent employees on the rolls of company:2174

- (v) The key parameters for any variable component of remuneration availed by the directors:

There is no variable component in the remuneration of Directors and other KMPs

- (vi) Affirmation that the remuneration is as per the remuneration policy of the company:

It is affirmed that the remuneration is as per the remuneration policy of the company

- (i) There was no employee employed throughout the year, who was in receipt of remuneration, in aggregate, more than One Crore TwoLakh Rupees.
- (ii) There was no employee employed throughout the year or any part thereof, who was in receipt of remuneration, at a rate, in aggregate, more than Eight Lakh Fifty thousand Rupees per month.
- (iii) There was no employee employed throughout the year or any part thereof, who was in receipt of remuneration, at a rate, in aggregate, in excess of remuneration drawn by the Managing Director or Whole Time Director or Manager and hold by himself or along with his spouse and dependent Children, not less than 20% of the equity shares of the company.

Notes:

The appointments of employees are contractual and non-contractual as per the requirement.

Remuneration as shown above comprises of Salary, Leave Salary, Bonus, Gratuity where paid, Leave Travel Assistance, Medical Benefit, House Rent Allowance, Perquisites and Company's Contribution to Provident Fund and Superannuation Fund.



Employees hold equity shares in the Company less than 1% of the paid-up capital.

None of the above employees is related to any Director of the Company employed for part of the financial year.

STATEMENT OF PARTICULARS OF EMPLOYEES PURSUANT TO SECTION 134(3)(Q) AND SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(2) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

The name of top 10 employees in terms of remuneration drawn:

SN	EMP NAME	DOJ	DESIGNATION	Salary PA
1	G.V.V Satyanarayana	22 May 2015	Chief Technical Officer	33,04,092
2	Pankaj Mittal	01 Apr 2015	Vice-President	21,60,000
3	Ajay Purohit	30 Jul 2014	Sr. Vice President	21,12,000
4	Nilanjan Mukherjee	16 Jul 2014	Sr. Vice President	20,97,000
5	MP Singh	18 Nov 2014	Vice-President	16,95,120
6	Deepak Chandra	14 Sep 2015	Asst. Vice President	15,84,600
7	Mahesh Rajdev	05 Nov 2015	CFO	15,60,000
8	Amitava Ghosh	22 Jul 2013	Vice-President	15,45,600
9	Manoranjan Pratap Singh	01 Jun 2015	General Manager	15,00,000
10	Rajesh Tiku	15 Jul 2015	Sr. General Manager	14,44,992

- There was no employee employed throughout the year, who was in receipt of remuneration, in aggregate, more than One Crore Two Lakh Rupees.
- There was no employee employed throughout the year or any part thereof, who was in receipt of remuneration, at a rate, in aggregate, more than Eight Lakh Fifty thousand Rupees per month.
- There was no employee employed throughout the year or any part thereof, who was in receipt of remuneration, at a rate, in aggregate, in excess of remuneration drawn by the Managing Director or Whole Time Director or Manager and hold by himself or along with his spouse and dependent Children, not less than 20% of the equity shares of the company.

Notes:

The appointments of employees are contractual and non-contractual as per the requirement.

Remuneration as shown above comprises of Salary, Leave Salary, Bonus, Gratuity where paid, Leave Travel Assistance, Medical Benefit, House Rent Allowance, Perquisites and Company's Contribution to Provident Fund and Superannuation Fund.

Employees hold equity shares in the Company less than 1% of the paid-up capital.

None of the above employees is related to any Director of the Company employed for part of the financial year.

ANNEXURE VIII

ANNUAL REPORT ON CSR ACTIVITIES

[Pursuant to Section 135 of the Companies Act, 2013]

Corporate Social Responsibility (CSR) is our overall sustainability policy, encompassing social, economic and environmental actions. We support in promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects;

Fourth Dimension Solutions Limited joining hands with IEWS, a NGO "Innovative Educational & Welfare Society" (IEWS) registered society under the Society Registration Act, 1860 vide Certificate of Registration No. 45535 of 2003 and is established for more than 13 years. Your Company is supporting the Projects Smart of IEWS on promoting education, art and culture and rural development projects. IEWS through its project smart is supporting list of institution including special schools, parent groups, schools having special students by providing educational software and computer peripherals such as printers for better and advance education.

CSR COMMITTEE

The Corporate Social Responsibility Committee ('the CSR committee') of the Board is responsible for overseeing the execution of the Company's CSR policy, and ensuring that the CSR objectives of the Company are met. The CSR committee comprises one independent directors and the WTD and MD. The members of the CSR committee are :

Mrs. Namita Mukherjee
Chairperson

Mr. Amalendu Mukherjee

Mr. Prashant Kumar Gupta

OUR OBJECTIVES

Our broad objectives as stated in our CSR policy include :

- Making a positive impact on society through economic development and reduction of our resource footprint.
- Taking responsibility for the actions of the Company while also encouraging a positive impact through supporting causes concerning the environment, communities and our stakeholders.

FOCUS AREAS

- promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects

FINANCIAL DETAILS

As per the Companies Act, 2013, all companies having a net worth of Rs. 500 crore or more, or a turnover of Rs. 1,000 crore or more or a net profit of Rs. 5 crore or more during any financial year are required to constitute a CSR committee of the Board of Directors comprising three or more directors, at least one of whom should be an independent director. All such companies are required to spend at least 2% of the average net profits of their three immediately preceding financial years on CSR-related activities.

Accordingly, the Company was required to spend Rs. 10,56,531 towards CSR activities, out of the Company had donated 300 units of RICOH AFICIO RSP LASER Printer SP 100 SU total amounting to Rs. 11,34,000/- towards Project Smart having activities as specified in Schedule VII of the Companies Act, 2013 At the consolidated level, the total expenditure on CSR activities, as specified in Schedule VII of the Companies Act, 2013, was Rs. 11,34,000/-



SN	Particulars	Amount (In Rs.)
1	Average net profit of the Company for last three financial years	5,28,26,564
2	Prescribed CSR expenditure (2% of the average net profit as computed above)	10,56,531
3	Details of CSR expenditure during the financial year	
	Total amount to be spent for the financial year	10,56,531
	Amount spent	11,34,000
	Amount unspent (Refer to the paragraph above for details)	NIL

CSR Project/ Activity/ Beneficiary	Theme as per our CSR Policy	Sector covered with-in Schedule VII	Location of the Project/ Program	Amount outlay (Budget)	Amount Spent on the Project or Programs	Cumulative Expenditure upto the reporting period	Amount spent direct/ implementing agency
Differently abled School/ organisation	“SMART”	promoting education, including special education and employment enhancing vocation skills especially among children, women, elderly, and the differently abled and livelihood enhancement projects	PAN India	10,56,531/-	11,34,000/-	11,34,000/-	IEWS

OUR CSR RESPONSIBILITIES

We hereby affirm that the CSR Policy, as approved by the Board, has been implemented and the CSR committee monitors the implementation of the projects and activities in compliance with our CSR objectives.

Place: New Delhi
Date: 27.08.2016

Sd/-
Namita Mukherjee

Sd/-
Amalendu Mukherjee

SAIN KANWAR & ASSOCIATES
Chartered Accountants

747, G.F. Gali No. 22, Joshi Road
Karol Bagh, New Delhi-110005
Mobile-9818420296

INDEPENDENT AUDITORS' REPORT

To the members of
Fourth Dimension Solutions Limited

Report on the Financial Statements

We have audited the accompanying standalone financial statements of FOURTH DIMENSION SOLUTIONS LIMITED ("the company"), which comprise the Balance Sheet as at 31st March 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.




Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2016, and its profit/loss and its cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") as amended, is as issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books (and proper statutory returns adequate for the purposes of our audit have been received from the branches not visited by us).
 - (c) The accounts of the branch offices of the Company not visited by us are maintained at registered office and have been audited by us and have been properly dealt by us in preparing this report
 - (d) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account (and the statutory returns received from the branches not visited by us).
 - (e) According to the information and explanations given to us by the management without prejudice to the provisions relating to our audit and auditor thereof, in our opinion, there are no observations or comments on the financial transactions, which may have an adverse effect on the functioning of the Company.
 - (f) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (g) On the basis of written representations received from the directors as on 31st March 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2016, from being appointed as a director in terms of Section 164(2) of the Act.
 - (h) On the basis of written representations received from the directors as on 31st March 2016, the company is not in able to identify Micro & SME Organization from its Creditors.
 - (i) Balances of all Debtors, Creditors, Advance to suppliers, & Advances from customers & Other Advances are subject to confirmation. The Company has dispatched balance confirmation letters to respective parties, but majority of these replies/counter-statements has not been received as on the date of signing of balance sheet. In the absence of such confirmations, the balances as reflected by the Companies books as on 31st March 2016 have been presumed to be accurate.
 - (j) According to the information and explanations given to us subject to the foregoing para without prejudice to the provisions relating to our audit and auditor thereof, in case of differences between the balances including the financial disputes if any, it may be reconciled as per the mutual consent/settlement reached by both the parties in accordance with the prevailing law as applicable which may result into the subsequent changes in the balances as against the Companies books as on 31st March 2016 although it is presumed to be accurate.
 - (k) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (l) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us :-

- 
- i. The Company has disclosed the impact of pending litigations including but not limited to any material foreseeable litigations on its financial positions in its financial statements as of 31st March 2016.
 - ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
 - iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

FOR SAIN KANWAR & ASSOCIATES

Chartered Accountants
Firm Reg. No. 018023N

Sd/-

KANWAR SAIN
PARTNER
M. No.:099422

Place: New Delhi
Dated:28.05.2016



Annexure A” to Independent Auditors’ Report

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ of our Report of even date to the members of Fourth Dimension Solutions Limited on the accounts of the company for the Period ended 31st March, 2016)

1. In respect of its fixed assets:

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- (b) As explained to us, the fixed assets have been physically verified by the management during the period in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- (c) The title deeds of immovable properties are held in the name of the company.

2. In respect of its inventories:

- (a) As explanations to us, the inventories have been physically verified by the management at regular intervals during the period. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

3. The Company has not granted any loan secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 Accordingly the provisions of clauses 3 (iii) (a) to (c) are not applicable to the Company and hence not commented upon.

4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.

5. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

6. Based on our audit procedures and according to the information and explanations given to us, the cost records required to be maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1)(d) of the Companies Act, 2013 is not applicable to the Company.

7. In respect of statutory dues:

- (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues have been normally deposited with the appropriate authorities on or before the due dates except in some cases in which the amounts are deposited after due dates.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31st March 2016 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no material dues of wealth tax, service tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax, value added tax have not been deposited by the Company on account of disputes:

Name of the Statute	Nature of dues	Amount in Rs.	Period to which amount relates	Forum where the dispute is pending
DVAT Act, 2004	Sales Tax including interest and penalty	97,23,894.00	Assessment Year 2014-15	Appellate Authority - up to Assistant Commissioner's level
DVAT Act, 2004	Penalty	8,400.00	Assessment Year 2013-14	Appellate Authority - up to Assistant Commissioner's level
CST Act, 2002	Penalty	8,400.00	Assessment Year 2013-14	Appellate Authority - up to Assistant Commissioner's level
Income Tax Act, 1961	Tax Deducted at Source including interest	25,51,548.22	Assessment Years 2014-15 to 2016-17	Income tax Department (TDS)

8. In our opinion and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions & banks.
9. Based upon the audit procedures performed and the information and explanations given by the management, the company has raised Rs. 867.60 lacs (28,92,000 Equity Shares of the face value Rs.10/- each, at an Issue Price of Rs.30/- equity share) by way of initial public offer. The issue proceeds have been actually utilized for the purpose for which they were raised and none of the amount has remained un-utilized as at 31st March 2016 as per the utilisation certificate received from the Company.
10. According to the information and explanations given to us by the management, without prejudice to the provisions relating to our audit and auditor thereof, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit. Compliance Certificate-PART B [See Regulation 17(8)] under Schedule – II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulation, 2015 has also been availed from the management for the same.
11. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.



16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

FOR SAIN KANWAR & ASSOCIATES

Chartered Accountants
Firm Reg. No. 018023N

Sd/-

KANWAR SAIN
PARTNER
M. No.:099422

Place: New Delhi
Dated:28.05.2016

“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Financial Statements of Fourth Dimension Solutions Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Fourth Dimension Solutions Limited (“the Company”) as of 31st March 2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.



Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR SAIN KANWAR & ASSOCIATES

Chartered Accountants
Firm Reg. No. 018023N

Sd/-
KANWAR SAIN
PARTNER
M. No.:099422

Place: New Delhi
Dated:28.05.2016

BALANCE SHEET AS AT MARCH 31, 2016

Particulars	Note No.	Amount in Rs.	
		Figures as at the end of current reporting period	Figures as at the end of previous reporting year
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	108,920,000	20,000,000
(b) Reserves and Surplus	2	352,892,781	154,286,157
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	3	3,379,620	8,237,415
(b) Short-Term Borrowings	4	30,036,983	-
(c) Deferred Tax Liabilities (Net)	5	-	252,238
(3) Current Liabilities			
(a) Trade Payables	6	3,050,452,567	1,622,121,588
(b) Other Current Liabilities	7	3,751,068,818	1,098,687,420
(c) Short-Term Provisions	8	13,881,978	11,501,602
Total Equity & Liabilities		7,310,632,747	2,915,086,420
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets:-Net Block			
(i) Tangible	9	117,405,760	130,409,276
(ii) Intangible		-	-
(iii) Work in Progress		27,996,103	15,254,838
(b) Long term loans and advances	10	90,340,519	46,061,503
(c) Investments	11	12,498,756	12,498,756
(d) Deferred Tax Assets (Net)	5	11,054,096	-
(2) Current Assets			
(a) Inventories	12	1,848,290,477	1,068,722,679
(b) Trade receivables	13	3,556,537,399	610,532,853
(c) Cash and cash equivalents	14	785,027,250	686,961,065
(d) Short-term loans and advances	15	861,482,387	344,645,449
Total Assets		7,310,632,747	2,915,086,420

NOTES TO ACCOUNTS

24 to 42

Notes referred to above and notes attached there to form an integral part of Balance Sheet
As per our Report of even date attached

For Sain Kanwar & Associates
Chartered Accountants

Sd/-
Kanwar Sain
partner
M.No.099422
FRN:018023N

Place: New Delhi
Dated: May 28, 2016

For and on behalf of Board of Directors of
Fourth Dimension Solutions Limited

Sd/-
Amalendu Mukherjee
Managing Director
DIN: 03544485

Sd/-
Deepak Kaushal
Company Secretary
M.No. 27607

Sd/-
Namita Mukherjee
Whole Time Director
DIN: 06561265

Sd/-
Mahesh Rajdev
Chief Financial Officer



STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED ON MARCH 31, 2016

Amount in Rs.

Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting year
I Revenue from operations	16	14,015,355,983	6,516,385,278
II Other Income	17	24,471,718	6,776,235
III Total Revenue (I +II)		14,039,827,701	6,523,161,513
IV Expenses:			
Cost of materials consumed	18	13,835,015,608	7,138,650,848
Changes in inventories of finished goods	19	-779,567,798	-1,010,828,059
Employee Benefit Expense	20	198,229,083	85,740,849
Financial Costs	21	235,353,523	6,024,854
Depreciation and Amortization Expense	22	37,018,009	19,396,606
Other Administrative Expenses	23	205,975,031	86,575,582
Total Expenses (IV)		13,732,023,456	6,325,560,680
V Profit before Exceptional and Extraordinary items and tax (III-IV)		307,804,245	197,600,834
VI Exceptional Items		-	-
VII Profit before Extraordinary items and tax (V-VI)		307,804,245	197,600,834
VIII Extraordinary Items		-	-
IX Profit before tax (VII-VIII)		307,804,245	197,600,834
X Tax expense:			
(1) Current tax		118,343,955	67,892,520
(2) Deferred tax		-11,306,334	68,507
XI Profit for the period from continuing operations		200,766,624	129,639,807
XII Profit / Loss from discontinuing operations		-	-
XIII Tax Expense of discontinuing operations		-	-
XIV Profit / Loss from discontinuing operations (after tax) (XII - XIII)		-	-
XV Profit/(Loss) for the period (XI - XIV)		200,766,624	129,639,807
XVI Earning per equity share:			
(1) Basic		33	129
(2) Diluted		33	129

Notes referred to above and notes attached there to form an integral part of Profit & Loss Statement
As per our Report of even date attached

For Sain Kanwar & Associates
Chartered Accountants

Sd/-
Kanwar Sain
partner
M.No.099422
FRN:018023N

Place: New Delhi
Dated: May 28, 2016

For and on behalf of Board of Directors of
Fourth Dimension Solutions Limited

Sd/-
Amalendu Mukherjee
Managing Director
DIN: 03544485

Sd/-
Deepak Kaushal
Company Secretary
M.No. 27607

Sd/-
Namita Mukherjee
Whole Time Director
DIN: 06561265

Sd/-
Mahesh Rajdev
Chief Financial Officer

CASH FLOW STATEMENT FOR THE PERIOD ENDED ON MARCH 31, 2016

Amount in Rs.

Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit/(loss) before extra ordinary items & taxes	307,804,245	197,600,834
Adjustment for:		
Depreciation	37,018,009	16,881,276
Operating Profit before working capital changes	344,822,254	214,482,110
Adjustment for:		
Inventories	(779,567,798)	(1,010,828,059)
Sundry Debtors	(2,946,004,546)	(392,613,028)
Long Term Loans & Advances	(44,279,016)	(41,872,503)
Short Term Loans & Advances	(516,836,938)	(57,258,059)
Sundry Creditors	1,428,330,979	1,026,864,080
Other Liabilities	2,652,381,398	1,087,223,714
Short Term Provisions	2,380,376	11,472,949
Cash generated from Operations	141,226,710	837,471,204
Income Tax Paid	118,343,955	67,892,520
Net cash from Operating Activities (A)	22,882,755	769,578,684
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchases of Fixed Assets	(24,014,493)	(113,368,719)
Work In Progress	-	(15,254,838)
Investment in Subsidiary Co.	-	(12,498,756)
Net Cash Flow from Investing Activities (B)	(24,014,493)	(141,122,313)
C. CASH FLOW FROM FINANCING ACTIVITIES:		
(i) Increase in share Capital including Share Premium	146,760,000	39,900,000
(ii) Increase/(decrease) in secured loans	(4,857,795)	8,237,415
(iii) Increase/(Decrease) in unsecured loans	30,036,983	-
Net Cash Flow from Financing Activities (C)	171,939,187	48,137,415
Net Increase in cash and cash equivalents (A) + (B) + (C)	170,807,450	676,593,786
Cash and cash equivalents - Opening	686,961,065	10,367,280
Cash and cash equivalents - Closing	785,027,250	686,961,065
	98,066,185	676,593,785

**For Sain Kanwar & Associates
Chartered Accountants**

Sd/-
Kanwar Sain
partner
M.No.099422
FRN:018023N

Place: New Delhi
Dated: May 28, 2016

**For and on behalf of Board of Directors of
Fourth Dimension Solutions Limited**

Sd/-
Amalendu Mukherjee
Managing Director
DIN: 03544485

Sd/-
Deepak Kaushal
Company Secretary
M.No. 27607

Sd/-
Namita Mukherjee
Whole Time Director
DIN: 06561265

Sd/-
Mahesh Rajdev
Chief Financial Officer



NOTES FORMING PART OF THE BALANCE SHEET AS ON MARCH 31, 2016

NOTE : 1 SHARE CAPITAL

Sr. No	Particulars	Amount in Rs.	
		Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	AUTHORIZED CAPITAL 250,00,000 Equity Shares of Rs. 10/- each. (Previous Year 250,00,000 Equity Shares of Rs. 10/- Each)	250,000,000	250,000,000
		250,000,000	250,000,000
2	ISSUED , SUBSCRIBED & PAID UP CAPITAL 108,92,000 Equity Shares of Rs.10/- each fully Paid Up (Previous Year 20,00,000 Equity Shares of Rs. 10/- Each)	108,920,000	20,000,000
	Total	108,920,000	20,000,000

(i) Reconciliation of Shares

At the beginning of the reporting period	2,000,000	10,000
Issued during the reporting period	88,92,000*	1,990,000
Bought back during the reporting period	-	-
At the close of the reporting period	<u>108,920,000</u>	<u>2,000,000</u>

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at March 31, 2016		As at March 31, 2015	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights Amalendu Mukherjee	7,978,000	73.25	1,995,000	99.75

(iii) For the period of five years immediately preceeding the date as at which balance sheet is prepared

a. Shares allotted pursuant to a contract without consideration being received in cash.	-	-
b. Shares allotted by way of bonus shares	6,000,000	-
c. Shares held by the holding company/ultimate holding company/subsidiaries or associates of the holding company/ultimate holding company, in aggregate	-	-
d. Aggregate number and class of shares bought back	-	-

* Shares issued during the reporting period includes shares 28, 92,000 equity shares issued by way of Initial Public Offer (IPO) in the m/o January 2016 other than bonus issue of 60,00,000 shares.

NOTES FORMING PART OF THE BALANCE SHEET AS ON MARCH 31, 2016

NOTE: 2 RESERVE & SURPLUS

		Amount in Rs.	
Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Securities Premium reserve		
	Opening Balance	20,000,000	-
	Addition during the year	57,840,000	20,000,000
	Less: Utilisation		-
	Sub total (1)	77,840,000	20,000,000
2	Surplus in the Statement of Profit & Loss Account		
	Balance brought forward from previous year	134,286,157	4,646,350
	Utilised for issuing Bonus Shares	(60,000,000)	-
	Add: Profit for the Year	200,766,624	129,639,807
	Sub total (2)	275,052,781	134,286,157
	Total (1+2)	352,892,781	154,286,157

NOTE : 3 LONG TERM BORROWINGS

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Term Loans from Banks - Secured		
	a) Loan against Hyp of cars	1,181,694	2,047,836
	b) Loans against FDRs	2,197,926	6,189,579
	Total	3,379,620	8,237,415

NOTE: 4 SHORT TERM BORROWINGS

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Loans repayable on demand - Unsecured		
	a) From Banks	10,806,599	-
	b) From Financial Institutions	18,025,384	-
	c) From Other Parties	1,205,000	-
	Total	30,036,983	-



NOTES FORMING PART OF THE BALANCE SHEET AS ON MARCH 31, 2016

NOTE: 5 DEFERRED TAX (ASSET) / LIABILITY

		Amount in Rs.	
Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Deferred tax liability:		
	Opening Balance	252,238	183,731
a)	On account of depreciation on fixed assets	-	1,458,960
	Sub total (1)	252,238	1,642,691
2	Deferred tax asset:		
a)	On account of disallowance/ adjustments under Income Tax Act, 1961	5,231,780	808,591
b)	On account of Provision for Gratuity & Leave Encashment	2,639,032	581,862
c)	On account of depreciation on fixed assets	3,435,522	-
	Sub total (2)	11,306,334	1,390,453
	Net Deferred tax liability/(asset) (1-2)	(11,054,096)	252,238

NOTE : 6 TRADE PAYABLES

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Outstanding dues to micro, small and medium enterprises	-	-
2	Outstanding dues of creditors other than micro, small and medium enterprises	3,050,452,567	1,622,121,588
	Total	3,050,452,567	1,622,121,588

NOTE: 7 OTHER CURRENT LIABILITIES

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Statutory Dues		
a)	Service Tax Payable	5,454,509	793,725
b)	Vat Payable	18,301,080	1,248,877
c)	TDS Payable	13,241,803	13,028,804
d)	Employee Insurance Payable	1,319,614	282,672
e)	Employee Providend Fund Payable	4,815,916	963,610
f)	Labour Welfare Fund	2,969	-
	Sub total (1)	43,135,891	16,317,688

NOTES FORMING PART OF THE BALANCE SHEET AS ON MARCH 31, 2016

2 Other Payables		
a) Security Payable	6,464,596	2,268,392
b) Salary Payable	26,401,786	8,217,207
c) Expenses Payable	12,758,258	2,644,298
d) Audit Fee Payable	1,045,000	236,180
e) Advance From Customers	3,553,344,237	1,066,665,203
f) Car Loan Instalment payable with in one year	866,142	2,338,451
g) Other Payables	107,052,908	-
Sub total (2)	3,707,932,927	1,082,369,731
Total (1) + (2)	3,751,068,818	1,098,687,419

NOTE : 8 SHORT TERM PROVISIONS

		Amount in Rs.	
Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1. Provision for Employee Benefits			
a)	Provision for Gratuity Payable	4,703,404	1,061,334
b)	Provision for Leave Encashment Payable	4,633,953	650,527
c)	Staff Imprest	-	331,141
	Sub total (1)	9,337,357	2,043,002
2. Other Provisions			
a)	Provision for Income Tax (net of tax)	4,544,621	9,458,600
	Sub total (2)	4,544,621	9,458,600
	Total (1) + (2)	13,881,978	11,501,602

NOTES FORMING PART OF THE BALANCE SHEET AS ON MARCH 31, 2016

NOTE : 9 FIXED ASSETS

Amount in Rs.

Tangible Assets	Land	Furniture & Fixtures	Office Equipments	Vehicles	Computers & Peripherals	Plant & Machinery	Total	Intangible Assets	Grand Total
Cost									
as at 1st April, 2014	26,363,500	434,087	4,624,867	1,141,043	2,245,415	-	34,808,912	-	34,808,912
Additions	5,298,000	5,454,927	3,913,518	7,202,708	25,350,444	66,149,122	113,368,719	-	113,368,719
Disposals	-	-	-	-	-	-	-	-	-
as at 31st March, 2015	31,661,500	5,889,014	8,538,385	8,343,751	27,595,859	66,149,122	148,177,631	-	148,177,631
Additions	-	245,801	8,104,959	480,234	7,584,499	7,599,000	24,014,493	-	24,014,493
Disposals	-	-	-	-	-	-	-	-	-
as at 31st March, 2016	31,661,500	6,134,815	16,643,344	8,823,985	35,180,358	73,748,122	172,192,124	-	172,192,124
Depreciation									
as at 1st April, 2014	-	96,201	174,604	284,085	332,189	-	887,079	-	887,079
Charge for the year	-	466,893	2,615,405	1,901,690	4,054,065	7,843,223	16,881,276	-	16,881,276
Disposals	-	-	-	-	-	-	-	-	-
as at 31st March, 2015	-	563,094	2,790,009	2,185,775	4,386,254	7,843,223	17,768,355	-	17,768,355
Charge for the Period	-	1,404,806	5,061,730	2,042,514	16,660,848	11,848,110	37,018,008	-	37,018,008
Disposals	-	-	-	-	-	-	-	-	-
as at 31st March, 2016	-	1,967,900	7,851,739	4,228,289	21,047,102	19,691,333	54,786,363	-	54,786,364
Net Block									
as at 31st March, 2015	31,661,500	5,325,920	5,748,376	6,157,976	23,209,605	58,305,899	130,409,276	-	130,409,276
as at 31st March, 2016	31,661,500	4,166,915	8,791,605	4,595,696	14,133,256	54,056,789	117,405,761	-	117,405,760

NOTES FORMING PART OF THE BALANCE SHEET AS ON MARCH 31, 2016

NOTE : 10 LONG TERM LOANS AND ADVANCES

		Amount in Rs.	
Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Security Deposit		
	a) Secured, Considered Good :		
	Earnest Money Deposit	72,357,139	40,293,219
	Other Deposit	17,983,380	5,768,284
	Total	90,340,519	46,061,503

NOTE :11. INVESTMENT

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Investment in Equity Instrument		
	a) Investment in 100% Subsidiary - Thumbspeed Tech Solutions Private Limited (10000 Equity Shares)	12,498,756	12,498,756
	Total	12,498,756	12,498,756

NOTE : 12. INVENTORIES

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Finished Goods	1,847,490,677	1,066,752,879
2	Quoted Equity Shares	799,800	1,969,800
	Total	1,848,290,477	1,068,722,679



NOTES FORMING PART OF THE BALANCE SHEET AS ON MARCH 31, 2016

NOTE : 13. TRADE RECEIVABLES

		Amount in Rs.	
Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Outstanding for more than six months		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	518,856,083	86,027,424
	c) Doubtful and recoverable	-	-
	Sub total (1)	518,856,083	86,027,424
2	Others		
	a) Secured, Considered Good :	-	-
	b) Unsecured, Considered Good :	3,037,681,316	524,505,429
	c) Doubtful and recoverable	-	-
	Sub total (2)	3,037,681,316	524,505,429
	Total (1) + (2)	3,556,537,399	610,532,853

NOTE : 14 CASH & CASH EQUIVALENT

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Cash-in-Hand	358,660	3,126,921
2	Bank Balance	403,820,610	156,409,262
3	Cheques in Hand	12,405,329	378,107,885
4	DD in Hand	-	165,978
5	Fixed Deposits		
	Fixed Deposits with less than twelve months maturity	116,618,381	134,494,756
	Fixed Deposits with more than twelve months maturity	251,824,270	14,656,263
	Total	785,027,250	686,961,065

NOTE :15 SHORT TERM LOANS AND ADVANCES

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Loans & Advances to related parties		
	a) Unsecured, Considered Good :		
	Advance to Associate Concerns/Directors	-	1,000,000
	Sub total (1)	-	1,000,000
2	Others		
	Advances Recoverable in cash or in kind or for value to be considered good		

NOTES FORMING PART OF THE BALANCE SHEET AS ON MARCH 31, 2016

a) Advance to Suppliers	750,340,076	292,291,954
b) Income Tax Refund Due (AY 2013-14)	2,852,824	2,852,824
c) Staff Imprest (Net)	149,711	463,301
d) Balance With Revenue Authorities (Sales Tax)	21,961,642	558,405
e) Others Advances	380,896	41,898,066
f) TDS to amount to be recovered from FI	101,009	-
g) Advance for property	6,353,764	-
h) Prepaid Expenses	77,627,215	3,865,650
Advance Recoverable in cash or in kind or for value to be considered Doubtful	1,715,249	1,715,249
		-
Sub total (2)	861,482,387	343,645,449
		-
Total (1) + (2)	861,482,387	344,645,449

NOTE : 16 REVENUE FROM OPERATIONS

Amount in Rs.

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Sale of I.T. & Related Products		
	Gross Sales	13,256,398,997	5,470,305,619
	Less : Sales Returns	(1,398,524,806)	(59,852,038)
		11,857,874,191	5,410,453,581
2	Sale of Services		
	Receipts from services rendered (Gross)	2,194,920,962	1,104,103,415
	Less:-Service Receipts Cancelled	(38,709,170)	
		2,156,211,792	1,104,103,415
3	Other Operating revenues		
	a) UID Kit rent	100,000	1,828,282
	b) Investment Stock Share	1,170,000	-
	Total	14,015,355,983	6,516,385,278

NOTE : 17 OTHER INCOME

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Other non-operating income		
	a) Interest on FDR's	19,877,866	4,277,851
	b) Discount/Misc. Income	4,593,852	2,498,384
	Total	24,471,718	6,776,235



NOTES FORMING PART OF THE STATEMENT OF PROFIT & LOSS A/C AS ON MARCH 31, 2016

NOTE : 18 COST OF MATERIAL CONSUMED

		Amount in Rs.	
Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Purchases		
a)	Purchases of I.T. & related Products (Gross)	11,781,251,145	6,214,082,256
	Less:-Purchase Returns	(13,523,791)	-
b)	Merchant Import Purchases	216,870,320	-
	Sub total (1)	11,984,597,674	6,214,082,256
2	Direct Expenses		
a)	Custom Duty Paid	8,038,327	10,119,242
b)	Service Charge Expenses (Gross)	1,807,345,730	885,477,048
	Less:-Service Charges Cancelled	(10,197,431)	-
c)	Freight Inward	2,521,164	1,887,759
d)	Project Expenses	36,563,979	26,491,372
e)	Warehouse Expenses	-	134,734
f)	Custom Clearance Charges	-	458,437
g)	Consumable Stores	6,146,164	
	Sub total (2)	1,850,417,934	924,568,592
	Total (1) + (2)	13,835,015,608	7,138,650,848

NOTE : 19 CHANGE IN INVENTORIES

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Opening Stock of Inventory	1,068,722,679	57,894,620
2	Closing Stock of Inventory	1,848,290,477	1,068,722,679
	Total	(779,567,798)	(1,010,828,059)

NOTE : 20 EMPLOYMENT BENEFIT EXPENSES

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Salaries , Bonus & Incentive	140,980,186	65,280,993
2	Directors Remuneration	30,000,000	15,000,000
3	Contribution to Provident and Other Funds	19,623,401	3,747,995
4	Provision for Gratuity	3,642,070	1,061,334
5	Provision for Leave Encashment	3,983,426	650,527
	Total	198,229,083	85,740,849

NOTES FORMING PART OF THE STATEMENT OF PROFIT & LOSS A/C AS ON MARCH 31, 2016

NOTE : 21 FINANCIAL COST

		Amount in Rs.	
Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Interest on Cash Credit Facility	135,797	663,196
2	L.C. Issue Charges	66,949	-
3	Interest on Car loan	312,658	260,147
4	Interest on Loan Ag. FDR	2,195,876	913,351
5	Bank Charges	1,015,442	1,680,163
6	Processing Fee	743,723	168,540
7	Bank Guarantee Charges	3,465,447	2,339,457
8	Interest (Others)	2,210,169	-
9	Interest on Bill Discounted	225,207,462	-
Total		235,353,523	6,024,854

NOTE : 22 DEPRECIATION & AMORTISED COST

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Depreciation on Fixed Assets	37,018,009	16,881,276
2	Preliminary Expenses w/off	-	2,515,330
Total		37,018,009	19,396,606



NOTES FORMING PART OF THE STATEMENT OF PROFIT & LOSS A/C AS ON MARCH 31, 2016

NOTE : 23 OTHER ADMINISTRATIVE EXPENSES

		Amount in Rs.	
Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Advertisements	11,235,951	2,770
2	Legal & Professional Charges	2,946,776	883,339
3	Auditor's Remuneration	1,000,000	200,000
4	Donation	421,000	309,111
5	Business Promotion Expenses	8,809,719	11,330,477
6	Printing Charges	2,533,058	2,039,715
7	General & Misc Expenses	76,390	176,954
8	Office Expenses	648,477	409,873
9	Rent	32,568,890	13,841,853
10	Repair & Maintenance	4,337,855	2,218,756
11	Telephone Charges	7,074,154	2,015,952
12	Tour & Travelling & Conveyance	23,838,255	9,336,479
13	Electricity Expenses	2,169,905	808,845
14	Vehicle Repair & Maintenance	564,663	1,167,515
15	Computer Expenses	9,975	2,287,376
16	Staff Welfare	199,287	728,046
17	Freight & Forwarding	8,575,749	2,048,525
18	Postage & Courier	6,013,805	445,059
19	Additional Vat Paid	32,022,074	637,753
20	Exchange Variation	1,979,642	1,806,515
21	Security Expenses	1,994,809	229,162
22	Insurance	12,146,887	308,704
23	Membership & Subscription	971,117	589,571
24	Fee & taxes	1,905,824	258,100
25	Commission & Brokerage	4,396,964	1,796,050
26	Tender Fee	637,393	123,961
27	Website Designing Charges	-	35,000
28	Share Trading Charges	-	7,549,805
29	Profit/Loss of sale /purchases of Shares (net)	481,231	21,566,393
30	Service Tax on reverse charge	1,236,021	1,366,388
31	Sales Tax Penalty	1,800,534	57,534
32	Interest on TDS	923,250	-
33	Testing Services	3,435,000	-
34	Director Meeting Fee	210,000	-
35	L.D. Charges	1,157,284	-
36	Interest on Vat & Service Tax	1,778,695	-
37	Interest on Income Tax	626,156	-
38	IPO Expenses	4,232,451	-
39	Swatchh Bharat Cess	3,317,000	-
39	Discount Allowed	16,564,791	-
40	Corporate Social Responsibility Expenses	1,134,000	-
	Total	205,975,031	86,575,582

Notes forming part of the Standalone Financial Statements for the period ended March 31, 2016

CORPORATE INFORMATION:

Fourth Dimension Solutions Limited is CMII level 5 information technology (IT) infrastructure, technical support services and operations outsourcing company. The Company is engaged in designing, developing, deploying, and delivering IT infrastructure and services. The Company provides range of information technology and consultancy services, including infrastructure services, end user IT support, IT asset life cycle and integrated solutions. Apart from this the Company also carry out the turnkey projects of Computers , digitization of documents, data entry services and operate data and information processing centers. The Company has also started merchant trading of IT and electronic products like tablets, LED TV, mobile phone etc.

A. Significant Accounting Policies

(a) Basis of Preparation:

These financial statements are prepared and presented in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified and applicable). Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(b) Use of Estimates:

The preparation of the financial statements, in conformity with the generally accepted accounting principal, require estimates and assumptions to be made that affect the reported amounts of assets and liabilities as of date of the financial statements and the reported amount of revenues and expenses during the reported period. The actual results could differ from these estimates. Any revision to such accounting estimates will be recognised in the accounting period in which such revision takes place.

(c) Revenue Recognition

- i) Sales: Sales comprise sale of services and goods.

Revenue from sale of services is recognized:

- (a) As and when services are rendered and are net of service tax,
- (b) Revenue from turnkey projects of Computers, digitization of documents, data entry services and operate data and information processing centers is recognized on accrual basis as per terms of agreements.

Revenue from sale of goods is recognized:

- (a) When all the significant risks and rewards of ownership are transferred to the buyer and the Company retains no effective control of the goods transferred to a degree usually associated with the ownership; and
- (b) No significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods.
- (c) Provision is made for the non-sellable returns of goods from the customers estimated on the basis of historical data of such returns. Such provision for non sellable sales returns is reduced from sales for the year.

- ii) Interest:

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.



iii) Investments :

Profit on sale of investment is recorded on transfer of title from the Company and is determined as the difference between the sale price and carrying value of the investment.

iv) Rent :

Rental income is recognized when the right to receive the payment is established

(d) Fixed Assets

Tangible Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for its intended use.

Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment.

Capital work-in-progress comprises the cost of fixed assets that are not yet ready for their intended use at the reporting date.

(e) Depreciation and amortization

Depreciation on tangible fixed assets has been provided on Written down value method at the rates prescribed under Part C of Schedule II of the Companies Act, 2013 Intangible fixed assets stated at cost less accumulated amount of amortization.

(f) Investments

Long term investments are stated at cost. Provision is made to recognize a decline, other than temporary, in the value of long term investments.

(g) Inventories

Inventories of fixed assets are valued at lower of cost and net realisable value. Cost is determined on moving weighted average basis. Cost of work-in-progress and finished goods include labour and manufacturing overheads, where applicable. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Quoted Equity Shares are stated at cost.

(h) Segment Reporting

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for the Company. Further, inter-segment revenue have been accounted for based on the transaction price agreed to between segments which is primarily market based. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities for the segment.

(i) Foreign Currency Transactions

(i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the currency and the foreign currency at the date of the transaction.

(ii) Conversion

At the year-end, monetary items denominated in foreign currencies are converted into rupee equivalents at the exchange rates prevailing on the date of transactions.

(iii) Exchange Differences

All exchange differences arising on settlement / conversion of foreign currency transactions are included in the Statement of Profit & Loss.

(j) Employee Benefits**(i) Short-term employee benefits**

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc., are recognized in the Statement of Profit & Loss in the period in which the employee renders the related services.

(ii) Long-term Employee Benefits**(a) Defined contribution plan**

The Company deposits the contributions for provident fund to the appropriate Government authorities and these contributions are recognized in the Statement of Profit and Loss in the financial year to which they relate.

(b) Defined benefit plan

The Company's gratuity scheme is a defined benefit plan. The present value of The obligation under such defined plan is determined based on actuarial valuation carried by an independent actuary, using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final Obligation. The obligation is measured at the present value of the estimated future cash flow. The discount rates used for determining the Present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date. Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss.

(iii) Other long-term employee benefits

Entitlements to annual leave are recognized when they accrue to employees. Leave entitlements can be availed while in service or en-cashed at the time of retirement/termination of employment, subject to a restriction on the maximum number of accumulation. The Company determines the liability for such accumulated leave entitlements on the basis of actuarial valuation carried out by an independent actuary at the year end.

(k) Taxes on Income

Tax expense (tax saving) is the aggregate of current tax and deferred tax

- (i) Current tax is the provision made for income tax liability on the profits for the year in accordance with the provisions of Income Tax Act, 1961.
- (ii) Deferred Tax is recognized, on timing differences, being the differences resulting from the recognition of items in the financial statement and in estimating its current Income tax provision.

(l) Earning Per Share

Basic earning per share is computed by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earning per share is computed by taking into account the aggregate of the weighted average number of equity shares outstanding during the period and the weighted average number of equity shares which would be issued on conversion of all the dilutive potential equity shares into equity shares.

(m) Impairment of Assets

Impairment loss is provided to the extent the carrying amount of assets exceeds their recoverable amount. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.



(n) Provision and Contingent Liabilities

Provision is recognized (for liabilities that can be measured by using a substantial degree of estimation) when:

- (i) the company has a present obligation as a result of a past event;
- (ii) a probable outflow of resources embodying economic benefits is expected to settle the obligation; and
- (iii) the amount of the obligation can be reliably estimated

Contingent liability is disclosed in case there is:

- (i) Possible obligation that arises from past events and existence of which will be confirmed only by the occurrence or one or more uncertain future events not wholly within the control of the enterprise; or
- (ii) a present obligation arising past events but is not recognized
 - (a) when it is not possible that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - (b) a reliable estimate of the amount of the obligation cannot be made.

(o) Cash and cash Equivalents

Cash comprises cash in hand and demand deposits with banks. Cash Equivalents are short-term highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

(p) Cash Flow Statements

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

(q) Leases

Lease in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss over the period of the lease.

B. Notes to Accounts for the year ending March 31, 2016**24. Contingent Liabilities**

Contingent Liabilities (not provided for) in respect of:

S.No.	Particulars	Current Year	Previous Year
1.	Show cause / demand / notices by Income Tax authorities being disputed by the Company	25,51,548	20,49,455
2.	Estimated amount of contracts remaining to be executed on capital account (net of advances)	Nil	Nil
3.	Outstanding Bank Guarantees/LC	6,17,74,976	11,35,28,814
4.	Claims against the Company not acknowledged as debts	Nil	Nil
5.	Notice U/s 142(1) received from the Income Tax Department for the AY 2014-15 & 2015-16 hearing of the case in pending before Assistant Commissioner of Income Tax / Joint Commissioner of Income Tax	Nil	Nil
6.	U.P. Vat Detention Money Deposited	15,26,000	Nil
7.	Show cause / demand / notices by Delhi Vat authorities being disputed by the Company	97,40,694	Nil

25. The value of realization of current assets, loans and advances in the ordinary course of business will not be less than the amount at which they are stated in the Balance Sheet except as shown doubtful and provision for all known liabilities, expenses and income have been made in the accounts unless stated otherwise in the notes.

26. Disclosure pursuant to Accounting Standard 15 on "Employee Benefits":**Defined contribution plans:**

The Company's employee provident fund scheme is a defined contribution plans. A sum of 1,65,79,809/- (Previous Year 25,81,304/-) has been recognized as an expense in relation to the scheme and shown under Personnel Expenses in the Statement of Profit and Loss.

Gratuity and compensated absences

Gratuity is payable to all eligible employees of the Company on superannuation, death or permanent disablement, in terms of the provisions of the Payment of Gratuity Act or as per the Company's Scheme whichever is more beneficial. Compensated absences is payable to all employees of the Company on superannuation, death or permanent disablement as per the Company's Scheme.

Retirement Benefits

The retirement Benefits of Gratuity & Leave Encashment provision is made on the basis of actuarial valuation carried out by an independent actuary at the year end

27. Related Party Disclosure**a) Disclosure of Related Parties and relationship between parties:-**

- | | | |
|-----|--------------------------|---|
| i. | Key Management Personnel | : 1. Mr. Amalendu Mukherjee
: 2. Ms. Namita Mukherjee |
| ii. | Associate | : 1. ABM IT Solutions Pvt. Ltd *
: 2. Newcode IT Services Pvt. Ltd** |



* Disassociated w.e.f. 08.05.2015 (Formerly known as RNM IT Solutions Pvt. Ltd.)

** Disassociated w.e.f. 08.08.2015

- b) Details of transactions entered into with related parties during the year as required by Accounting Standard (AS)- 18 on “Related Party Disclosures” issued by Companies (Accounting Standards) Rules 2006 are as under:-

Particulars	Current Period	Previous Year
Remuneration		
Mr. Amalendu Mukherjee	2,40,00,000	1,20,00,000
Ms. Namita Mukherjee	60,00,000	30,00,000
Purchase of Goods/Services during the year		
New Code IT Services Pvt. Ltd	-	9,22,42,587
ABM It Solutions Private Ltd	-	3,37,19,798
Sales of Goods/Services during the year		
New Code IT Services Pvt. Ltd	11,55,42,000	
ABM It Solutions Private Ltd	-	
Closing Balance		
New Code IT Services Pvt. Ltd	10,55,22,717 Dr*	2,08,00,675 Cr
ABM It Solutions Private Ltd	2,58,02,262 Dr**	1,48,19,588 Cr

* Closing Balance as on 08.08.2015 being the date of disassociation

** Closing Balance as on 08.05.2015 being the date of disassociation

28. Segment Reporting:

- a) The Company has identified business segments (industry practice) as its primary segment and geographical segments as its secondary segment.

Business segments comprises of IT goods and IT services. The revenue and expenses directly attributable to specific segment have been allocated on the basis of associated revenue of the segments.

Particulars	Current Period	Previous Year
Revenue by segment		
IT Products & Services	14,015,355,983	6,516,385,278
Others :Trading of Shares (Ref. Note No. 33)	-	-
Unallocated revenue		
Total Revenue	14,015,355,983	6,516,385,278
Less: Intersegment revenue	-	-
Segment results		
IT Products & Services	580,175,777	247,653,362
Others :Trading of Shares	-	(27,146,398)
EBITA	580,175,777	220,506,964
Less: Interest & finance charges	235,353,523	6,024,854
Unallocated expenditure	-	-
Depreciation	37,018,009	16,881,276
Income tax	107,037,621	67,961,027
Profit After Tax	200,766,624	129,639,807

b) The geographical revenue is allocated based on the location of the customers.

Particulars	Current Period	Previous Year
In India	13,84,08,16,840	6,51,63,85,278
Rest of World	17,45,39,143	Nil
Total Revenue	14,01,53,55,983	6,51,63,85,278

c) Segment Capital employed

Fixed Assets used in the company's business or liabilities contracted have not been identified to any of the reportable segments, as the fixed assets and services are used interchangeably between segments. Accordingly, no disclosure relating to individual segment assets and liabilities has been made.

29. The Company has received Rs. 21,39,53,887.53 and Rs. 13,56,32,084.32 for supply of material to Ebay India Pvt. Ltd. And Shop Clues Network Private Limited respectively during the Financial Year 2015-16. However, the respective parties to whom and the material sold was not verified, for the year ending 31 March 2016.
30. a) The Company has major line of business with its consortium partner Ricoh India Ltd since the incorporation of the Company. However, the Closing balance of both the Company's as at 31.03.2016 are not matching with each other. The balance shown by the company due to Ricoh India Ltd is Rs. 418,41,56,670.55/- while Balance as per Ricoh India Ltd Confirmation Letter the amount due by Company is Rs.553,54,96,754/-. However both the companies are trying to reconcile the Differences, subject to Sub Clause (2) Clause (3) of Regulation 33 of the SEBI (LODR), Regulation, 2015.
- b) The Company has discounted certain invoicing of sale made to Ricoh India Ltd for Rs.99,57,47,103.00 as at March 21' 2016. But due to some reasons, the materials underlying such invoices was not physically accepted later on but returned back by the Ricoh India Ltd. such materials may be re-dispatched or the money received against such bills discounted may be adjusted against sales to be made in future as per the mutual consent of "The Company" and Ricoh India Ltd.
- c) The documents relating to Bills discounted, vendors discounting, factoring arrangement were not made available to auditors during Audit.
31. "The Company" has applied for Keyman Insurance Policy from LIC in the name of Managing Director of the Company Mr. Amalendu Mukherjee. Consequently Rs.113,46,316.00 was paid through Kotak Mahindra Bank on 05.12.2015. But inadvertently, Jeevan Anand Policy was issued to the Company in the name of Mr. Amalendu Mukherjee, (Managing Director) and Mrs. Namita Mukherjee (whole time director) has been made the nominee. Accordingly such expenditure as debited to the Statement of Profit & Loss stands disallowed for the purpose of computation of Income Tax.
32. Revenue From Operations does not include trading of shares/securities and only profit /(loss) from normal operations is shown in Statement of Profit & Loss.
33. The Company has taken office premises (Registered Office, Corporate Office and all its branches in different states taken together) on cancellable operating lease. Lease Rents charged to Statement of Profit & Loss 3,25,68,890/- (previous year Rs.1,38,41,853/-). Since the leases are cancellable in nature, other disclosures as required by Accounting Standard AS-19 are not applicable.



34. Deferred Tax Asset (Net)

Amount in Rs.

Particulars	Deferred Tax Assets/ (Liability) as at 01.04.2015	Current Year (Change)/ Credit	Deferred Tax Assets/(Liability) as at 31.03.2016
Difference between Book & Tax Depreciation	1,642,691	(3,435,522)	(1,792,831)
Provision for Gratuity/Leave Encashment	(581,862)	(2,639,032)	(3,220,894)
Disallowances under Income Tax Act	(808,591)	(5,231,780)	(6,040,371)
TOTAL	252,238	(11,306,334)	(11,054,096)

35. a) Detail of foreign currency exposures that are not hedged by a derivative instrument or otherwise.

Particulars	
Exposure in Foreign Currency	Sundry Creditors & Other Payables
USD/EURO	Nil (4,80,33,580)
Exposure in Foreign Currency	Sundry Debtors & Other Receivables
USD/EURO	7,04,375 (Nil)

Previous year figures are given in Bracket

b) Foreign Exchange Earnings and Outgo

	Particulars	Current Period	Previous Year
A.	Earnings in Foreign Exchange:-	17,45,39,143	Nil
B.	Expenditure in Foreign Currency:		
	(On accrual basis)		
	Imported Goods	21,68,70,320	1,22,094,990
	Traveling & Others	1,56,97,943	26,71,120

36. Managerial remuneration paid/payable to the Directors, debited to relevant account head:

Particulars	Current Period	Previous Year
Salaries & Bonus	3,00,00,000	1,50,00,000
Value of perquisites (Gross)	Nil	Nil
Total	3,00,00,000	1,50,00,000

37. Earning per Share:

Particulars	Current Period	Previous Year
Profit after tax	20,07,66,624	12,96,39,807
Less: Preference dividend payable including		
Dividend tax	Nil	Nil
Earnings attributable to equity shareholders	20,07,66,624	12,96,39,807
Weighted average number of equity	6001869	1005000
Earnings per share in Rs.	33	129

38. Details of items of Income and Expense exceeding 1% of the revenue from operations or Rs.100,000/- whichever is higher

Particulars	31 March 2016	31 March 2015
Salaries, Bonus & Incentives	14,09,80,186	6,52,80,993
Interest on Bills Discounted	22,52,07,462	-
Total	36,61,87,648	6,52,80,993

39. The Auditor's Remuneration comprises the following :-

Particulars	31 March 2016	31 March 2015
As Auditor	8,00,000	1,00,000
For Taxation Matters	1,75,000	75,000
For Company Law Matters	-	-
For Management Services	-	-
For Other Services	-	-
For Reimbursement of Expenses	25,000	25,000
Total	10,00,000	2,00,000

40. Corporate Social Responsibility

In accordance with Section 135 of the Companies Act, 2013, a company meeting the applicable threshold, needs to spend at least 2% of its average net profits for the immediately preceding three financial years on corporate social responsibility (CSR) activities. Accordingly the company has spent Rs. 11,34,000/- (Previous Year : Nil) towards Project Smart having activities as specified in Schedule VII of the Companies Act, 2013.

41. Events occurring after 31.03.2016 but before the Balance Sheet Date

The Company has purchased 100 % shares (10,000 equity shares of Rs.10/- each) of Enpocket Services (India) Pvt. Ltd., a private limited company with its principal place business in Mumbai for Rs. 3.90 crores from Nokia Investment Oy (Holder of 9,999 equity shares) and Nokia India Pvt Ltd (Holder of 1 equity share) in the month of April' 2016. Since this is a non-adjusting event, figures appearing in the balance sheet as at 31.03.2016 has not been adjusted on account of this transaction.

42. Previous Year figures have also been regrouped/rearranged, wherever necessary.

As per our report of even date attached

**For Sain Kanwar & Associates
Chartered Accountants**

Sd/-
Kanwar Sain
partner
M.No.099422
FRN:018023N

Place: New Delhi
Dated: May 28, 2016

**For and on behalf of Board of Directors of
Fourth Dimension Solutions Limited**

Sd/-
Amalendu Mukherjee
Managing Director
DIN: 03544485

Sd/-
Deepak Kaushal
Company Secretary
M.No. 27607

Sd/-
Namita Mukherjee
Whole Time Director
DIN: 06561265

Sd/-
Mahesh Rajdev
Chief Financial Officer



SAIN KANWAR & ASSOCIATES
Chartered Accountants

747, G.F. Gali No. 22, Joshi Road
Karol Bagh, New Delhi-110005
Mobile-9818420296

INDEPENDENT AUDITORS' REPORT

**To the members of
Fourth Dimension Solutions Limited**

Report on the Financial Statements

We have audited the accompanying consolidated financial statements of FOURTH DIMENSION SOLUTIONS LIMITED ("the company"), which comprise the Balance Sheet as at 31st March 2016, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these consolidated financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting the frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the consolidated financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2016, and its profit/loss and its cash flows for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") as amended, is as issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by section 143(3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books (and proper statutory returns adequate for the purposes of our audit have been received from the branches not visited by us).
 - (c) The accounts of the branch offices of the Company not visited by us are maintained at registered office and have been audited by us and have been properly dealt by us in preparing this report
 - (d) The Balance Sheet, the Statement of Profit and Loss, and Cash Flow Statement dealt with by this Report are in agreement with the books of account (and the statutory returns received from the branches not visited by us).
 - (e) According to the information and explanations given to us by the management without prejudice to the provisions relating to our audit and auditor thereof, in our opinion, there are no observations or comments on the financial transactions, which may have an adverse effect on the functioning of the Company.
 - (f) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (g) On the basis of written representations received from the directors as on 31st March 2016, taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2016, from being appointed as a director in terms of Section 164(2) of the Act.
 - (h) On the basis of written representations received from the directors as on 31st March 2016, the company is not in able to identify Micro & SME Organization from its Creditors.
 - (i) Balances of all Debtors, Creditors, Advance to suppliers, & Advances from customers & Other Advances are subject to confirmation. The Company has dispatched balance confirmation letters to respective parties, but majority of these replies/counter-statements has not been received as on the date of signing of balance sheet. In the absence of such confirmations, the balances as reflected by the Companies books as on 31st March 2016 have been presumed to be accurate.
 - (j) According to the information and explanations given to us subject to the foregoing para without prejudice to the provisions relating to our audit and auditor thereof, in case of differences between the balances including the financial disputes if any, it may be reconciled as per the mutual consent/settlement reached by both the parties in accordance with the prevailing law as applicable which may result into the subsequent changes in the balances as against the Companies books as on 31st March 2016 although it is presumed to be accurate.
 - (k) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - (l) With respect to the other matters included in the Auditor's Report and to our best of our information and according to the explanations given to us :-



- i. The Company has disclosed the impact of pending litigations including but not limited to any material foreseeable litigations on its financial positions in its financial statements as of 31st March 2016.
- ii. The Company did not have any long-term contracts including derivatives contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

FOR SAIN KANWAR & ASSOCIATES

Chartered Accountants
Firm Reg. No. 018023N

Sd/-
KANWAR SAIN
PARTNER
M. No.:099422

Place: New Delhi
Dated:30.05.2016

Annexure A” to Independent Auditors’ Report

(Referred to in paragraph 1 under ‘Report on Other Legal and Regulatory Requirements’ of our Report of even date to the members of Fourth Dimension Solutions Limited on the accounts of the company for the Period ended 31st March, 2016)

1. In respect of its fixed assets:

- (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets on the basis of available information.
- (b) As explained to us, the fixed assets have been physically verified by the management during the period in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. No material discrepancies were noticed on such physical verification.
- (c) The title deeds of immovable properties are held in the name of the company.

2. In respect of its inventories:

- (a) As explanations to us, the inventories have been physically verified by the management at regular intervals during the period. In our opinion, the frequency of verification is reasonable.
- (b) In our opinion and according to the information and explanations given to us, the procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.

3. The Company has not granted any loan secured or unsecured to companies, firms or other parties covered in the register maintained under Section 189 of the Companies Act, 2013 Accordingly the provisions of clauses 3 (iii) (a) to (c) are not applicable to the Company and hence not commented upon.

4. In our opinion and according to the information and explanations given to us, the company has complied with the provisions of section 185 and 186 of the Companies Act, 2013 In respect of loans, investments, guarantees, and security.

5. The Company has not accepted any deposits from the public and hence the directives issued by the Reserve Bank of India and the provisions of Sections 73 to 76 or any other relevant provisions of the Act and the Companies (Acceptance of Deposit) Rules, 2015 with regard to the deposits accepted from the public are not applicable.

6. Based on our audit procedures and according to the information and explanations given to us, the cost records required to be maintained by the Company pursuant to the Companies (Cost Records and Audit) Rules, 2014 prescribed by the Central Government under Section 148(1)(d) of the Companies Act, 2013 is not applicable to the Company.

7. In respect of statutory dues:

- (a) According to the records of the Company, undisputed statutory dues including Provident Fund, Employees’ State Insurance, Income Tax, Sales Tax, Wealth Tax, Service Tax, duty of Customs, Duty of Excise, Value Added Tax, Cess and other material statutory dues have been normally deposited with the appropriate authorities on or before the due dates except in some cases in which the amounts are deposited after due dates.


According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, sales tax, wealth tax, service tax, duty of customs, value added tax, cess and other material statutory dues were in arrears as at 31st March 2016 for a period of more than six months from the date they became payable.

- (b) According to the information and explanations given to us, there are no material dues of wealth tax, service tax, duty of customs and cess which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of income tax, value added tax have not been deposited by the Company on account of disputes:



Name of the	Nature of dues	Amount in Rs.	Period to which amount relates	Forum where the dispute is pending
Statute				
DVAT Act, 2004	Sales Tax including interest and penalty	97,23,894.00	Assessment Year 2014-15	Appellate Authority - up to Assistant Commissioner's level
DVAT Act, 2004	Penalty	8,400.00	Assessment Year 2013-14	Appellate Authority - up to Assistant Commissioner's level
CST Act, 2002	Penalty	8,400.00	Assessment Year 2013-14	Appellate Authority - up to Assistant Commissioner's level
Income Tax Act, 1961	Tax Deducted at Source including interest	25,51,548.22	Assessment Years 2014-15 to 2016-17	Income tax Department (TDS)

8. In our opinion and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to financial institutions & banks.
9. Based upon the audit procedures performed and the information and explanations given by the management, the company has raised Rs. 867.60 lacs (28,92,000 Equity Shares of the face value Rs.10/- each, at an Issue Price of Rs.30/- equity share) by way of initial public offer. The issue proceeds have been actually utilized for the purpose for which they were raised and none of the amount has remained un- utilized as at 31st March 2016 as per the utilisation certificate received from the Company.
10. According to the information and explanations given to us by the management, without prejudice to the provisions relating to our audit and auditor thereof, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit. Compliance Certificate- PART B [See Regulation 17(8)] under Schedule – II of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) regulation, 2015 has also been availed from the management for the same.
11. Based upon the audit procedures performed and the information and explanations given by the management, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act;
12. In our opinion, the Company is not a Nidhi Company. Therefore, the provisions of clause 4 (xii) of the Order are not applicable to the Company.
13. In our opinion, all transactions with the related parties are in compliance with section 177 and 188 of Companies Act, 2013 and the details have been disclosed in the Financial Statements as required by the applicable accounting standards.
14. Based upon the audit procedures performed and the information and explanations given by the management, the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, the provisions of clause 3 (xiv) of the Order are not applicable to the Company and hence not commented upon.
15. Based upon the audit procedures performed and the information and explanations given by the management, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, the provisions of clause 3 (xv) of the Order are not applicable to the Company and hence not commented upon.

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16. In our opinion, the company is not required to be registered under section 45 IA of the Reserve Bank of India Act, 1934 and accordingly, the provisions of clause 3 (xvi) of the Order are not applicable to the Company and hence not commented upon.

FOR SAIN KANWAR & ASSOCIATES

Chartered Accountants
Firm Reg. No. 018023N

Sd/-

KANWAR SAIN
PARTNER
M. No.:099422

Place: New Delhi
Dated:30.05.2016



“Annexure B” to the Independent Auditor’s Report of even date on the Consolidated Financial Statements of Fourth Dimension Solutions Limited

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

We have audited the internal financial controls over financial reporting of Fourth Dimension Solutions Limited (“the Company”) as of 31st March 2016 in conjunction with our audit of the consolidated financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

The Company’s management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company’s internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company’s internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company’s assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2016, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

FOR SAIN KANWAR & ASSOCIATES

Chartered Accountants
Firm Reg. No. 018023N

Sd/-
KANWAR SAIN
PARTNER
M. No.:099422

Place: New Delhi
Dated:30.05.2016



CONSOLIDATED BALANCE SHEET AS ON MARCH 31, 2016

Amount in Rs.

Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting year
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	1	108,920,000	20,000,000
(b) Reserves and Surplus	2	353,021,432	154,342,386
(2) Non-Current Liabilities			
(a) Long-Term Borrowings	3	3,379,620	8,237,415
(b) Short-Term Borrowings	4	30,036,983	-
(c) Deferred Tax Liabilities (Net)	5	-	252,238
(3) Current Liabilities			
(a) Trade Payables	6	3,050,452,567	1,629,017,351
(b) Other Current Liabilities	7	3,751,103,168	1,098,726,409
(c) Short-Term Provisions	8	13,917,773	11,530,970
Total Equity & Liabilities		7,310,831,542	2,922,106,769
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed Assets:-Net Block			
(i) Tangible	9	117,405,760	130,409,276
(ii) Intangible		-	-
(iii) Work in Progress		27,996,103	15,254,838
(b) Long term loans and advances	10	101,876,395	56,061,503
(c) Investments	11	-	-
(d) Goodwill		452,498	452,498
(e) Deferred Tax Assets (Net)		11,054,096	-
(2) Current Assets			
(a) Inventories	12	1,848,290,477	1,068,722,679
(b) Trade receivables	13	3,556,537,399	610,532,853
(c) Cash and cash equivalents	14	785,609,213	694,364,582
(d) Short-term loans and advances	15	861,609,601	346,308,539
Total Assets		7,310,831,542	2,922,106,769

Notes referred to above and notes attached there to form an integral part of Balance Sheet
As per our Report of even date attached

**For Sain Kanwar & Associates
Chartered Accountants**

Sd/-
Kanwar Sain
partner
M.No.099422
FRN:018023N

Place: New Delhi
Dated: May 30, 2016

**For and on behalf of Board of Directors of
Fourth Dimension Solutions Limited**

Sd/-
Amalendu Mukherjee
Managing Director
DIN: 03544485

Sd/-
Deepak Kaushal
Company Secretary
M.No. 27607

Sd/-
Namita Mukherjee
Whole Time Director
DIN: 06561265

Sd/-
Mahesh Rajdev
Chief Financial Officer

CONSOLIDATED STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED ON MARCH 31, 2016

		Amount in Rs.		
Particulars	Note No.	Figures as at the end of current reporting period	Figures as at the end of previous reporting year	
I	Revenue from operations	16	14,018,076,613	6,518,616,528
II	Other Income	17	24,471,718	6,776,235
III	Total Revenue (I +II)		14,042,548,331	6,525,392,763
IV	Expenses:			
	Cost of materials consumed	18	13,836,693,398	7,140,249,308
	Changes in inventories of finished goods	19	(779,567,798)	(1,010,828,059)
	Employee Benefit Expense	20	198,949,083	85,980,849
	Financial Costs	21	235,353,523	6,024,966
	Depreciation and Amortization Expense	22	37,018,009	19,396,606
	Other Administrative Expenses	23	206,189,654	86,882,663
	Total Expenses (IV)		13,734,635,869	6,327,706,332
V	Profit before Exceptional and Extraordinary items and tax (III-IV)		307,912,462	197,686,431
VI	Exceptional Items		-	-
VII	Profit before Extraordinary items and tax (V-VI)		307,912,462	197,686,431
VIII	Extraordinary Items		-	-
IX	Profit before tax (VII-VIII)		307,912,462	197,686,431
X	Tax expense:			
	(1) Current tax		118,379,750	67,921,888
	(2) Deferred tax		(11,306,334)	68,507
XI	Profit for the period from continuing operations		200,839,046	129,696,036
XII	Profit / Loss from discontinuing operations		-	-
XIII	Tax Expense of discontinuing operations		-	-
XIV	Profit / Loss from discontinuing operations (after tax) (XII-XIII)		-	-
XV	Profit/(Loss) for the period (XI + XIV)		200,839,046	129,696,036
XVI	Earning per equity share:			
	(1) Basic		33	129
	(2) Diluted		33	129

Notes referred to above and notes attached there to form an integral part of Profit & Loss Statement
As per our Report of even date attached

**For Sain Kanwar & Associates
Chartered Accountants**

Sd/-
Kanwar Sain
partner
M.No.099422
FRN:018023N

Place: New Delhi
Dated: May 30, 2016

**For and on behalf of Board of Directors of
Fourth Dimension Solutions Limited**

Sd/-
Amalendu Mukherjee
Managing Director
DIN: 03544485

Sd/-
Deepak Kaushal
Company Secretary
M.No. 27607

Sd/-
Namita Mukherjee
Whole Time Director
DIN: 06561265

Sd/-
Mahesh Rajdev
Chief Financial Officer



CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED ON MARCH 31, 2016

	Amount in Rs.	
Particulars	Figures as at the end of current reporting period	Figures as at the end of previous re- porting period
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit/(loss) before extra ordinary items & taxes	307,912,462	197,686,431
Adjustment for:		
Depreciation	37,018,009	16,881,276
Operating Profit before working capital changes	344,930,471	214,567,707
Adjustment for:		
Inventories	(779,567,798)	(1,010,828,059)
Sundry Debtors	(2,946,004,546)	(392,613,028)
Long Term Loans & Advances	(45,814,892)	(41,872,503)
Short Term Loans & Advances	(515,301,062)	(57,258,059)
Sundry Creditors	1,421,435,216	1,026,864,080
Other Liabilities	2,652,376,759	1,087,223,714
Short Term Provisions	2,386,803	11,472,949
Cash generated from Operations	134,440,951	837,556,801
Income Tax Paid	118,379,750	67,892,520
Net cash from Operating Activities (A)	16,061,201	769,664,281
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchases of Fixed Assets	(24,014,493)	(113,368,719)
Work In Progress	-	(15,254,838)
Investment in Subsidiary Co.	-	(12,498,756)
Net Cash Flow from Investing Activities (B)	(24,014,493)	(141,122,313)
C. CASH FLOW FROM FINANCING ACTIVITIES:		
(i) Increase in share Capital including Share Premium	146,760,000	39,900,000
(ii) Increase/(decrease) in secured loans	(4,857,795)	8,237,415
(iii) Increase/(Decrease) in unsecured loans	30,036,983	-
Net Cash Flow from Financing Activities (C)	171,939,187	48,137,415
 Net Increase in cash and cash equivalents (A) + (B) + (C)	 163,985,898	 676,679,383
 Cash and cash equivalents - Opening	 694,364,582	 10,367,280
Cash and cash equivalents - Closing	785,609,213	694,364,582
	91,244,632	683,997,302

For Sain Kanwar & Associates
Chartered Accountants

Sd/-
Kanwar Sain
partner
M.No.099422
FRN:018023N

Place: New Delhi
Dated: May 30, 2016

For and on behalf of Board of Directors of
Fourth Dimension Solutions Limited

Sd/-
Amalendu Mukherjee
Managing Director
DIN: 03544485

Sd/-
Deepak Kaushal
Company Secretary
M.No. 27607

Sd/-
Namita Mukherjee
Whole Time Director
DIN: 06561265

Sd/-
Mahesh Rajdev
Chief Financial Officer

NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS ON MARCH 31, 2016

NOTE : 1 SHARE CAPITAL

		Amount in Rs.	
Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	AUTHORIZED CAPITAL 250,00,000 Equity Shares of Rs. 10/- each. (Previous Year 250,00,000 Equity Shares of Rs. 10/- Each)	250,000,000	250,000,000
		250,000,000	250,000,000
2	ISSUED , SUBSCRIBED & PAID UP CAPITAL 108,92,000 Equity Shares of Rs.10/- each fully Paid Up (Previous Year 20,00,000 Equity Shares of Rs. 10/- Each)	108,920,000	20,000,000
	Total	108,920,000	20,000,000

(i) Reconciliation of Shares

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
	At the beginning of the reporting period	2,000,000	10,000
	Issued during the reporting period	88,92,000*	1,990,000
	Bought back during the reporting period	-	-
	At the close of the reporting period	<u>108,920,000</u>	<u>2,000,000</u>

(ii) Details of shares held by each shareholder holding more than 5% shares:

Class of shares / Name of shareholder	As at March 31, 2016		As at March 31, 2015	
	Number of shares held	% holding in that class of shares	Number of shares held	% holding in that class of shares
Equity shares with voting rights Amalendu Mukherjee	7,978,000	73.25	1,995,000	99.75

(iii) For the period of five years immediately preceding the date as at which balance sheet is prepared

a. Shares allotted pursuant to a contract without consideration being received in cash.	-	-
b. Shares allotted by way of bonus shares	6,000,000	-
c. Shares held by the holding company/ultimate holding company/subsidiaries or associates of the holding company/ultimate holding company, in aggregate	-	-
d. Aggregate number and class of shares bought back	-	-

* Shares issued during the reporting period includes shares 28, 92,000 equity shares issued by way of Initial Public Offer (IPO) in the m/o January 2016 other than bonus issue of 60,00,000 shares.



NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS ON MARCH 31, 2016

NOTE: 2 RESERVE & SURPLUS

		Amount in Rs.	
Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Securities Premium reserve		
	Opening Balance	20,000,000	-
	Addition during the year	57,840,000	20,000,000
	Less: Utilisation		-
	Sub total (1)	77,840,000	20,000,000
2	Surplus in the Statement of Profit & Loss Account		
	Balance brought forward from previous year	134,342,386	4,646,350
	Utilised for issuing Bonus Shares	(60,000,000)	
	Add: Profit for the Year	200,839,046	129,696,036
	Sub total (2)	275,181,432	134,342,386
	Total (1+2)	353,021,432	154,342,386

NOTE : 3 LONG TERM BORROWINGS

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Term Loans from Banks - Secured		
	a) Loan against Hyp of cars	1,181,694	2,047,836
	b) Loans against FDRs	2,197,926	6,189,579
	Total	3,379,620	8,237,415

NOTE: 4 SHORT TERM BORROWINGS

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Loans repayable on demand - Unsecured		
	a) From Banks	10,806,599	-
	b) From Financial Institutions	18,025,384	-
	c) From Other Parties	1,205,000	-
	Total	30,036,983	-

**NOTES FORMING PART OF THE
CONSOLIDATED BALANCE SHEET AS ON
MARCH 31, 2016**

NOTE: 5 DEFERRED TAX (ASSET) / LIABILITY

		Amount in Rs.	
Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Deferred tax liability:		
	Opening Balance	252,238	183,731
a)	On account of depreciation on fixed assets	-	1,458,960
	Sub total (1)	252,238	1,642,691
2	Deferred tax asset:		
a)	On account of disallowance/ adjustments under Income Tax Act, 1961	5,231,780	808,591
b)	On account of Provision for Gratuity & Leave Encashment	2,639,032	581,862
c)	On account of depreciation on fixed assets	3,435,522	-
	Sub total (2)	11,306,334	1,390,453
	Net Deferred tax liability / (asset) (1-2)	(11,054,096)	252,238

NOTE : 6 TRADE PAYABLES

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Outstanding dues to micro, small and medium enterprises	-	-
2	Outstanding dues of creditors other than micro, small and medium enterprises	3,050,452,567	1,629,017,351
	Total	3,050,452,567	1,629,017,351

NOTE: 7 OTHER CURRENT LIABILITIES

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Statutory Dues		
a)	Service Tax Payable	5,454,509	793,725
b)	Vat Payable	18,301,080	1,248,877
c)	TDS Payable	13,241,803	13,037,793
d)	Employee Insurance Payable	1,319,614	282,672
e)	Employee Providend Fund Payable	4,815,916	963,610
f)	Labour Welfare Fund	2,969	-
	Sub total (1)	43,135,891	16,326,677



NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS ON MARCH 31, 2016

2 Other Payables		
a) Security Payable	6,464,596	2,268,392
b) Salary Payable	26,401,786	8,217,207
c) Expenses Payable	12,758,258	2,644,298
d) Audit Fee Payable	1,079,350	266,180
e) Advance From Customers	3,553,344,237	1,066,665,203
f) Car Loan Instalment payable with in one year	866,142	2,338,451
g) Other Payables	107,052,908	-
Sub total (2)	3,707,967,277	1,082,399,731
Total (1) + (2)	3,751,103,168	1,098,726,408

NOTE : 8 SHORT TERM PROVISIONS

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1. Provision for Employee Benefits			
a)	Provision for Gratuity Payable	4,703,404	1,061,334
b)	Provision for Leave Encashment Payable	4,633,953	650,527
c)	Staff Imprest	-	331,141
	Sub total (1)	9,337,357	2,043,002
2. Other Provisions			
a)	Provision for Income Tax (net of tax)	4,580,416	9,487,968
	Sub total (2)	4,580,416	9,487,968
	Total (1) + (2)	13,917,773	11,530,970

**NOTES FORMING PART OF THE
CONSOLIDATED BALANCE SHEET AS ON
MARCH 31, 2016
NOTE : 9 FIXED ASSETS**

Tangible Assets	Land	Furniture & Fixtures	Office Equipments	Vehicles	Computers & Peripherals	Plant & Machinery	Total	Intangible Assets	Grand Total
Cost									
as at 1st April, 2014	26,363,500	434,087	4,624,867	1,141,043	2,245,415	-	34,808,912	-	34,808,912
Additions	5,298,000	5,454,927	3,913,518	7,202,708	25,350,444	66,149,122	113,368,719	-	113,368,719
Disposals	-	-	-	-	-	-	-	-	-
as at 31st March, 2015	31,661,500	5,889,014	8,538,385	8,343,751	27,595,859	66,149,122	148,177,631	-	148,177,631
Additions	-	245,801	8,104,959	480,234	7,584,499	7,599,000	24,014,493	-	24,014,493
Disposals	-	-	-	-	-	-	-	-	-
as at 31st March, 2016	31,661,500	6,134,815	16,643,344	8,823,985	35,180,358	73,748,122	172,192,124	-	172,192,124
as at 1st April, 2014	-	96,201	174,604	284,085	332,189	-	887,079	-	887,079
Charge for the year	-	466,893	2,615,405	1,901,690	4,054,065	7,843,223	16,881,276	-	16,881,276
Disposals	-	-	-	-	-	-	-	-	-
as at 31st March, 2015	-	563,094	2,790,009	2,185,775	4,386,254	7,843,223	17,768,355	-	17,768,355
Charge for the Period	-	1,404,806	5,061,730	2,042,514	16,660,848	11,848,110	37,018,008	-	37,018,009
Disposals	-	-	-	-	-	-	-	-	-
as at 31st March, 2016	-	1,967,900	7,851,739	4,228,289	21,047,102	19,691,333	54,786,363	-	54,786,364
Net Block									
as at 31st March, 2015	31,661,500	5,325,920	5,748,376	6,157,976	23,209,605	58,305,899	130,409,276	-	130,409,276
as at 31st March, 2016	31,661,500	4,166,915	8,791,605	4,595,696	14,133,256	54,056,789	117,405,761	-	117,405,760



NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS ON MARCH 31, 2016

NOTE : 10 LONG TERM LOANS AND ADVANCES

Amount in Rs.

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Security Deposit		
a)	Secured, Considered Good :		
	Earnest Money Deposit	82,357,139	50,293,219
	Other Deposit	19,519,256	5,768,284
	Total	101,876,395	56,061,503

NOTE :11. INVESTMENT

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period

NOTE : 12. INVENTORIES

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Finished Goods	1,847,490,677	1,066,752,879
2	Quoted Equity Shares	799,800	1,969,800
	Total	1,848,290,477	1,068,722,679

**NOTES FORMING PART OF THE
CONSOLIDATED BALANCE SHEET AS ON
MARCH 31, 2016**

NOTE : 13. TRADE RECEIVABLES

		Amount in Rs.	
Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Outstanding for more than six months		
	a) Secured, Considered Good	-	-
	b) Unsecured, Considered Good	518,856,083	86,027,424
	c) Doubtful and recoverable	-	-
	Sub total (1)	518,856,083	86,027,424
2	Others		
	a) Secured, Considered Good	-	-
	b) Unsecured, Considered Good	3,037,681,316	524,505,429
	c) Doubtful and recoverable	-	-
	Sub total (2)	3,037,681,316	524,505,429
	Total (1) + (2)	3,556,537,399	610,532,853

NOTE : 14 CASH & CASH EQUIVALENT

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Cash-in-Hand	693,104	3,347,821
2	Bank Balance	404,058,130	163,581,879
3	Cheques in Hand	12,405,329	378,107,885
4	DD in Hand	-	165,978
5	Fixed Deposits		
	Fixed Deposits with less than twelve months maturity	116,618,381	134,494,756
	Fixed Deposits with more than twelve months maturity	251,834,270	14,666,263
	Total	785,609,214	694,364,582

NOTE :15 SHORT TERM LOANS AND ADVANCES

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Loans & Advances - Others		
	Advances Recoverable in cash or in kind or for value to be considered good		
	a) Advance to Suppliers	750,340,076	292,291,954
	b) Income Tax Refund Due (AY 2013-14)	2,980,038	2,980,038
	c) Staff Imprest (Net)	149,711	463,301
	d) Balance With Revenue Authorities (Sales Tax)	21,961,642	558,405
	e) Others Advances	380,896	42,898,066



NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS ON MARCH 31, 2016

f) TDS to amount to be recovered from FI	101,009	-
g) Advance for property	6,353,764	-
h) Prepaid Expenses	77,627,215	3,865,650
Advance Recoverable in cash or in kind or for value to be considered Doubtful	1,715,249	3,251,125
		-
Total	861,609,601	346,308,539

NOTE : 16 REVENUE FROM OPERATIONS

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Sale of I.T. & Related Products		
	Gross Sales	13,258,263,207	5,472,091,259
	Less : Sales Returns	(1,398,524,806)	(59,852,038)
		<u>11,859,738,401</u>	<u>5,412,239,221</u>
2	Sale of Services		
	Receipts from services rendered (Gross)	2,195,777,382	1,104,549,025
	Less:-Service Receipts Cancelled	(38,709,170)	
		<u>2,157,068,212</u>	<u>1,104,549,025</u>
3	Other Operating revenues		
a)	UID Kit rent	100,000	1,828,282
b)	Investment Stock Share	1,170,000	-
	Total	14,018,076,613	6,518,616,528

NOTE : 17 OTHER INCOME

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Other non-operating income		
a)	Interest on FDR's	19,877,866	4,277,851
b)	Discount/Misc. Income	4,593,852	2,498,384
	Total	24,471,718	6,776,235

NOTES FORMING PART OF THE CONSOLIDATED STATEMENT OF PROFIT & LOSS A/C AS ON MARCH 31, 2016

NOTE : 18 COST OF MATERIAL CONSUMED

		Amount in Rs.	
Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Purchases		
a)	Purchases of I.T. & related Products (Gross)	11,782,928,935	6,215,680,716
	Less:-Purchase Returns	(13,523,791)	-
b)	Merchant Import Purchases	216,870,320	-
	Sub total (1)	11,986,275,464	6,215,680,716
2	Direct Expenses		
a)	Custom Duty Paid	8,038,327	10,119,242
b)	Service Charge Expenses (Gross)	1,807,345,730	885,477,048
	Less:-Service Charges Cancelled	(10,197,431)	-
c)	Freight Inward	2,521,164	1,887,759
d)	Project Expenses	36,563,979	26,491,372
e)	Warehouse Expenses	-	134,734
f)	Custom Clearance Charges	-	458,437
g)	Consumable Stores	6,146,164	
	Sub total (2)	1,850,417,934	924,568,592
	Total (1)+ (2)	13,836,693,398	7,140,249,308

NOTE : 19 CHANGE IN INVENTORIES

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Opening Stock of Inventory	1,068,722,679	57,894,620
2	Closing Stock of Inventory	1,848,290,477	1,068,722,679
	Total	(779,567,798)	(1,010,828,059)

NOTE : 20 EMPLOYMENT BENEFIT EXPENSES

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Salaries, Bonus & Incentive	141,700,186	65,520,993
2	Directors Remuneration	30,000,000	15,000,000
3	Contribution to Provident and Other Funds	19,623,401	3,747,995
4	Provision for Gratuity	3,642,070	1,061,334
5	Provision for Leave Encashment	3,983,426	650,527
	Total	198,949,083	85,980,849



NOTES FORMING PART OF THE CONSOLIDATED STATEMENT OF PROFIT & LOSS A/C AS ON MARCH 31, 2016

NOTE : 21 FINANCIAL COST

		Amount in Rs.	
Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Interest on Cash Credit Facility	135,797	663,196
2	L.C. Issue Charges	66,949	-
3	Interest on Car loan	312,658	260,147
4	Interest on Loan Ag. FDR	2,195,876	913,351
5	Bank Charges	1,015,442	1,680,275
6	Processing Fee	743,723	168,540
7	Bank Guarantee Charges	3,465,447	2,339,457
8	Interest (Others)	2,210,169	-
9	Interest on Bill Discounted	225,207,462	-
	Total	235,353,523	6,024,966

NOTE : 22 DEPRECIATION & AMORTISED COST

Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Depreciation on Fixed Assets	37,018,009	16,881,276
2	Preliminary Expenses w/off	-	2,515,330
	Total	37,018,009	19,396,606

**NOTES FORMING PART OF THE
CONSOLIDATED STATEMENT OF PROFIT &
LOSS A/C AS ON MARCH 31, 2016**

NOTE : 23 OTHER ADMINISTRATIVE EXPENSES

		Amount in Rs.	
Sr. No	Particulars	Figures as at the end of current reporting period	Figures as at the end of previous reporting period
1	Advertisements	11,235,951	2,770
2	Legal & Professional Charges	2,946,776	991,730
3	Auditor's Remuneration	1,030,000	230,000
4	Donation	421,000	309,111
5	Business Promotion Expenses	8,809,719	11,330,477
6	Printing & Stationary	2,538,700	2,044,276
7	General & Misc Expenses	76,574	177,050
8	Office Expenses	664,460	422,436
9	Rent	32,688,890	13,961,853
10	Repair & Maintenance	4,337,855	2,218,756
11	Telephone Charges	7,074,154	2,015,952
12	Tour & Travelling & Conveyance	23,854,235	9,349,009
13	Electricity Expenses	2,169,905	808,845
14	Vehicle Repair & Maintenance	564,663	1,167,515
15	Computer Expenses	9,975	2,287,376
16	Staff Welfare	220,827	746,986
17	Freight & Forwarding	8,575,749	2,048,525
18	Postage & Courier	6,013,805	445,059
19	Additional Vat Paid	32,022,074	637,753
20	Exchange Variation	1,979,642	1,806,515
21	Security Expenses	1,994,809	229,162
22	Insurance	12,146,887	308,704
23	Membership & Subscription	971,117	589,571
24	Fee & taxes	1,905,824	258,100
25	Commission & Brokerage	4,396,964	1,796,050
26	Tender Fee	637,393	123,961
27	Website Designing Charges	-	35,000
28	Share Trading Charges	-	7,549,805
29	Profit/Loss of sale /purchases of Shares (net)	481,231	21,566,393
30	Service Tax	1,240,371	1,366,388
31	Sales Tax Penalty	1,800,534	57,534
32	Interest on TDS	924,194	-
33	Testing Services	3,435,000	-
34	Director Meeting Fee	210,000	-
35	L.D. Charges	1,157,284	-
36	Interest on Vat & Service Tax	1,778,695	-
37	Interest on Income Tax	626,156	-
38	IPO Expenses	4,232,451	-
39	Swatchh Bharat Cess	3,317,000	-
39	Discount Allowed	16,564,791	-
40	Corporate Social Responsibility Expenses	1,134,000	-
Total		206,189,654	86,882,663



Notes forming part of the Consolidated Financial Statements for the period ended March 31, 2016

CORPORATE INFORMATION:

Fourth Dimension Solutions Limited and its subsidiary Thumbspeed Tech Solutions Private Limited (collectively referred as "the Group") provides range of information technology and consultancy services, including infrastructure services, end user IT support, IT asset life cycle and integrated solutions. Apart from this the Group also carry out the turnkey projects of Computers , digitization of documents, data entry services and operate data and information processing centers. The Group has also started merchant trading of IT and electronic products like tablets, LED TV, mobile phone etc.

A. Significant Accounting Policies

(a) Basis of Preparation:

These financial statements are prepared and presented in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under section 133 of the Companies Act, 2013 ('Act') read with Rule 7 of the Companies (Accounts) Rules, 2014, the provisions of the Act (to the extent notified and applicable). Accounting policies have been consistently applied except where a newly-issued accounting standard is initially adopted or a revision to an existing accounting standard requires a change in the accounting policy hitherto in use.

(b) Principles of Consolidation

The financial statements of the subsidiary companies used in the consolidation are drawn up To the same reporting date of the Group.

The consolidated financial statements have been prepared on the following basis:

- (i) The financial statements of the Group and its subsidiary companies have been combined on a line-by-line basis by adding together like items of assets, liabilities, income and expenses. Inter-company balances and transactions and unrealised profits or losses have been fully eliminated.
- (ii) The excess of the cost to the parent of its investments in a subsidiary over the parent's portion of equity at the date on which investment in the subsidiary is made, is recognised as 'Goodwill (on consolidation)'.

(c) Use of Estimates:

The preparation of the financial statements, in conformity with the generally accepted accounting principal, require estimates and assumptions to be made that affect the reported amounts of assets and liabilities as of date of the financial statements and the reported amount of revenues and expenses during the reported period. The actual results could differ from these estimates. Any revision to such accounting estimates will be recognised in the accounting period in which such revision takes place.

(d) Revenue Recognition

i) Sales: Sales comprise sale of services and goods.

Revenue from sale of services is recognized:

- (a) As and when services are rendered and are net of service tax,
- (b) Revenue from turnkey projects of Computers, digitization of documents, data entry services and operate data and information processing centers is recognized on accrual basis as per terms of agreements.

Revenue from sale of goods is recognized:

- (a) When all the significant risks and rewards of ownership are transferred to the buyer and The Group retains no effective control of the goods transferred to a degree usually associated with the ownership; and
- (b) No significant uncertainty exists regarding the amount of the consideration that will be derived from the sale of goods.

(c) Provision is made for the non-sellable returns of goods from the customers estimated on the basis of historical data of such returns. Such provision for non sellable sales returns is reduced from sales for the year.

ii) Interest:

Interest income is recognized on a time proportion basis taking into account the amount outstanding and the rate applicable.

iii) Investments :

Profit on sale of investment is recorded on transfer of title from The Group and is determined as the difference between the sale price and carrying value of the investment.

iv) Rent :

Rental income is recognized when the right to receive the payment is established

(e) Fixed Assets

Tangible Fixed Assets are stated at cost less accumulated depreciation and impairment losses, if any. Cost comprises the purchase price and any attributable cost of bringing the assets to its working condition for its intended use.

Intangible assets are recorded at the consideration paid for acquisition of such assets and are carried at cost less accumulated amortization and impairment.

Capital work-in-progress comprises the cost of fixed assets that are not yet ready for their intended use at the reporting date.

(f) Depreciation and amortization

Depreciation on tangible fixed assets has been provided on Written down value method at the rates prescribed under Part C of Schedule II of the Companies Act, 2013 Intangible fixed assets stated at cost less accumulated amount of amortization.

(g) Investments

Long term investments are stated at cost. Provision is made to recognize a decline, other than temporary, in the value of long term investments.

(h) Inventories

Inventories of fixed assets are valued at lower of cost and net realisable value. Cost is determined on moving weighted average basis. Cost of work-in-progress and finished goods include labour and manufacturing overheads, where applicable. Net realisable value is the estimated selling price in the ordinary course of business less the estimated costs of completion and the estimated costs necessary to make the sale. Quoted Equity Shares are stated at cost.

(i) Segment Reporting

The accounting policies adopted for segment reporting are in conformity with the accounting policies adopted for The Group. Further, inter-segment revenue have been accounted for based on the transaction price agreed to between segments which is primarily market based. Revenue and expenses have been identified to segments on the basis of their relationship to the operating activities for the segment.

(j) Foreign Currency Transactions

(i) Initial Recognition

Foreign currency transactions are recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the currency and the foreign currency at the date of the transaction.



(ii) Conversion

At the year-end, monetary items denominated in foreign currencies are converted into rupee equivalents at the exchange rates prevailing on the date of transactions.

(iii) Exchange Differences

All exchange differences arising on settlement / conversion of foreign currency transactions are included in the Statement of Profit & Loss.

(k) Employee Benefits

(i) Short-term employee benefits

All employee benefits payable wholly within twelve months of rendering the service are classified as short-term employee benefits. Benefits such as salaries, wages and bonus etc., are recognized in the Statement of Profit & Loss in the period in which the employee renders the related services.

(ii) Long-term Employee Benefits

(a) Defined contribution plan

The Group deposits the contributions for provident fund to the appropriate government authorities and these contributions are recognized in the Statement of Profit and Loss in the financial year to which they relate.

(b) Defined benefit plan

The Group's gratuity scheme is a defined benefit plan. The present value of

The obligation under such defined plan is determined based on actuarial valuation carried by an independent actuary, using the Projected Unit Credit Method, which recognizes each period of service as giving rise to additional unit of employee benefit entitlement and measures each unit separately to build up the final Obligation. The obligation is measured at the present value of the estimated future cash flow. The discount rates used for determining the present value of the obligation under defined benefit plans, is based on the market yields on Government securities as at the balance sheet date. Actuarial gains and losses are recognized immediately in the Statement of Profit and Loss.

(iii) Other long-term employee benefits

Entitlements to annual leave are recognized when they accrue to employees. Leave entitlements can be availed while in service or en-cashed at the time of retirement/termination of employment, subject to a restriction on the maximum number of accumulation. The Group determines the liability for such accumulated leave entitlements on the basis of actuarial valuation carried out by an independent actuary at the year end.

(l) Taxes on Income

Tax expense (tax saving) is the aggregate of current tax and deferred tax

(i) Current tax is the provision made for income tax liability on the profits for the year in accordance with the provisions of Income Tax Act, 1961.

(ii) Deferred Tax is recognized, on timing differences, being the differences resulting from the recognition of items in the financial statement and in estimating its current income tax provision.

(m) Earning Per Share

Basic earning per share is computed by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the period. Diluted earning per share is computed by taking into account the aggregate of the weighted average number of equity shares

outstanding during the period and the weighted average number of equity shares which would be issued on conversion of all the dilutive potential equity shares into equity shares.

(n) Impairment of Assets

Impairment loss is provided to the extent the carrying amount of assets exceeds their recoverable amount. Recoverable amount is the higher of an asset's net selling price and its value in use. Value in use is the present value of estimated future cash flows expected to arise from the continuing use of an asset and from its disposal at the end of its useful life.

(o) Provision and Contingent Liabilities

Provision is recognized (for liabilities that can be measured by using a substantial degree of estimation) when:

- (i) The Group has a present obligation as a result of a past event;
- (ii) A probable outflow of resources embodying economic benefits is expected to settle the obligation; and
- (iii) The amount of the obligation can be reliably estimated

Contingent liability is disclosed in case there is:

- (i) Possible obligation that arises from past events and existence of which will be confirmed only by the occurrence or one or more uncertain future events not wholly within the control of the enterprise; or
- (ii) a present obligation arising past events but is not recognized
 - (a) when it is not possible that an outflow of resources embodying economic benefits will be required to settle the obligation; or
 - (b) a reliable estimate of the amount of the obligation cannot be made.

(p) Cash and cash Equivalents

Cash comprises cash in hand and demand deposits with banks. Cash Equivalents are short-term highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

(q) Cash Flow Statements

Cash flows are reported using the indirect method, whereby profit before tax is adjusted for the effects of transactions of a non-cash nature, any deferrals or accruals of past or future operating cash receipts or payments and item of income or expenses associated with investing or financing cash flows. The cash flows from operating, investing and financing activities are segregated.

(r) Leases

Lease in which a significant portion of the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to the Statement of Profit and Loss over the period of the lease.



B. Consolidated Notes to Accounts for the year ending March 31, 2016

24. Contingent Liabilities

Contingent Liabilities (not provided for) in respect of:

S.No.	Particulars	Current Year	Previous Year
1.	Show cause / demand / notices by Income Tax authorities being disputed by the Company	25,51,548	20,49,455
2.	Estimated amount of contracts remaining to be executed on capital account (net of advances)	Nil	Nil
3.	Outstanding Bank Guarantees/LC	6,17,74,976	11,35,28,814
4.	Claims against the Company not acknowledged as debts	Nil	Nil
5	Notice U/s 142(1) received from the Income Tax Department for the AY 2014-15 & 2015-16 hearing of the case in pending before Assistant Commissioner of Income Tax / Joint Commissioner of Income Tax	Nil	Nil
6	U.P. Vat Detention Money Deposited	15,26,000	Nil
7	Show cause / demand / notices by Delhi Vat authorities being disputed by the Company	97,40,694	Nil

25. In the opinion of the Board and to the best of their knowledge and belief, the value of realization of current assets, loans and advances in the ordinary course of business will not be less than the amount at which they are stated in the Balance Sheet except as shown doubtful and provision for all known liabilities, expenses and income have been made in the accounts unless stated otherwise in the notes.

26. Disclosure pursuant to Accounting Standard 15 on “Employee Benefits”:

Defined contribution plans:

The Group’s employee provident fund scheme is a defined contribution plans. A sum of 1,65,79,809/- (Previous Year 25,81,304/-) has been recognized as an expense in relation to the scheme and shown under Personnel Expenses in the Statement of Profit and Loss.

Gratuity and compensated absences

Gratuity is payable to all eligible employees of The Group on superannuation, death or permanent disablement, in terms of the provisions of the Payment of Gratuity Act or as per The Group’s Scheme whichever is more beneficial. Compensated absences is payable to all employees of The Group on superannuation, death or permanent disablement as per The Group’s Scheme.

Retirement Benefits

The retirement Benefits of Gratuity & Leave Encashment provision is made on the basis of actuarial valuation carried out by an independent actuary at the year end

27. Related Party Disclosure

a) Disclosure of Related Parties and relationship between parties:-

- i. Key Management Personnel : 1. Mr. Amalendu Mukherjee
: 2. Ms. Namita Mukherjee
- ii. Associate : 1. ABM IT Solutions Pvt. Ltd *
: 2. Newcode IT Services Pvt. Ltd**

* Disassociated w.e.f. 08.05.2015 (Formerly known as RNM IT Solutions Pvt. Ltd.)

** Disassociated w.e.f. 08.08.2015

- b) Details of transactions entered into with related parties during the year as required by Accounting Standard (AS)- 18 on "Related Party Disclosures" issued by Companies (Accounting Standards) Rules 2006 are as under:-

Particulars	Current Period	Previous Year
Remuneration		
Mr. Amalendu Mukherjee	2,40,00,000	1,20,00,000
Ms. Namita Mukherjee	60,00,000	30,00,000
Purchase of Goods/Services during the year		
New Code IT Services Pvt. Ltd	-	9,22,42,587
ABM It Solutions Private Ltd	-	3,37,19,798
Sales of Goods/Services during the year		
New Code IT Services Pvt. Ltd	11,55,42,000	
ABM It Solutions Private Ltd	-	
Closing Balance		
New Code IT Services Pvt. Ltd	10,55,22,717 Dr*	2,08,00,675 Cr
ABM It Solutions Private Ltd	2,58,02,262 Dr**	1,48,19,588 Cr

* Closing Balance as on 08.08.2015 being the date of disassociation

** Closing Balance as on 08.05.2015 being the date of disassociation

28. Segment Reporting:

- a) The Group has identified business segments (industry practice) as its primary segment and geographical segments as its secondary segment.

Business segments comprises of IT goods and IT services. The revenue and expenses directly attributable to specific segment have been allocated on the basis of associated revenue of the segments.

Particulars	Current Period	Previous Year
Revenue by segment		
IT Products & Services	14,018,076,613	6,525,392,763
Others :Trading of Shares (Ref. Note No. 33)	-	-
Unallocated revenue		
Total Revenue	14,018,076,613	6,525,392,763
Less: Intersegment revenue	-	-
Segment results		
IT Products & Services	580,283,994	193,446,275
Others :Trading of Shares	-	(27,146,398)
EBITA	580,283,994	166,299,877
Less: Interest & finance charges	235,353,523	6,024,966
Unallocated expenditure	-	-
Depreciation	37,018,009	16,881,276
Income tax	107,073,416	67,990,395
Profit After Tax	200,839,046	75,403,240

- b) The geographical revenue is allocated based on the location of the customers.



Particulars	Current Period	Previous Year
In India	13,84,08,16,840	6,51,86,16,528
Rest of World	17,45,39,143	Nil
Total Revenue	14,01,80,76,613	6,51,86,16,528

c) Segment Capital employed

Fixed Assets used in The Group's business or liabilities contracted have not been identified to any of the reportable segments, as the fixed assets and services are used interchangeably between segments. Accordingly, no disclosure relating to individual segment assets and liabilities has been made.

29. The Group has received Rs. 21,39,53,887.53 and Rs. 13,56,32,084.32 for supply of material to Ebay India Pvt. Ltd. And Shop Clues Network Private Limited respectively during the Financial Year 2015-16. However, the respective parties to whom and the material sold was not verified, for the year ending 31 March 2016.
30. a) The Group has major line of business with its consortium partner Ricoh India Ltd since the incorporation of The Company. However, the Closing balance of both The Company's as at 31.03.2016 are not matching with each other. The balance shown by The Group due to Ricoh India Ltd is Rs. 418,41,56,670.55/- while Balance as per Ricoh India Ltd Confirmation Letter the amount due by Company is Rs. 553,54,96,754/-. However both the companies are trying to reconcile the Differences, subject to Sub Clause (2) Clause (3) of Regulation 33 of the SEBI (LODR), Regulation, 2015.
- b) The Group has discounted certain invoicing of sale made to Ricoh India Ltd for Rs. 99,57,47,103.00 as at March 21' 2016. But due to some reasons, the materials underlying such invoices was not physically accepted later on but returned back by the Ricoh India Ltd. such materials may be re-dispatched or the money received against such bills discounted may be adjusted against sales to be made in future as per the mutual consent of "The Group" and Ricoh India Ltd.
- c) The documents relating to Bills discounted, vendors discounting, factoring arrangement were not made available to Auditors during Audit of the Group.
31. "The Company" has applied for Keyman Insurance Policy from LIC in the name of Managing Director of the Company Mr. Amalendu Mukherjee. Consequently Rs.113,46,316.00 was paid through Kotak Mahindra Bank on 05.12.2015. But inadvertently, Jeevan Anand Policy was issued to the Company in the name of Mr. Amalendu Mukherjee, (Managing Director) and Mrs. Namita Mukherjee (whole time director) has been made the nominee. Accordingly such expenditure as debited to the Statement of Profit & Loss stands disallowed for the purpose of computation of Income Tax.
32. Revenue From Operations does not include trading of shares/securities and only profit /(loss) from normal operations is shown in Statement of Profit & Loss.
33. The Group has taken office premises (Registered Office of the Company and the Subsidiary Corporate Office, and all its branches in different states taken together) on cancellable operating lease. Lease Rents charged to Statement of Profit & Loss Rs. 3,26,88,890/- (previous year Rs. 1,39,61,853/-). Since the leases are cancellable in nature, other disclosures as required by Accounting Standard AS-19 are not applicable.

34. Deferred Tax Asset (Net)

Amount in Rs.

Particulars	Deferred Tax Assets/ (Liability) as at 01.04.2015	Current Year (Change)/ Credit	Deferred Tax Assets/(Liability) as at 31.03.2016
Difference between Book & Tax Depreciation	1,642,691	(3,435,522)	(1,792,831)
Provision for Gratuity/Leave Encashment	(581,862)	(2,639,032)	(3,220,894)
Disallowances under Income Tax Act	(808,591)	(5,231,780)	(6,040,371)
TOTAL	252,238	(11,306,334)	(11,054,096)

35. a) Detail of foreign currency exposures that are not hedged by a derivative instrument or otherwise.

Particulars	
Exposure in Foreign Currency	Sundry Creditors & Other Payables
USD/EURO	Nil (4,80,33,580)
Exposure in Foreign Currency	Sundry Debtors & Other Receivables
USD/EURO	7,04,375 (Nil)

b) Foreign Exchange Earnings and Outgo

	Particulars	Current Period	Previous Year
A.	Earnings in Foreign Exchange:-	17,45,39,143	Nil
B.	Expenditure in Foreign Currency:		
	(On accrual basis)		
	Imported Goods	21,68,70,320	1,22,094,990
	Traveling & Others	1,56,97,943	26,71,120

36. Managerial remuneration paid/payable to the Directors, debited to relevant account head:

Particulars	Current Period	Previous Year
Salaries & Bonus	3,00,00,000	1,50,00,000
Value of perquisites (Gross)	Nil	Nil
Total	3,00,00,000	1,50,00,000

37. Earning per Share:

Particulars	Current Period	Previous Year
Profit after tax	20,08,39,046	12,96,96,036
Less: Preference dividend payable including		
Dividend tax	Nil	Nil
Earnings attributable to equity shareholders	20,08,39,046	12,96,96,036
Weighted average number of equity	6001869	1005000
Earnings per share in Rs.	33	129



38. Details of items of Income and Expense exceeding 1% of the revenue from operations or Rs.100,000/- whichever is high

Amount in Rs.

Particulars	31 March 2016	31 March 2015
Salaries, Bonus & Incentives	14,17,00,186	6,55,20,993
Interest on Bills Discounted	22,52,07,462	-
Total	36,69,07,648	6,55,20,993

39. The Auditor's Remuneration comprises the following :-

Particulars	31 March 2016	31 March 2015
As Auditor	8,20,000	1,20,000
For Taxation Matters	1,85,000	85,000
For Company Law Matters	-	-
For Management Services	-	-
For Other Services	-	-
For Reimbursement of Expenses	25,000	25,000
Total	10,30,000	2,30,000

40. Corporate Social Responsibility

In accordance with Section 135 of the Companies Act, 2013, a company meeting the applicable threshold, needs to spend at least 2% of its average net profits for the immediately preceding three financial years on corporate social responsibility (CSR) activities. Accordingly the Company has spent Rs. 11,34,000/- (Previous Year : Nil) towards Project Smart having activities as specified in Schedule VII of the Companies Act, 2013.

41. Events occurring after 31.03.2016 but before the Balance Sheet Date

The Company has purchased 100 % shares (10,000 equity shares of Rs.10/- each) of Enpocket Services (India) Pvt. Ltd., a private limited company with its principal place business in Mumbai for Rs. 3.90 crores from Nokia Investment Oy (Holder of 9,999 equity shares) and Nokia India Pvt Ltd (Holder of 1 equity share) in the month of April' 2016. Since this is a non-adjusting event, figures appearing in the balance sheet as at 31.03.2016 has not been adjusted on account of this transaction.

42. Previous Year figures have also been regrouped/rearranged, wherever necessary.

**For Sain Kanwar & Associates
Chartered Accountants**

Sd/-
Kanwar Sain
partner
M.No.099422
FRN:018023N

Place: New Delhi
Dated: May 30, 2016

**For and on behalf of Board of Directors of
Fourth Dimension Solutions Limited**

Sd/-
Amalendu Mukherjee
Managing Director
DIN: 03544485

Sd/-
Deepak Kaushal
Company Secretary
M.No. 27607

Sd/-
Namita Mukherjee
Whole Time Director
DIN: 06561265

Sd/-
Mahesh Rajdev
Chief Financial Officer

OUR PRESENCE





NOTICE OF THE 5TH ANNUAL GENERAL MEETING

Notice is hereby given pursuant to Section 96 and 101 of the Companies Act, 2013 (“the Act”) that the 5th Annual General Meeting of the members of Fourth Dimension Solutions Limited will be held on Tuesday, 27th Day of September, 2016 at 11:30 A.M at THE GRAND CORAL (Coral Bellss Banquet) at 26/1, Shivaji Marg, Moti Nagar, New Delhi – 110 015, India to transact the following businesses:

ORDINARY BUSINESS:

- 1. Adoption of Standalone Audited Financial Statements and Reports of the Directors and the Auditors**
To receive, consider and adopt the audited standalone financial statements for the financial year ended on 31st March, 2016, together with the Reports of the Board of Directors and the Auditors thereon.
- 2. Adoption of Audited Consolidated Financial Statements and Reports of the Auditors**
To receive, consider and adopt the audited consolidated financial statements for the financial year ended on 31st March, 2016, together with the Reports of the Board of Directors the Auditors thereon.
- 3. Re-appoint Mrs. Namita Mukherjee (DIN: 06561265) who retires by rotation**
To appoint a Director in place of Mrs. Namita Mukherjee (DIN: 06561265), who retires by rotation and being eligible, offers herself for re-appointment.
- 4. Re-appoint Mr. Bibekananda Mukherjee (DIN: 07008285) who retires by rotation**
To appoint a Director in place of Mr. Bibekananda Mukherjee (DIN: 07008285), who retires by rotation and being eligible, offers himself for re-appointment.
- 5. Appointment of Statutory Auditors**
To appoint M/s. Sain Kanwar & Associates, Chartered Accountant (Firm Regn No. 018023N) Statutory Auditors and to fix their remuneration 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 Section 139, 142 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder, as amended from time to time, pursuant to the recommendations of the audit committee, and the Board of Directors, the appointment of M/s.Sain Kanwar & Associates, Chartered Accountants (Firm Registration No. 018023N) as the statutory auditors of the Company to hold office till the conclusion of the next Annual General Meeting be and are hereby accorded and Mr. Amalendu Mukherjee, Managing Director, be and is hereby authorized to fix the remuneration payable to them for the financial year 2016-17.”

SPECIAL BUSINESS:

- 6. Authorisation to sell the Property**
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 188 and all other applicable provisions, if any, of the Companies Act, 2013 (the Act) (subject to any modification and re-enactment thereof), the consent, sanction, permission or approval as the case may be of the members of the company be and is hereby accorded to the Board of Directors, of the Company to enter into any contract with the related parties, as defined under the Act with respect to sale of property at C -1-182 at Janakpuri, New Delhi – 110 059 at arm's length price of Rs. 700.00 Lacs.
RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to take such steps as may be necessary for obtaining approvals, statutory, contractual or otherwise, in relation to the above and to settle all matters arising out of and incidental thereto, and to sign and execute all deeds, applications, documents and writings that may be required, on behalf of the Company and generally to do all

acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effects to this Resolution.”

By the Order of the Board of Directors
For Fourth Dimension Solutions Limited

Sd/-
Deepak Kaushal
Company Secretary

Place: New Delhi
Date: 27.08.2016

NOTES:

1. The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 with respect to Item Nos. 6 forms part of this notice, is annexed hereto.

2. PROXY/ AUTHORIZED SIGNATORY

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.**

As per Section 105 of the Companies Act, 2013 and relevant rules made there under, a person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent (10%) of the total share capital of the company carrying voting rights. Further, a member holding more than ten percent (10%) 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 proxy for any other person or shareholder.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company or the Registrar of the Company viz., Bigshare Services Pvt. Ltd., duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy Form is enclosed and can be downloaded from the website of the Company.

2. During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.
3. Proxies submitted on behalf of the companies / bodies corporate etc., must be supported by an appropriate resolution/ authority, as applicable. Corporate members intending to send their authorized representatives to attend the AGM are requested to send certified copy of the Board Resolution authorizing their representative to attend and vote in their behalf at the meeting.
4. Members who hold shares in physical form in multiple folios in identical names or join holding in same order of names are requested to send share certificates to Bigshare Services Pvt. Ltd., for consolidation in to single folio.

3. BOOK CLOSURE

The Register of Members and the Share Transfer Books of the Company will remain closed on Wednesday, September 21, 2016 and Tuesday, September 27, 2016 (Both days Inclusive).

4. CUT OF DATE

A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Tuesday, 20/09/2016 (“the cut off date”) only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.



5. COMMUNICATION TO MEMBERS

- i) The Securities Exchange Board of India (SEBI) has mandate 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/ Company Registrar viz., Bigshare Services Pvt. Ltd.
- ii) Members seeking any information with regard to accounts are requested to write to the Compliance Officer at least ten days in advance of the annual general meeting, to enable the Company to keep the information ready.
- iii) Copies of all documents referred to in the notice are available for inspection at the registered office of the Company during normal business hours on all working days upto and including the date of the annual general meeting of the Company.
- iv) Members are requested to: a. Bring their copy of the annual report for the meeting as the same will not be supplied again at the meeting as a measure of economy. b. Quote their DP ID No. /Client ID No. or folio number in all their correspondence c. Note that all correspondence relating to share transfers should be addressed to registrar and transfer agents of the Company, viz. Bigshare Services Pvt. Ltd.
- v) Pursuant to Section 101 and section 136 of the Companies Act, 2013 read with the relevant provisions of the Companies (Management and Administration) Rules, 2014, the companies are allowed to send communication to shareholders electronically. We thus, request you to kindly register/update your email ids with your respective depository participant and Company's registrar and share transfer agent (in case of physical shares) and make this initiative a success.

The annual report for 2015-16 along with the notice of annual general meeting, attendance slip and proxy form is being sent by electronic mode to all the shareholders who have registered their email ids with the depository participants/ registrar and share transfer agent unless where any member has requested for the physical copy. Members who have not registered their email ids, physical copies of the annual report 2015-16 along with the notice of annual general meeting, attendance slip and proxy form are being sent by the permitted mode. Members may further note that the said documents will also be available on the Company's website www.fdsindia.co.in for download. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's email id viz. secretarial@fdsindia.co.in.

- vi) Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company or Bigshare Services Pvt. Ltd. for assistance in this regard.
- vii) Members are requested to furnish or update their email IDs with the Registrar for sending the soft copies of the Annual Report of the Company as required vide circular no. 17/2011 dated April 12, 2011 and circular no. 18/2011 and April 29, 2011 issued by the Ministry of Corporate Affairs and to avail remote e-voting facility in respect of the resolutions which would be passed at the Annual General Meeting of the Company.
- viii) Pursuant to the prohibition imposed vide Secretarial Standard on the General Meeting (SS-2) issued by ICSI and the MCA Circular, no gifts/coupons shall be distributed at the meeting.
- ix) Members may be kindly note that bags, eatables, laptops, mobiles, arms, ammunitions or any harmful dangerous objects are not allowed inside the Auditorium at the meeting venue.
- x) Members may also note that the Notice of 5th Annual General Meeting and the Annual Report for the Fiscal year 2015-16 is also available on the website of the Company (www.fdsindia.co.in) for the download.

6. VOTING BY MEMBERS

The voting for the agenda items as mentioned in the Notice shall be done in the following manner:

- i) Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM ("Remote E-voting") in the manner provided below during the e-voting period as mentioned below.
- ii) At the venue of AGM, voting shall be done through ballot papers ("Ballot Paper") and the members attending AGM who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.
- iii) A Member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a Member casts votes through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

7. VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide Remote E-voting facility to the members of the Company to exercise their right to vote in respect of the resolutions to be passed at the 5th Annual General Meeting.

a. The instructions for e-voting are as under:-

The voting period begins on Saturday, September 24, 2016 (09:00 A.M. IST) to Monday, September 26, 2016 (05:00P.M. IST) (both days inclusive). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Tuesday, September 20, 2016 (the Cut-Off Date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:



For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric (Permanent Account Number) PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN Field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<ul style="list-style-type: none">Enter the Dividend Bank Account Number as recorded in your demat account or in the company records for the said demat account or folio.Please enter the DOB or Dividend Bank Account Number in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for “FOURTH DIMENSION SOLUTIONS LIMITED” on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non-Individual Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com .

- After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

8. VOTING THROUGH BALLOT PAPERS

Members who have not exercised the option of Remote E-voting shall be entitled to participate and vote at the venue of the AGM on the date of the AGM. Voting at the venue of AGM shall be done through Ballot Papers and Members attending the AGM shall be able to exercise their voting rights at the meeting through Ballot Papers. After the agenda item has been discussed, the Chairman will instruct the Scrutinizer to initiate the process of voting on all the resolutions through Ballot Papers. The Ballot Paper/s will be issued to the Shareholders / Proxy holders/ Authorized Representatives present at the AGM. The Shareholders may exercise their right of vote by tick marking as [√] against "FOR" or "AGAINST" as his/her choice may be, on the agenda item in the Ballot Paper and drop the same in the Ballot Box(es) kept at the meeting hall for this purpose.

9. SCRUTINIZER Mr. Atiuttam Prasad Singh, Practicing Company Secretary (CoP No. 13333), have consented to act as Scrutinizer, has been appointed as Scrutinizer to scrutinize voting process in a fair and transparent manner.

10. DECLARATION OF RESULTS

The Scrutinizer shall after the conclusion of 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 two 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 Managing Director or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.fdsindia.co.in under Investor Relations section and on the website of CDSL immediately after the declaration of result by the Managing Director or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company are listed.

11. DEMATERIALIZATION Pursuant to the directions of the SEBI, trading in the shares of your Company is in compulsory de-materialized form. Members, who have not yet got their shares de-materialized, are requested to opt for the same in their own interest and send their share certificates through Depository Participant(s) with whom they have opened the de-materialization account to the Company's RTA.

**By the Order of the Board of Directors
For Fourth Dimension Solutions Limited**

Sd/-
Deepak Kaushal
Company Secretary

Place: New Delhi
Date: 27.08.2016



ANNEXURE TO NOTICE

Pursuant to Section 102 of the Companies Act, 2013 ("The Act") the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 6 of the accompanying Notice.

ITEM NO. 6

AUTHORISATION TO SELL THE PROPERTY

The Company had entered into an Agreement dated September 07, 2015 to sell the Company property situated at C -1-182 at Janakpuri, New Delhi – 110 059 to Mr. Amalendu Mukherjee for a consideration of Rs. 500.00 Lacs. The above sale was duly approved by Board of Directors on the meeting held on August 10, 2015 and by shareholder's meeting held on September 07, 2015. However, the said agreement has been rescinded as our Company was not able to release the original deed from HDFC Bank within the time as specified in the agreement.

The Board in its meeting held on 27.08.2016 had approved the sale of the abovementioned property and entered into an Agreement dated September 27, 2016 with Mr. Amalendu Mukherjee for sale of Company property situated at C -1-182 at Janakpuri, New Delhi – 110 059 for a consideration of Rs. 700.00 Lacs.

As Mr. Amalendu Mukherjee is the Managing Director of the Company and also the promoters of the Company, hence he is related party within the meaning of section 2(76) of the Companies Act 2013.

The Company is into providing IT & ITes related services where in capitalization is not required on a large scale. The Company had bought immovable property in the month of March, 2014 for its use in future.

The immovable property was acquired out of Company's working capital funds. Now that the Company has ample orders in hand and require funds to execute these orders. In order to create liquidity, the Company has decided to sell this immovable property to the Managing Director for sum of Rs. 700.00 Lacs as per the Valuation Report received.

Pursuant to Section 188 of the Companies Act, 2013, read with Rules 15 and 16 of Companies (Meetings of Board and its Powers) Rules, 2014, the Company can enter into transaction with the related party only by way of Board Approval and Shareholders approval by way of an Ordinary Resolution.

Proviso to Section 188 also states that nothing in Section 188(1) will apply to any transaction entered into by the Company in its Ordinary Course of Business and at arm's length basis. The proposed transaction with Mr. Amalendu Mukherjee is on prevailing market conditions hence on arm's length basis. However, in absence of any specific definition of term 'Ordinary Course of Business', The Board thought it prudent to obtain approval of the shareholders for the proposed transaction.

The other related information as envisaged under Companies (Meetings of Board and its Powers) Rules, 2014 are furnished hereunder:

1.	Name of the related party	Mr. Amalendu Mukherjee, Managing Director		
2.	Name of the Director or Key Managerial Personnel who is related, if any and nature of relationship	Mr. Amalendu Mukherjee himself is a Managing Director. Further, following are Directors or Key Managerial Personnel in the Company who are related to Mr. Amalendu Mukherjee:		
		Name	Position in the Company	Nature of relationship with Mr. Amalendu Mukherjee
		Mrs. Namita Mukherjee	Whole-time Director	Wife
		Mr. Bibekananda Mukherjee	Non –Executive Director	Brother

3.	Nature, material terms, monetary value and particulars of the contract or arrangement;	Nature of the Contract: Under the Agreement, the Company proposed to sell of the Property to Mr. Amalendu Mukherjee. Material terms, monetary value and particulars: Company proposed to sell of the property for a sum of Rs. 700.00 Lacs only.
4.	Any other information relevant or important for the members to take a decision on the proposed resolution.	Immovable Property Situated at C-1/182 Janak Puri , Delhi-110 058

Members are hereby informed that pursuant to second proviso of Section 188(1) of the 2013 Act, no member of the Company shall vote on such Ordinary Resolution to approve any contract or arrangement which may be entered into by the Company, if such member is a related party.

The Board of Directors of your Company have approved this item in the Board Meeting held on 27th August, 2016 and have recommended the Resolution as set out in the accompanying Notice for the approval of members of the Company as an Ordinary Resolution.

Except Mr. Amalendu Mukherjee, Mrs. Namita Mukherjee and Mr. Bibekananda Mukherjee, no other Director is concerned or interested in this Resolution.

**By the Order of the Board of Directors
For Fourth Dimension Solutions Limited**

Sd/-

Deepak Kaushal
Company Secretary

Place: New Delhi
Date: 27.08.2016



INVITATION TO ATTEND THE 5TH ANNUAL GENERAL MEETING ON 27TH DAY OF SEPTEMBER, 2016

Dear Members,

You are cordially invited to attend the 5th Annual General Meeting of the Company on Tuesday, 27th day of September, 2016 at 11:30 a.m. at THE GRAND CORAL (Coral Bellss Banquet) at 26/1, Shivaji Marg, Moti Nagar, New Delhi – 110 015, India

The notice convening the Annual General Meeting is attached herewith.



ATTENDANCE SLIP

I / We hereby record my / our presence at the 5th Annual General Meeting of the Company at THE GRAND CORAL (Coral Bellss banquet) at 26/1, Shivaji Marg, Moti Nagar, New Delhi – 110 015, India on Tuesday , the 27th day of September, 2016 at 11:30 A.M

Name of the Shareholder(s) (In Block Letters)	
Signature of the Shareholder(s)	
Name of the Proxy(In Block Letters)	
Signature of the Proxy	

Note: You are requested to sign and handover this slip at the entrance of the meeting venue.

Ballot Paper

Fourth Dimension Solutions Limited

Regd. Office: DSM 340, DLF Trade Tower, Shivaji Marg, New Delhi-110015
CIN: U72900DL2011PLC221111

5th Annual General Meeting to be held on 27th September, 2016

1.	Name of the First Named Shareholder:
2.	Postal Address:
3.	Registered Folio No.
4.	If a Proxy
	a) Name of the Proxy
	b) Name of the member the proxy represents

Description of Resolution	No. of shares for which vote caste	FOR I/We assent to the resolution	AGAINST I/We dissent to the resolution
Ordinary Business			
Item No. 1			
To adopt Audited Standalone Financial Statements and Reports of the Directors and the Auditors			
Item No. 2			
To adopt Audited Consolidated Financial Statements and Reports of the Auditors			
Item No. 3			
Re-appoint Mrs. Namita Mukherjee (DIN: 06561265) who retires by rotation			
Item No. 4			
Re-appoint Mr. Bibekananda Mukherjee (DIN: 07008285) who retires by rotation			
Item No. 5			
Appointment of Statutory Auditors.			
Special Business			
Item No. 6			
Authorisation to Sell the Property			



FORM NO. MGT – 11

Proxy Form

[Pursuant to section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN:	U72900DL2011PLC221111
Name of the Company:	Fourth Dimension Solutions Limited
Registered Office:	DSM 340, DLF Trade Tower, Shivaji Marg, New Delhi-110015
Name of the Member(s):	
Registered Address:	
E-mail Id:	
Folio No.	

I/We, being the member(s) of Shares of the above named company, hereby appoint

1.	Name			
	Address			
	E-mail id		Signature	
	Or failing him			
2.	Name			
	Address			
	E-mail id		Signature	

As my/ our proxy attend and vote (on a poll) for me/us and on my/our behalf at the 5th Annual General Meeting of the Company, to be held on Tuesday, the 27th day of September, 2016 at 11:30 A.M. at THE GRAND CORAL (Coral Bellss Banquet) at 26/1, Shivaji Marg, Moti Nagar, New Delhi – 110 015, India.

Description of Resolution	No. of shares for which vote cast	FOR I/We assent to the resolution	AGAINST I/We dissent to the resolution
Ordinary Business			
Item No. 1			
To adopt Audited Standalone Financial Statements and Reports of the Directors and the Auditors			
Item No. 2			
To adopt Audited Consolidated Financial Statements and Reports of the Auditors			
Item No. 3			
Re-appoint Mrs. Namita Mukherjee (DIN: 06561265) who retires by rotation			
Item No. 4			
Re-appoint Mr. Bibekananda Mukherjee (DIN: 07008285) who retires by rotation			
Item No. 5			
Appointment of Statutory Auditors.			
Special Business			
Item No. 6			
Authorisation to Sell the Property			

Signed this day of 2016

Signature of Shareholder.....

Signature of Proxy Holder(s):

Affix
Revenue
Stamp

Note: this form of Proxy in order to be effective should be dully completed and deposited at the registered office of the Company, not less than 48 hours before the commencement of the meeting





Fourth Dimension SolutionsTM
Innovation, Efficiency, Execution

FOURTH DIMENSION SOLUTIONS LTD.

DSM-340, DLF Trade Tower, Shivaji Marg, New Delhi – 110 015, India
T: + 91 – 011 – 47091 502 | W: www.fdsindia.co.in