



**Fourth Dimension Solutions**<sup>®</sup>  
Innovation, Efficiency, Execution

# 6<sup>TH</sup> ANNUAL REPORT 2016-17





## *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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6th Annual General Meeting on Monday, 25th Day of September, 2017 at 11:30 A.M at the Corporate Office of the Company at 63/12A, Rama Road Industrial Area, New Delhi – 110 015, India	



## COMPANY PARTICULARS

### BOARD OF DIRECTORS

Mr. Amalendu Mukherjee	Managing Director
Mrs. Namita Mukherjee	Non-Executive 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
Mr. Sanjay Kumar Sachdev	Non-Executive and Additional Director
Mr. Rajeev Ranjan	Non-Executive and Additional Director
Mr. Rajendra Kumar	Non-Executive and Additional Director
Ms. Shipra Jain	Non-Executive and Additional Director

### COMMITTEES

#### Executive Committee

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

#### Shareholders Relationship Committee

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

#### Audit Committee

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

#### Nomination & Remuneration Committee

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

#### Corporate Social Responsibility Committee

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

### AUDITORS

#### Sain Kanwar & Associates

##### Statutory Auditor

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

#### Nivesh Kumar Jha

##### Internal Auditor

A-178, Gali No-4, Phase-1, Qutub Vihar, Goyla  
Dairy, Near Sec-19, Dwarka,  
New Delhi – 110 071



**Atiuttam Singh & Associates**

**Secretarial Auditor**

D-10/20, Madhu Vihar, New Delhi-110092

**BANKERS**

Axis Bank Ltd.	HDFC Bank Ltd.
Bank of Baroda	ICICI Bank Limited
Citi Bank	Kotak Mahindra Bank Ltd.
Citi Bank Singapore Ltd.	State Bank of India
DBS Bank Ltd	Union Bank of India
Emirates NBD Bank PJSC	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](mailto:secretarial@fdsindia.co.in)

Website: [www.fdsindia.co.in](http://www.fdsindia.co.in)

CIN: L72900DL2011PLC221111

**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

6th Annual General Meeting : Monday, 25th Day of September, 2017 at 11:30 A.M at the Corporate Office of the Company at 63/12A, Rama Road Industrial Area, New Delhi – 110 015, India

Book Closure : Tuesday, September 19, 2017 to Monday, September 25, 2017 (Both days Inclusive)

**Registrar and Share Transfer Agent**

**Bigshare Services Pvt. Ltd.**

1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments, (Next to Keys Hotel), Marol Maroshi Road, Andheri (E), Mumbai - 400 059.

Tel: (022) 62638200

Email: [investor@bigshareonline.com](mailto:investor@bigshareonline.com)

Website: <http://www.bigsharesonline.com>

**Share Transfer Related Work:**

**Bigshares Services Private Limited**

4-E/8, First Floor, Jhandewalan Ext. New Delhi- 110 055

Tel: (011) 23522373

Fax: (011) 23522373

Email: [bssdelhi@bigshareonline.com](mailto:bssdelhi@bigshareonline.com)

**The Board of Directors****Domestic Subsidiaries:****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

**Overseas Subsidiaries:****Fourth Dimension Solutions Pte. Ltd.**

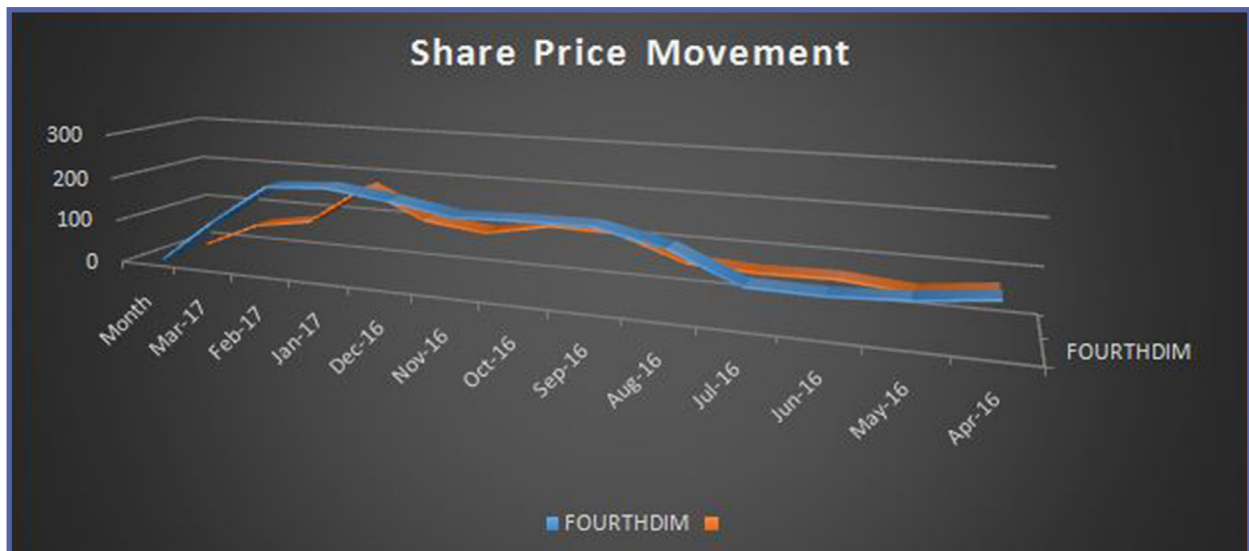
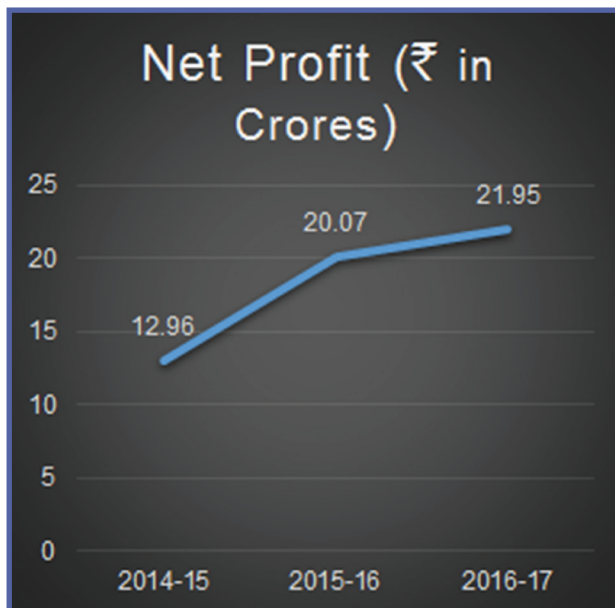
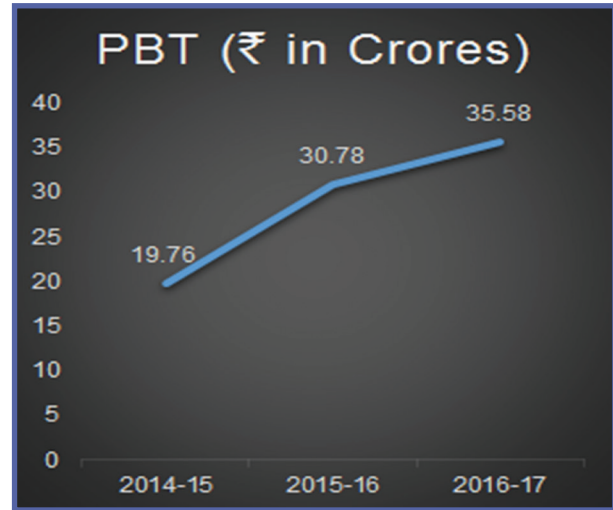
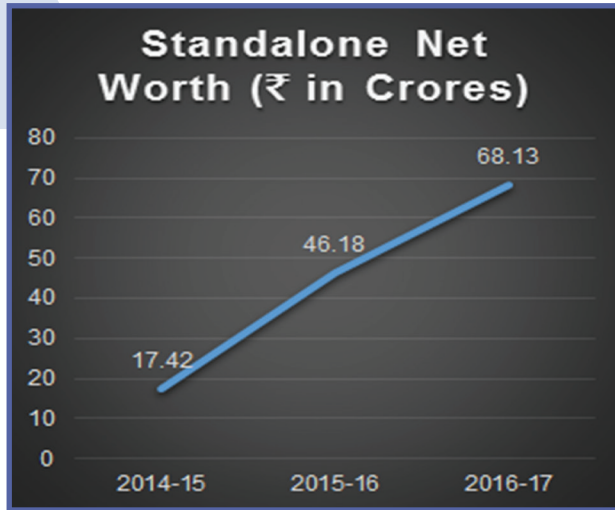
Mr. Amalendu Mukherjee	Director
Mr. Veera Moorthi	Director

**Fourth Dimension Solutions DMCC**

Mr. Amalendu Mukherjee	Director
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## KEY TRENDS



## BOARD OF DIRECTORS & KMP OF YOUR COMPANY

SN	Name	Age	DIN	Address	Designation
1	Mr. Amalendu Mukherjee	37	03544485	F-6, Milap Nagar, Uttam Nagar, New Delhi- 110059.	Managing Director
2	Mrs. Namita Mukherjee	36	06561265	F-6, Milap Nagar, Uttam Nagar, New Delhi- 110059.	Non-Executive Director
3	Mr. Bibekananda Mukherjee	29	07008285	Bareria, Patherdih, Baghmundi, Purulia, 723152, West Bengal	Non-Executive Director
4	Mr. Vijay Kumar Tiwari	68	07233196	6/472, Vineet Khand, Gomti Nagar, Lucknow 226010 Uttar Pradesh	Independent & Non-Executive Director
5	Mr. Prashant Kumar Gupta	30	06939868	House No-95 Block B, Gali No-8, Ram Shyam Enclave, Chipyana Buzurg Gautam Buddha Nagar Chhipyana, Uttar Pradesh – 201 009	Independent & Non-Executive Director
6	Mr. Anant Prakash	32	06709773	A-227, Gali No. 8 Ram Shyam Enclave, Chipiyana Bujurg Ghaziabad, Uttar Pradesh – 201 009	Independent & Non-Executive Director
7	Mr. Sanjay Kumar Sachdev	49	01548230	4/20B, Jangpura - B Mathura Road, New Delhi – 110 014	Non-Executive & Additional Director
8	Mr. Rajeev Ranjan	37	06534751	House No V-34/6, DLF Phase-III Block, W, Village Nathpur Gurgaon – 122 001 Haryana	Non-Executive & Additional Director
9	Mr. Rajendra Kumar	48	06380868	195 A, Gadhaiya Shabajpur, Badaun, Uttar Pradesh – 243 601	Non-Executive & Additional Director
10	Ms. Shipra Jain	28	07771758	Z-405B, Sector-12 Noida 201301 Uttar Pradesh	Non-Executive & Additional Director
11	Mr. Mahesh Rajdev	63	AFYPR1290L	24, Feroz Gandhi Road, Lajpat Nagar-III, New Delhi 110024 DL	CFO
12	Mr. Deepak Kumar Kaushal	35	APDPK5499P	54-A, 55, 56, Swastik Appt., Flat no. 3, UGF, Main Rajapuri Road, Rajapuri Delhi 110059	Company Secretary & Compliance Officer



**MR. AMALENDU MUKHERJEE**, aged 37 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 36 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 29 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 32 years, is the Independent and Non-Executive Director of our company. He is a Fellow 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 68 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 30 years, is the Independent and Non-Executive Director of our company. He is a Fellow 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. SANJAY KUMAR SACHDEV**, aged 49 years, is the Non-Executive & Additional Director of our Company. Mr. Sanjay Kumar Sachdev is a Post Graduate from Bhartiya Vidhya Bhawan, Mumbai in Marketing and Sales having over 27 years of experience in the field of IT.

**MR. RAJEEV RANJAN**, aged 37 years, is the Non-Executive & Additional Director of our Company. He is an entrepreneur having vast experience in the field on finance. He has done Diploma in Advance Networking, Quality Management and PG Diploma in Finance Management. He had also expertise in the field of IT as he has done "A" level from DOEACC Society. Mr. Rajeev Ranjan having 17 years' experience and had worked as Business Development Manager (Equity finance) Campus Equity Research & Finance Pvt. Ltd. and as Official Representative finance syndication of humanitarian projects from World Bank for State of Himachal Pradesh, Chhattisgarh, Orissa, Bihar and as a South East Asia Representative of Bfg glbal VC Group for all Equity, Project, and Merger finance and as an Independent consultant for all type of Capital finance, Risk Management & Crisis Management to Leading companies of world. Mr Rajeev Ranjan is working as finance channel partner and Managing finance of Berg Holdings, Singapore & Berg International Projects LLC, Dubai.

**MR. RAJENDRA KUMAR** aged 48 years, is the Non-Executive & Additional Director of our Company. He is an Electronics Engineer and has done his BE in Electronics from Delhi Engineering College and Phd in Aviation/Navigation. Mr. Rajendra Kumar having 15 years' experience in the field of IT, Electronic Engineering, Navigation/Aviation and other relevant area. At present Mr. Rajendra Kumar is associated as partner of Orbital Jet aviation and as a Business Development Director of Jet Aviation Services (Indraprastha)

**MS. SHIPRA JAIN**, aged 28 years, is the Non-Executive & Additional Director of our Company. She is Practicing Chartered Accountant and B.Com (Hons.) from University of Delhi. Ms. Shipra Jain having 5 years' experience in the field of Statutory Audit, Internal Audit, Audit & Compliance under Direct and Indirect Taxation, Stock Audit and other relevant area. At present Ms. Shipra Jain associated with Kumar Rajeev & Associates as a Partner.

**MR. MAHESH RAJDEV**, aged 63 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.





## LETTER TO STAKEHOLDERS CHAIRMAN & MANAGING DIRECTOR CORNER

Dear Members and Stakeholders,

The last year was one in which your Company continued to progress, despite challenging global economic and political scenario which reduced discretionary IT spends and resulted in Indian enterprises optimizing their assets and controlling costs.

Your Company achieved 6.4% growth in market sales and net profit grew by 9.4% to reach by 22 crores.

This performance could not have been achieved without your Company's unrelenting focus on customer centric initiatives, strengthening of network capabilities and widespread deployment of information technology. Your Company has continued to grow as a lean and agile organisation, delivering robust performance due to consistent implementation of best practices in operations, institutionalization of a number of strategic initiatives and enhanced employee engagement. 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 results.

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 sectors in the country and the government has taken various initiatives to promote further investments in the sector. Programs such as Digital India, Smart Cities, BharatNet, e-governance etc are putting technology at the core of policy measures and catalysing growth for infrastructure services, user-support services and more integrated solutions.

This has been very encouraging for our industry. Your Company is focused towards reshaping portfolios to address changing market dynamics and achieving the strategic objectives. Your Company remains focused on enhancing the brand value by delivering a differentiated delightful experience for the customer through customized initiatives and innovation by leveraging technology. To make our overseas presence more impactful we will continue to enhance our investments in order to achieve a market leading position. 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.

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 efforts and commitment. I would also like to take this opportunity to thank my colleagues on the Board for their continued support and would like to take this opportunity to assure you that we will make all efforts to make sure we enhance stakeholders' values in every possible way and we solicit your support for the years to come.

Sincerely,

Sd/-

**Amalendu Mukherjee**

Managing Director



## BOARD & MANAGEMENT DISCUSSION AND ANALYSIS REPORT

To the Members,

Your Directors have pleasure in submitting their 6th Annual Report together with the Audited standalone & consolidated financial statement for the year ended on 31st March, 2017.

### Financial Highlights & Review of Operations:

(Rs. in crores)

Particulars	Standalone for financial year ended on 31st March		Consolidated for financial year ended on 31st March	
	2017	2016	2017	2016
Revenue from operations	1,490.85	1,401.53	1,491.24	1,401.80
Other income	2.65	2.45	2.66	2.45
<b>Total revenues</b>	<b>1,493.50</b>	<b>1,403.98</b>	<b>1,493.90</b>	<b>1,404.25</b>
Cost of Material Consumed	1,406.36	1,383.50	1,406.49	1,383.66
Change in inventories of finished goods	(39.51)	(77.96)	(39.51)	(77.96)
Employee benefit expense	57.18	19.84	57.31	19.92
Finance costs	5.37	23.54	5.37	23.54
Depreciation and amortization expense	2.78	3.70	2.78	3.70
Other expenses	23.43	20.58	23.54	20.60
<b>Total expenses</b>	<b>1,455.61</b>	<b>1,373.20</b>	<b>1,455.98</b>	<b>1,373.46</b>
Profit before Exceptional and Prior Period Items & tax	37.89	30.78	37.92	30.79
Exceptional and Prior Period Items	2.30		2.30	
Profit before tax	35.59		35.62	
Tax expense	13.64	10.71	13.65	10.71
<b>Profit for the year</b>	<b>21.95</b>	<b>20.07</b>	<b>21.97</b>	<b>20.08</b>
Basic Earnings Per Share (In Rs.)	10.08	10.30	10.09	10.30
Diluted Earnings Per Share (In Rs.)	10.08	10.30	10.09	10.30

### REVIEW OF BUSINESS OPERATIONS

Your Company's standalone total revenue for the current financial year 2016-17 has increased to Rs. 1,493.50 Crores from the previous financial year of Rs. 1,403.98 Crores. Similarly the Company's Standalone total profit for the current financial year 2016-17 has increased to Rs. 21.95 Crores from the previous financial year of Rs. 20.07 Crores.

Your Directors assured that Company's performance will enhance in future also.

### 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. During the year under review, few orders from one of the partners' of the Company had been cancelled/terminated, however, the Company and its Board is striving its best in order to maintain its growth and business in the coming years'.

### 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 transferred to the unpaid dividend account. Further, no dividend remain unpaid or unclaimed for the period of 7 Year's.

## TRANSFER TO RESERVES

Your Company has not made any transfer to reserve during the Financial Year 2016-17. However profit for the year is shown as surplus under the head Reserve & Surplus during the financial year 2016-17.

## SHARES

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

(Amount Rs.)

Increase in Authorized Capital	Increase in Paid-up Capital [Bonus]	Buy Back of Securities	Sweat Equity	Bonus Shares	Employees Stock Option Plan
50,000,000	108,920,000	Nil	Nil	108,920,000	Nil

### Share Capital

#### A) Issue of equity shares with differential rights

Your Company had not issued equity shares with differential rights as required to be disclosed in rule 4 (4) of Companies (Share Capital and Debentures) Rules, 2014, during the year under review.

#### B) Issue of sweat equity shares

Your Company had not issued sweat equity shares as require to be disclosed under rule 8 (13) of Companies (Share Capital and Debentures) Rules, 2014, during the year under review.

#### C) Issue of employee stock

Your Company had not issued employee stock option as required to be disclosed under rule 12 (9) of Companies (Share Capital and Debentures) Rules, 2014, during the year under review.

#### 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 Authorized Share Capital

Your Company increased it's authorized share capital from Rs.25 Crores to Rs. 30 Crores during the year under review.

### Increase in the Paid up Share Capital

#### - Bonus Issue

Your company allotted by way of bonus Issue 10,892,000 (One Crore Eight Lakh Ninety Two Thousand) equity shares of Rs. 10/- each in the ratio of 1:1, fully paid up by capitalisation of Reserves on 4th February, 2017, to the member of the company, during the financial year under review.

#### - Purchase of shares of Enpocket Services (India) Private Limited know known as Enpocket IT 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 subsidiary of Nokia Investment OY, Finland, during the financial year under review.

#### - Incorporation of Fourth Dimension Solutions Pte. Ltd.

A subsidiary of your Company was incorporated at Singapore under the name and style of Fourth Dimension Solutions Pte Ltd. on 18-11-2016, during the financial year under review.

#### - Incorporation at Fourth Dimension Solutions DMCC

A wholly owned subsidiary of your Company was incorporated at DMCC UAE under the name and style of Fourth Dimension Solutions DMCC on 16.02.2017, during the financial year under review.

#### - Trademark

The Logo of your company got registered with the Registrar of Trade Marks under the provisions of Section 23(2) of Trade Mark Act, 1999 read with rule 62(1) of the Trade Mark Rules, 2002 in Class 35 vide e-certificate dated 15th December, 2016, during the financial year under review.



### CHANGES IN DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

The Board in its meeting held on 25th February, 2017 appointed Mr. Sanjay Kumar Sachdev (DIN: 01548230), as an Additional Director, of the Company, with immediate effect.

#### 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 (DIN: 06561265), Director, and Mr. Bibekananda Mukherjee (DIN: 07008285), Director, of the Company, will retire by rotation at the ensuing Annual General Meeting of your Company and being eligible offer themselves for reappointment. The Board of Directors of the Company has recommended their re-appointment.

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

The Board in its meeting held on 29th May, 2017

- (i) Appointed Mr. Rajeev Ranjan (DIN: 06534751), Ms. Shipra Jain (DIN: 07771758) and Mr. Mahavir Singh Farswan (DIN: 07833852) as an Additional Director of the Company, with immediate effect.
- (ii) Took note on the resignation of Mrs. Namita Mukherjee (DIN: 06561265) from the post of whole time director of the Company, with effect from 31.05.2017, however she will continue on the Board as Director of the Company.

Mr. Mahavir Singh Farswan (DIN: 07833852), resigned due to his preoccupation, from the post of Additional Director of the Company w.e.f., 22nd July, 2017.

The Board in its meeting held on 19th August, 2017, appointed Mr. Rajendra Kumar (DIN: 06380868) as an Additional Director of the Company, with immediate effect.

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

During the year under review, the Company had reconstituted 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 Composition of 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, 2017, the Board consists of seven Directors, two of whom are executive, two non-executive and three are independent directors. They meet 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**

As per Section 134(3)(a) 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**

As per Rule 8(3) of Companies (Accounts) Rules, 2014, the disclosure required under this rule are as follows:

##### **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 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. 10.36 Crores from supply/ rendering of services. However your Company has spent Rs. 15.93 Crores on import of goods and Rs. 2.00 Crores on tour and travel during the financial year under review.

### BOARD MEETINGS

The Board of Directors duly met Nine (9) times during the financial year 2016-17 and in respect of all the proceedings were properly recorded

SN	Date	SN	Date
1.	12.04.2016	2.	28.05.2016 and 30.05.2016 - (Adjourned)
3.	27-08-2016	4.	22.10.2016
5.	12.12.2016	6.	21.01.2017
7.	27.01.2017	8.	04.02.2017
9.	25.02.2017		

### COMMITTEES OF THE BOARD

Currently, the Board has five committees: the Audit Committee, the Executive Committee, the Stakeholders 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:

### Forward looking statement

Statements made herein describing the Company's expectations or predictions are "forward looking statements". The actual results may differ from those expected or predicted. Prime factors that may make a difference to the Company's performance include market conditions, input costs, govt. regulations, economic development within/outside country etc.

The following discussions on our financial condition and result of operations should be read together with our audited consolidated financial statements and the notes to these statements included in the annual report. Unless otherwise specified or the context otherwise requires, all references herein to "we", "us", "our", "the Company", "FDS" are to Fourth Dimension Solutions Ltd. and its subsidiaries and associates.

### ECONOMIC OVERVIEW

Global GDP growth is projected to increase, rising from just under 3% in 2016 – the slowest pace since 2009 – to 3.3% in 2017 and around 3.5% in 2018. India's economy could expand by between 6.75% and 7.5% in 2017-18, a government survey said, signalling that growth could recover sooner than expected after a shock scrapping of high-value banknotes to fight "black money". The cash ban, however, will slow down growth for 2017 to below 7%, said the Economic Survey, which is an annual government report on the economy that also sets the tone for the general budget and floats new policy ideas. The survey said "demonetization" would bring long-term benefits to the economy.

It also said structural reforms and proposed Goods and Service Tax could boost growth rate to 8-10%. The GST will create a common Indian market, improve tax compliance and governance, and boost investment and growth; it is also a bold new experiment in the governance of India's cooperative federalism. All businesses face the task of lowering down the cost of production and simultaneously maintain the satisfaction of the consumer. This is why manufacturing industry is a very competitive industry. Therefore the GST will lead to the reduction in cost of production because the GST reduces the tax increment. The GST program should have allowed uninterrupted tax credit by removing the old indirect tax rule of not getting any tax credit of the central taxes over state taxes and vice versa.

Indian electronics and hardware industry is expected to reach USD 112-130 billion by 2018 on the back of rising consumer demand, growing disposable income, declining electronics prices and various government initiatives like Digital India.

Moreover, the Government of India (GoI) has announced several programmes such as Digital India, Smart Cities, the cloud initiative, solar power, UIDAI projects and the National Knowledge Network initiative which will necessitate installation and up-gradation of installed devices and networks.

In the Union Budget 2017-18, the Government of India announced the following key proposals in addition to the previously announced Digital India Initiative which will provide a boost to the businesses of IT/ITES and ICT (Information & Communication Technology):

- The Government of India has allocated Rs 10,000 crore (US\$ 1.5 billion) for BharatNet project under which it aims to provide high speed broadband to more than 150,000 gram panchayats by 2017-18.
- Prime Minister of India, Mr Narendra Modi, has launched the Bharat Interface for Money (BHIM) app, an Aadhaar-based mobile payment application that will allow users to make digital payments without having to use a credit or debit card. The app has already reached the mark of 10 million downloads.

(Source: OECD Outlook, World Bank report on "Global Economic Prospects, January 2017", Economic Survey 2017, Analyst Reports, Government Publications)

### ABOUT Fourth Dimension Solutions Ltd. (FDS)



Fourth Dimension Solutions founded in 2011, is an India-based information technology (IT) and cable infrastructure Company which provides end-to-end IT / ITEs and telecom solutions combined with technical support and operations outsourcing. The Company partners with government and public sector institutions to provide sustainable IT strategies at competitive costs. It operates in three core verticals - Technology Solutions, IT Infrastructure Services, and Operations Outsourcing.

With over 2000 employees, FDS is a professionally driven global Company, catering over 100+ Indian & Global customers, including ranked 66 among THE Next 500 India's Top Midsize Companies by Fortune India magazine and Raked 1st in the InfoTech Segment Companies. FDS is also amongst the best SME IT companies in India as per the recent surveys and reports.

## **SUBSIDIARY ASSOCIATES AND JOINT VENTURES**

### **Domestic Subsidiaries –**

M/s. Thumbspeed Tech Solutions Private Limited (Previously known as Thumbspeed Software Solutions Private Limited) a wholly owned subsidiary of the company is engaged in IT and FMCG related business.

M/s. Enpocket IT Services (India) Private Limited (Previously known as Enpocket Services (India) Private Limited became wholly owned subsidiary of the company, during the year under review. Previously it was a subsidiary of M/s. Nokia Investments OY. M/s. Enpocket IT Services (India) Private Limited is engaged in IT App related business.

### **Overseas Subsidiaries –**

M/s. Fourth Dimension Solutions Pte. Ltd. a subsidiary of Fourth Dimension Solutions Limited got incorporated on 18th November, 2016 at Singapore and is engaged in IT and ITes related business. During the year under review, no business or operation had commenced.

M/s. Fourth Dimension Solutions DMCC a wholly owned subsidiary of Fourth Dimension Solutions Limited got incorporated on 16th February, 2017 at Dubai, U.A.E. and is engaged in IT and ITes related business. During the year under review, no business or operation had commenced.

During the year under review, the total revenue of M/s. Thumbspeed Tech Solutions Private Limited has increased to Rs. 29,55,590/- from previous financial year Rs. 2,720,630/- and net profit after tax for the current financial year 2016-17 has decreased to Rs. 39,353/- from the previous financial year of Rs. 72,422/-.

During the year under review, the total revenue of M/s. Enpocket IT Services (India) Private Limited has decreased to Rs. 10,71,250/- from previous financial year Rs. 28,16,094/- and net profit after tax for the current financial year 2016-17 has decreased to Rs. 1,74,735/- from the previous financial year of Rs. 9,84,683/-.

A separate statement containing the salient features of Financial Statements of Subsidiary of your Company i.e., M/s. Thumbspeed Tech Solutions Private Limited and M/s. Enpocket IT Services (India) 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.

## **PERFORMANCE AND FINANCIAL POSITION OF THE SUBSIDIARY**

The statement containing the features of the financial statements of Thumbspeed Tech Solutions Private Limited and Enpocket IT Services 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.

## **CONSOLIDATED FINANCIAL OVERVIEW –**

The consolidated performance of the Company for the financial year ended March 31, 2017, is as follows:

- Total revenue from operations at Rs. 1491.2 crore for the year ended March 31, 2017, as against Rs. 1401.8 crore for the corresponding previous period, an increase of 6.4%.
- The cost of raw materials for the financial year ended March 31, 2017 were Rs. 1367.0 crore as against Rs. 1305.7 crore for the corresponding previous period, an increase of 4.7%.
- Staff expenses for the financial year ended March 31, 2017 were Rs 57.3 crore as against Rs. 19.92 crore for the corresponding previous period, an increase of 188.1%, on account of increase in number of staff.
- The EBIDTA (earnings before interest, depreciation and tax) was Rs. 43.4 crore for the year ended March 31, 2017, as against Rs. 55.6 crore for the corresponding previous period, a decrease of 21.9%, mainly on account of increase in number of staff in the current year, owing to higher staff expenses.
- Depreciation for the financial year ended March 31, 2017 was Rs. 2.8 crore, as against Rs. 3.7 crore for the corresponding previous period.
- The interest for the financial year ended March 31, 2017 was Rs. 5.4 crore as against Rs. 23.5 crore for the corresponding previous period, a decrease of 77.2%, for the corresponding previous period.
- Profit after tax was Rs 21.97 crore for the year ended March 31, 2017, as against Rs. 20.1 crore for the corresponding previous period, an increase of 9.4%.
- EPS (Earning Per Share) for the financial year ended March 31, 2017 was Rs. 10.09 for a face value of Rs 10 per share.

## **RESOURCES AND LIQUIDITY**

- As on March 31, 2017, the consolidated net worth stood at Rs. 68.97 crore and the consolidated debt was at Rs. 4.98 crores.
- The cash and cash equivalents at the end of March 31, 2017 were Rs. 5.27 crore.
- The net debt to equity ratio of the Company stood at 0.23:1 as on March 31, 2017.

## **BUSINESS PERFORMANCE**

The Company provides Information technology (IT) services and solutions. The operational profits have improved on account of optimizing all the operations of the Company.

This performance could not have been achieved without your Company's continuous focus on customer centric initiatives, strengthening of network capabilities and widespread deployment of information technology. Your Company has continued to grow as a lean and agile organisation, delivering robust performance due to consistent implementation of best practices in operations, institutionalization of a number of strategic initiatives and enhanced employees engagement. 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 results.

## **ACHIEVEMENTS IN BUSINESS DURING THE YEAR**

Fourth Dimension Solutions Ltd was recognized as "India Industry Trendsetter" by the Power brand Global London International forum of Equality at the KIA Oval, UK. This award is given to organizations that have established their presence in a very short span of time in the field of IT/ITES.

Fourth Dimension Solutions was awarded "Honour of Excellence" for significant contribution to India's self-reliance at



the National Conference on Defence Production: Self Reliance and Beyond on 14th December, 2016 at New Delhi.

This prestigious award is a feather in the cap for our Company and is a testimony of the effort and skill of our team.

For the second year in a row, Fourth Dimension Solutions Ltd. (FDS) has made it to the prestigious Fortune India Next 500 list of Indian companies, with the IT/ITES infrastructure and services company improving its ranking to 66 from 371 in 2016. FDS features at the top, ranking #1 from 8 in 2016 in the Infotech Sector list.

Companies in the Next 500 list are mostly mid-sized and termed as the 'small wonders' by the magazine. These firms drawn from various sectors like food and agricultural products, pharma, information technology, iron and steel and financial services are capable of breaking into the Fortune India the next 500 Rankings.

The services sector has been moving up the rankings driven by key financials. Recognising the Company's financial performance, FDS has been highlighted as a 'Mover and Shaker' on the following key financial parameters:

- Cash Rich Company with Cash & Equivalents at 158.58% of Total Assets
- Maximised Shareholder Returns with Return on Net Worth (63.12%)
- Capital Efficiency with a high Return on Capital Employed (160.76%)

The Company is ranked ahead on established names cutting across multiple sectors, highlighting the Management's commitment to deliver excellence year after year.

## 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.

### Economic Risk

A part of business is substantially dependent on the prevailing domestic economic conditions. Factors that may adversely affect India's economic growth that could affect the demand for IT products & services from the public sector include slowdown in the rate of implementation of digitization programs, inflation, changes in tax, trade, fiscal and monetary policies, scarcity of credit etc. 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.

### Competition Risk

This risk arises from more players wanting a share in the same pie. Like in most other industries, opportunity brings with itself competition. We face different levels of competition in each sector, from domestic as well as multinational companies. 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. However, FDS has established strong brand goodwill in the market and a strong foothold in a wide spectrum IT & ICT projects and services. We have built a strong relationship with key industry participants and as a result are able to obtain competitive commercial terms and operational advantages. We also counter this risk with the quality of our products, our customer-centric approach and our ability to innovate customer specific solutions, focusing on pricing and aggressive marketing strategy, disciplined and time bound order executions, coupled with prudent financial and human resources management and better control over costs. Thus, we do not expect to be significantly affected by this risk.

### Trade Risk

Our engagements with customers are typically singular in nature and do not necessarily provide for subsequent engagements. 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. 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.

Given the projected growth in the Indian economy it is estimated that demand for our services will continue to rise steadily. The Company is further reducing its dependence on local by diversifying the sectors we cater to. Thus, we believe we have adequate mitigation in place for trade risk.

### **Regulatory Risk**

If we are unable to obtain required approvals and licenses in a timely manner, our business and operations may be adversely affected. We require certain approvals, licenses, registrations and permissions for execution of projects as per contract stipulations. We may encounter delays in obtaining these requisite approvals, or may not be able to obtain such approvals at all, which may have an adverse effect on our revenues. However, the Government has come up with a number of initiatives to boost the sector. As all industry predictions suggest that this will be the trend in the future as well and given our own experience in obtaining such permissions, we do not expect this risk to affect us materially in the coming years.

### **Liability Risk**

This risk refers to our liability arising from any damage to products, equipment, plant & machinery, life and third parties which may adversely affect our business. 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. The Company attempts to mitigate this risk through contractual obligations and insurance policies.

### **Execution Risk**

The Company has undertaken number of projects in the last year and several more are in the pipeline. 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. Any delay in project implementation can impact revenue and profit for that period. Our implementation schedules are in line with the plans. Emergency and contingency plans are in place to prevent or minimize business interruptions. Therefore, we do not expect this risk to affect us materially in the future. Concerns such as an unfavourable tax structure, infrastructure bottle-necks, retaining talent and unprecedented natural and man-made disasters and political/social turmoil which may affect our business, remain. However, these are threats faced by the entire industry. With superior methodologies and improved processes and systems, the Company is well positioned to lead a high growth path.

## **OPPORTUNITIES & THREATS**

The Government has announced major initiatives to promote IT and ITeS sector in India.

- The Government of Gujarat has signed 89 MoUs worth Rs 16,000 crore (USD 2.3 billion) in the IT sector, during Vibrant Gujarat Global Summit-2017.
- The Railway Ministry plans to give a digital push to the India Railways by introducing bar-coded tickets, Global Positioning System (GPS) based information systems inside coaches, integration of all facilities dealing with ticketing issues, Wi-Fi facilities at the stations, super-fast long-route train service for unreserved passengers among other developments, which will help to increase the passenger traffic.
- Government of India is planning to develop five incubation centres for IoT start-ups, as a part of Prime Minister Mr. Narendra Modi's Digital India and Startup India campaign, with at least two centres to be set up in rural areas to develop solutions for smart agriculture.
- The Government of India has launched the Digital India programme to provide several government services to the people using IT and to integrate the government departments and the people of India. The adoption of key technologies across sectors spurred by the 'Digital India Initiative' could help boost India's Gross Domestic Product (GDP) by USD 550 billion to USD 1 trillion by 2025.

- India and the US have agreed to jointly explore opportunities for collaboration on implementing India's ambitious Rs 1.13 trillion (USD 16.58 billion) 'Digital India Initiative'.

We are confident that we can successfully procure and execute projects in a timely fashion as we have made adequate provisions to cover risks arising from our business activities. However, there are concerns such as a downturn in economic activity, change in the government's technology and digital policy, cancellation and delay in contracts, non-adherence to contract clauses by counter parties which may have a negative impact on our line of business which is beyond our immediate control.

### INTERNAL CONTROL SYSTEMS AND 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.

### HUMAN RESOURCES

The Company's HR philosophy is to establish and build a high performing organization, where each individual is motivated to perform to the fullest capacity to contribute to developing and achieving individual excellence and departmental objectives and continuously improve performance to realize the full potential of our personnel.

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. Our success depends largely upon our highly-skilled technology professionals and our ability to hire, attract, motivate, retain and train these 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.

As on March 31, 2017, the Company had a workforce of 2170 people on rolls.

### OUTLOOK

IT/ITES sector is one of the fastest growing sectors in the country and the government has taken various initiatives to promote further investments in the sector. Programs such as Digital India, Smart Cities, BharatNet, e-governance etc. are putting technology at the core of policy measures and catalysing growth for infrastructure services, user-support services and more integrated solutions.

This has been very encouraging for our industry. Your Company is focused towards reshaping portfolios to address changing market dynamics and achieving the strategic objectives. To make our overseas presence more impactful we will continue to enhance our investments in order to achieve a market leading position. Your Company is focused on strengthening infrastructure, improving operational excellence, implementing best practices, and enhancing network productivity.

The focus of the Company is to continue to deliver value to our clients; to contribute to the drive of the nation; give career & growth opportunities to our employees and grow profitability ultimately leading to maximization of shareholder value & return.



The financial statements have been prepared in compliance with the requirements of the Companies Act, 2013 and Generally Accepted Accounting Principles in India. Please refer Directors' Report in this respect.

## **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

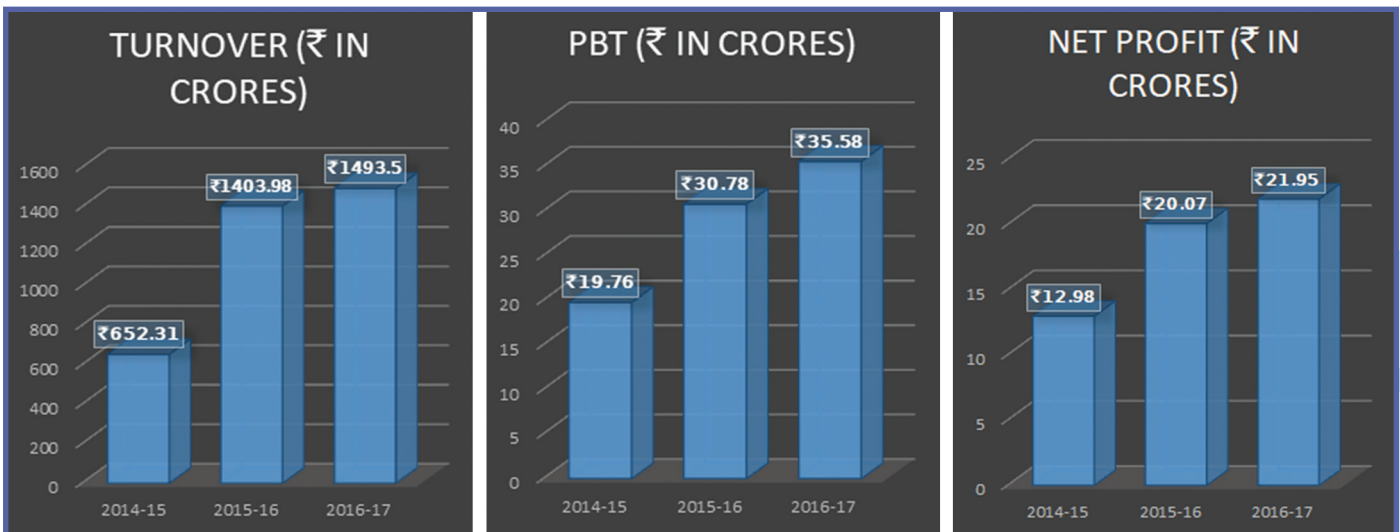
**IT Infrastructure Services**

- 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

**PERFORMANCE HIGHLIGHTS**



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



## **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.

### **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.

## **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.

## **DEMATERIALISATION 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, 2017, 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 (UPSI)

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 (UPSI), 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 "Presidium Educational & Charitable Trust" (PECT) registered Trust under the Trust Act, 1882 vide Registration No. 56 and is established on 16th January, 2012. Your Company is supporting the Projects "Education for All" of PECT on promoting education, art and culture and rural development projects. PECT through its project "Education for All" is constructing building and proving better infra for the education of children in Gurgaon, Haryana and Ghaziabad U.P. for better and advance education. The Project "Education for All" total outlay budget is Rs. 30,00,00,000/- and amount spent on the project is Rs. 11,50,00,000/- and Cumulative Expenditure up to the reporting period is Rs. 15,00,00,000/-

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**

Member

**Mr. Prashant Kumar Gupta**

Member

Accordingly, the Company was required to spend Rs. 36,50,000/- towards CSR activities, the requirement of fund on Project "Education for All" of PECT is in phase manner and during the year under review, the Company had contributed Rs. 20,00,000/- on Project "Education for All" under 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. 20,00,000/-. The remaining amount will be spent in the next year. 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: NIL
- b. No. of Complaints disposed off during the year: NIL
- 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 ISO/IEC 20000-1:2011 vide Certificate No.: GACB1840	12.11.2014
2	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
3	Your Company received certificate of registration as CMMI-DEV V.1.3, Maturity Level 5 vide Registration No.: QSA-1502373	07.02.2015
4	Your Company received certificate of ISO 14001:2015 vide Certificate No.: 1617/EMS/CCXIX	13.07.2016
5	Your Company received certificate of ISO 27001:2013 vide Certificate No.: 1617/ISMS/CCXVII	13.07.2016
6	"Honour of Excellence" Award for significant contribution to India's self-reliance at the National Conference on Defence Production: Self Reliance and Beyond at New Delhi	14.12.2016
7	India Industry Trendsetter Award 2016 by the Power brand Global London International forum of Equality at the KIA Oval, UK	17.05.2017
8	Your Company received certificate of ISO 9001:2015 vide Certificate No.: 17DQBU19	19.07.2017
9	The Company has been ranked 66 among THE NEXT 500 India's Top midsize Companies by Fortune India Magazine and ranked 1 in Infotech Segment Companies.	20.07.2017

### 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, 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, 2013. 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 to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Eleventh Annual General Meeting of the Company to be held in the year 2022 and fixation of their remuneration by the shareholders at the forthcoming Annual General Meeting.

The Auditors' Report for fiscal 2017 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 2016-17, as required under section 204 of the Companies Act, 2013 and the rules thereunder. The secretarial audit report for the financial year 2016-17 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 2018.

### 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 Year 2016-17 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. 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 2016-17 and Notice of the 6th 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.

Date:19.08.2017  
Place: New Delhi

**For and on Behalf of the Board of Directors**

Sd/- <b>Amalendu Mukherjee</b> Managing Director DIN: 03544485	Sd/- <b>Namita Mukherjee</b> Director DIN:06561265
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## ANNEXURE I

**FORM NO.MGT-9**  
**EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2017**

[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.	<b>CIN</b>	<b>L72900DL2011PLC221111</b>
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: www.fdsindia.co.in
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	<b>Bigshare Services Pvt. Ltd.</b> Registrar and Share Transfer Agent 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments, (Next to Keys Hotel), Marol Maroshi Road, Andheri (E), Mumbai - 400 059. Tel: (022) 62638200 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	89.38
2	IT related services	6209	10.62

**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, Technocity CO-OP. Society Ltd. TTC Industrial Area, Mahape, Navi Mumbai – 400 710	U72200MH-2005FTC150620	Subsidiary	100	2(87)(ii)



Sr. No.	Name And Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
2.	Enpocket IT Solutions (India) Pvt. Ltd. Address: 701, A Wing, Plot No. X-4/1, X-4/2, Technocity CO-OP. Society Ltd. TTC Industrial Area, Mahape, Navi Mumbai – 400 710	U72900M-H2006PTC159192	Subsidiary	100	2(87)(ii)

Sr. No.	Name And Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
3.	Fourth Dimension Solutions Pte. Ltd., Address: 160 ROBINSON ROAD #20-03 SPORE BUSINESS FEDERATION CTR SINGAPORE 068914		Subsidiary	90	2(87)(ii)

Sr. No.	Name And Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
3.	Fourth Dimension Solutions DMCC, Address: Unit No: 237, DMCC Business Centre Level No 1, Jewellery & Gemplex 3 Dubai, United Arab Emirates		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	
<b>A. Promoter</b>									
1) Indian									
a) Individual/ HUF	7978000	-	7978000	73.25	15956000	-	15956000	73.25	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A) (1):-	7978000	-	7978000	73.25	15956000	-	15956000	73.25	-
2) Foreign									
g) NRIs-Individuals	-	-	-	-	-	-	-	-	-
h) Other-Individuals	-	-	-	-	-	-	-	-	-
i) Bodies Corp.	-	-	-	-	-	-	-	-	-
j) Banks / FI	-	-	-	-	-	-	-	-	-
k) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total(A)(2):-	-	-	-	-	-	-	-	-	-

<b>B. Public Shareholding</b>									
<b>1. Institutions</b>									
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)	-	-	-	-	-	-	-	-	-
<b>2. Non Institutions</b>									
a) Bodies Corp.									
(i) Indian	1035389	-	1035389	9.51	1687471	-	1687471	7.75	1.76
(ii) Overseas									
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	800	-	800	0.00	2839	-	2839	0.01	0.01
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	1877811	-	181176	17.74	4137690	-	4137690	18.99	1.75
c) Others(Specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(2)	-	-	-	-	-	-	-	-	-
<b>Total Public Shareholding (B)=(B)(1)+ (B)(2)</b>	<b>1878611</b>	<b>-</b>	<b>1878611</b>	<b>17.25</b>	<b>4140529</b>	<b>-</b>	<b>4140529</b>	<b>19.00</b>	<b>(1.76)</b>
<b>C. Shares held by Custodian for GDRs &amp; ADRs</b>	-	-	-	-	-	-	-	-	-
<b>Grand Total (A+B+C)</b>	<b>10892000</b>	<b>-</b>	<b>10892000</b>	<b>100</b>	<b>21784000</b>	<b>-</b>	<b>21784000</b>	<b>100</b>	<b>-</b>

## 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	7978000	73.25	0	15956000	73.25	0	-
	<b>Total</b>	<b>7978000</b>	<b>73.25</b>	<b>0</b>	<b>15956000</b>	<b>73.25</b>	<b>0</b>	<b>-</b>



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	7978000	73.25	7978000	73.25
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	04.02.2017 (Allotment-Bonus Issue) – 7978000		7978000	73.25
	At the End of the year	15956000	73.25	15956000	73.25

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	For Each of the Top 10 Shareholders	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
1.	<b>SHRI PARASRAM HOLDINGS PVT.LTD.</b>				
	At the beginning of the year	4,000	0.03	4,000	0.03
	Date wise Increase / Decrease in Shareholding during the year				
	* Secondary Market Buy	1,06,000	-	1,06,000	-
	* Bonus Issue 04.02.2017	1,10,000	-	1,10,000	-
	* Secondary Market Buy	44,000	-	44,000	-
	At the End of the year	2,64,000	1.21	2,64,000	1.21
2.	<b>ATUL BABUBHAI CHAUHAN (HUF)</b>				
	At the beginning of the year	1,12,000	1.03	1,12,000	1.03
	Date wise Increase / Decrease in Shareholding during the year				
	* Bonus Issue 04.02.2017	1,12,000	1.03	1,12,000	1.03
	At the End of the year	2,24,000	1.03	2,24,000	1.03
3.	<b>MANOJ AGARWAL</b>				
	At the beginning of the year	1,36,000	1.25	1,36,000	1.25
	Date wise Increase / Decrease in Shareholding during the year				
	(* Secondary Market Sell)	(26,000)	-	(26,000)	-
	Bonus Issue 04.02.2017	1,10,000	-	1,10,000	-
	At the End of the year	2,20,000	1.01	2,20,000	1.01
4.	<b>P NET SOLUTIONS PRIVATE LIMITED</b>				
	At the beginning of the year	1,20,000	1.10	1,20,000	1.10
	Date wise Increase / Decrease in Shareholding during the year				
	(* Secondary Market Sell)	(8,000)	-	(8,000)	-
	Bonus Issue 04.02.2017	1,12,000	-	1,12,000	-
	(* Secondary Market Sell)	(12,000)	-	(12,000)	-
	At the End of the year	2,12,000	0.97	2,12,000	0.97

5.	<b>JINDAL INFRA SOLUTIONS LIMITED</b>				
	At the beginning of the year	1,32,000	1.21	1,32,000	1.21
	Date wise Increase / Decrease in Shareholding during the year				
	(* Secondary Market Sell)	(32,000)	-	(32,000)	-
	Bonus Issue 04.02.2017	1,00,000	-	1,00,000	-
	At the End of the year	2,00,000	0.92	2,00,000	0.92
6.	<b>SUMPOORNA PORTFOLIO LIMITED</b>				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year				
	* Secondary Market Buy	70,000	-	70,000	-
	Bonus Issue 04.02.2017	70,000	-	70,000	-
	At the End of the year	1,40,000	0.64	1,40,000	0.64
7.	<b>NIDHI BIYANI</b>				
	At the beginning of the year	68,000	0.62	68,000	0.62
	Date wise Increase / Decrease in Shareholding during the year				
	(* Secondary Market Sell)	(4,000)	-	(4,000)	-
	Bonus Issue 04.02.2017	64,000	-	64,000	-
	At the End of the year	128,000	0.59	128,000	0.59
8.	<b>MASTER CAPITAL SERVICES LTD</b>				
	At the beginning of the year	20,000	0.18	20,000	0.18
	Date wise Increase / Decrease in Shareholding during the year				
	* Secondary Market Buy	14,000	-	14,000	-
	Bonus Issue 04.02.2017	34,000	-	34,000	-
	* Secondary Market Buy	44,000	-	44,000	-
	At the End of the year	1,12,000	0.51	1,12,000	0.51
9.	<b>YOGYA ENTERPRISES LIMITED</b>				
	At the beginning of the year	36,000	0.33	36,000	0.33
	Date wise Increase / Decrease in Shareholding during the year				
	* Secondary Market Buy	24,000	-	24,000	-
	Bonus Issue 04.02.2017	60,000	-	60,000	-
	At the End of the year	120,000	0.55	120,000	0.55
9.	<b>ALOK KUMAR</b>				
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year				
	(* Secondary Market Buy)	58,000	-	58,000	-
	Bonus Issue 04.02.2017	58,000	-	58,000	-
	At the End of the year	1,16,000	0.53	1,16,000	0.53



v. Shareholding of Directors and Key Managerial Personnel:

Sr. No.	For Each of the Directors & KMP	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
1.	<b>Mr. Amalendu Mukherjee</b> <b>Managing Director</b>				
	At the beginning of the year	7978000	73.25	7978000	73.25
	Date wise Increase / Decrease in Shareholding during the year				
	Bonus Issue (Allotment) 04.02.2017	7978000	-	7978000	-
	At the End of the year	15956000	73.25	15956000	73.25
2.	<b>Mrs. Namita Mukherjee</b> <b>Whole-time Director</b>				
	At the beginning of the year	20,000	0.18	20,000	0.18
	Date wise Increase / Decrease in Shareholding during the year				
	Bonus Issue (Allotment) 04.02.2017	20,000	-	20,000	-
	At the End of the year	40,000	0.18	40,000	0.18
3.	<b>Mr. Bibekananda Mukherjee</b>				
	At the beginning of the year	400	0.0	400	0.0
	Date wise Increase / Decrease in Shareholding during the year				
	Bonus Issue (Allotment) 04.2.2017	400	-	400	-
	At the End of the year	800	0.0	800	0.0
4.	<b>Mr. Mahesh Rajdev</b> <b>CFO</b>				
	At the beginning of the year	4,000	0.04	4,000	0.04
	Date wise Increase / Decrease in Shareholding during the year				
	Bonus Issue (Allotment) 04.2.2017	4,000	0.04	4,000	0.04
	At the End of the year	8,000	0.04	8,000	0.04

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
	42,45,762	3,00,36,983	-	3,42,82,745
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not				
Total(i + ii + iii)	42,45,762	3,00,36,983	-	3,42,82,745



Change in Indebtedness during the financial year				
- Addition	47,75,000	4,12,80,000	-	1,68,02,488
- Reduction	(32,54,167)	(2,59,98,345)	-	
Net Change	15,20,833	1,52,81,655	-	1,68,02,488
Indebtedness at the end of the financial year	57,66,594	4,53,18,638	-	5,10,85,233
i) Principal Amount				
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (I + ii + iii)	57,66,594	4,53,18,638	-	5,10,85,233

## 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	2,40,00,000	60,00,000	3,00,00,000
	(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.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-
4.	Commission			
	- as % of profit			
	- others, specify...	-	-	-
5.	Others, please specify	-	-	-
6.	<b>Total (A)</b>	<b>2,40,00,000</b>	<b>60,00,000</b>	<b>3,00,00,000</b>
	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	90,000	90,000	90,000	2,70,000
	• Commission				
	• Others, please specify				
	<b>Total(1)</b>	<b>90,000</b>	<b>90,000</b>	<b>90,000</b>	<b>2,70,000</b>



Other Non-Executive Directors •Fee for attending board committee meetings •Commission •Others, please specify				
Total(2)				
Total(B)=(1+2)	90,000	90,000	90,000	2,70,000
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			
		CEO	Company Secretary	CFO	Total
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	-	6,53,780	15,60,000	22,13,780
2.	<b>Stock Option</b>	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...				
5.	Others, please specify	-	-	-	-
6.	Total	-	6,53,780	15,60,000	22,13,780

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)
<b>A. Company</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>B. Directors</b>					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
<b>C. Other Officers In Default</b>					
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	Details
1.	Name of the subsidiary	M/s. Thumbspeed Tech Solutions Private Limited	M/s. Enpocket IT Services (India) Private Limited
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	Not Applicable	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	Not Applicable
4.	Share capital	Rs.1,00,000/-	Rs.1,00,000/-
5.	Other Equity	Rs. 1,21,14,262/-	Rs. 4,71,47,571/-
6.	Total assets	Rs. 2,44,13,345/-	Rs. 5,58,06,789/-
7.	Total Liabilities	Rs. 2,44,13,345/-	Rs. 5,58,06,789/-
8.	Investments	Nil	Nil
9.	Turnover	Rs. 29,88,069/-	Rs. 10,71,250/-
10.	Profit before taxation	Rs. 67,521/-	Rs. 2,49,159/-
11.	Provision for taxation	Rs. 28,168/-	Rs. 74,424/-
12.	Profit after taxation	Rs. 39,353/-	Rs. 1,74,735/-
13.	Proposed Dividend	Nil	Nil
14.	% of shareholding	100%	100%



**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**

- Name(s) of the related party and nature of relationship: N.A.
- (b) Nature of contracts/arrangements/transactions: 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) Date(s) of approval by the Board, if any: N.A.
- (f) Amount paid as advances, if any: N.A.

## ANNEXURE IV

**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 2017.

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 2017 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 2017 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 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. 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 Copyright Act, 1957
  3. 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: 11.08.2017  
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 even date 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 secretarial 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: 11.08.2017  
PLACE: New Delhi





**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 Seven 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 2016-17	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)	8	Y	3	3	1
Mrs. Namita Mukherjee DIN: 06561265	ED	9	Y	4	2	1
Mr. Bibekananda Mukherjee DIN: 07008285	NED	5	Y	4	1	-
Mr. Vijay Kumar Tiwari DIN: 07233196	NE & ID	9	Y	1	-	2
Mr. Prashant Kumar Gupta DIN: 06939868	NE & ID	9	Y	4	3	-

Mr. Anant Prakash DIN: 06709773	NE & ID	9	Y	3	1	1
Mr. Sanjay Kumar Sachdev DIN: 01548230	NED	-	N	7	-	-

### 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	800 equity shares of Rs. 10/- each	0.00
2	Sanjay Sachdev	NIL	0.00

The Board has met Nine times in the Financial Year 2016-17 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.	12.04.2016	6	6
2.	28.05.2016 & 30.05.2016 (Ad-journed)	6	6
3.	27.08.2016	6	5
4.	22.10.2016	6	5
5.	12.12.2016	6	6
6.	21.01.2017	6	5
7.	27.01.2017	6	5
8.	04.02.2017	6	6
9.	25.02.2017	7	5

## 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.	04.04.2016	3	3
2.	28.05.2016	3	3
3.	27.08.2016	3	3
4.	22.10.2016	3	3



5.	12.12.2016	3	3
6.	21.01.2017	3	3
7.	27.01.2017	3	3
8.	04.02.2017	3	3
9.	25.02.2017	3	3

The terms of reference of the Audit Committee includes 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 (c) of sub-section 3 of Section 134 of the Companies Act, 2013.
  - 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. Modified opinion(s) 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 and monitoring the auditor's independence and performance and effectiveness of audit process.
8. Approval of any transactions of the Company with Related Parties, including any subsequent modification thereof.
9. Scrutiny of inter-corporate loans and investments.
10. Valuation of undertakings or assets of the Company, wherever it is necessary.
11. Evaluation of internal financial controls and risk management systems.
12. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
13. 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.
14. Discussion with internal auditors on any significant findings and follow up there on.
15. 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.

16. 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.
17. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors.
18. To review the functioning of the Whistle Blower mechanism, in case the same exists.
19. Approval of appointment of CFO or any other person heading the finance function or discharging that function after assessing the qualifications, experience & background, etc. of the candidate.
20. To overview the Vigil Mechanism of the Company and took appropriate actions in case of repeated frivolous complaints against any Director or Employee.
21. To implement IND AS (Indian Accounting Standards).

**The Audit Committee shall mandatorily review the following information:**

1. Management Discussion and Analysis of financial condition and results of operations.
2. Statement of significant related party transactions (as defined by the Audit Committee), submitted by management.
3. Management letters / letters of internal control weaknesses issued by the statutory auditors.
4. Internal audit reports relating to internal control weaknesses.
5. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the audit committee.
6. Statement of deviations:
  - a) Half yearly statement of deviation(s) including report of monitoring agency, if applicable, submitted to stock exchange(s) in terms of Regulation 32(1).
  - b) Annual statement of funds utilized for purposes other than those stated in the offer document/prospectus/ notice in terms of Regulation 32(7).

**The Audit Committee shall have following powers:**

- ▶ 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.	25.02.2017	3	3

### Role of the Nomination and Remuneration committee

- ▶ Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board of Directors a policy relating to, the remuneration of the directors, Key Managerial Personnel and other employees.
- ▶ Formulation of criteria for evaluation of performance of Independent Directors and the Board of Directors.
- ▶ Devising a policy on diversity of Board of Directors.
- ▶ Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the Board of Directors their appointment and removal.
- ▶ Whether to extend or continue the term of appointment of the Independent Director, on the basis of the report of performance evaluation of Independent Directors.
- ▶ 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 2017:

Name of the Director	Designation	Salary and Perquisites	Commis- sion (in Rs.)	Sitting Fees (in Rs.)	Contrib- ution	Stock options exercised	No. of eq- uity shares held
Mr. Amalendu Mukherjee DIN: 03544485	Managing Director (ED & C)	240,00,000	-	-	-	-	15956000
Mrs. Namita Mukherjee DIN: 06561265	Whole-time Director (ED)	60,00,000	-	-	-	-	40000
Mr. Bibekananda Mukherjee DIN: 07008285	Director (NED)	-	-	-	-	-	800
Mr. Anant Prakash DIN: 06709773	Director (NE & ID)	-	-	-	-	-	-
Mr. Vijay Kumar Tiwari DIN: 07233196	Director (NE & ID)	-	-	90,000	-	-	-
Mr. Prashant Kumar Gupta DIN: 06939868	Director (NE & ID)	-	-	90,000	-	-	-

Mr. Anant Prakash DIN: 06709773	Director (NE & ID)	-	-	90,000	-	-	-
Mr. Sanjay Sachdev DIN: 01548230	-	-	-	-	-	-	-

### 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	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.	28.05.2016	3	3
2.	27.08.2016	3	3
3.	22.10.2016	3	3
4.	21.01.2017	3	3

#### (c) Role of the Stakeholders Relationship committee

The Stakeholders Relationship Committee shall oversee all matters pertaining to investors of our Company. The terms of reference of the Stakeholders Relationship 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. Non-receipt of declared dividends, balance sheets of the Company; and
4. Carrying out any other function as prescribed under the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

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

<b>Name and designation:</b>	Deepak Kaushal Company Secretary & Compliance Officer
<b>Registered Office Address:</b>	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: L72900DL2011PLC221111

#### (E) Details of Investor Complaints

During the year 2016-17, the Company didn't receive any complaints from investors. One 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, 2017.



#### 4. GENERAL BODY MEETINGS

The details of the last three Annual General Meetings held

Date of AGM	Location	Time	Whether any Special Resolution passed
5th AGM, Tuesday, the 27th September, 2016	THE GRAND CORAL (Coral Bellss Banquet) at 26/1, Shivaji Marg, Moti Nagar, New Delhi – 110 015	11:00 A.M.	Authorisation to sell the Property
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	11:00A.M.	NA

The details of Special Resolution(s) passed through Postal Ballot are as under

#### 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](http://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

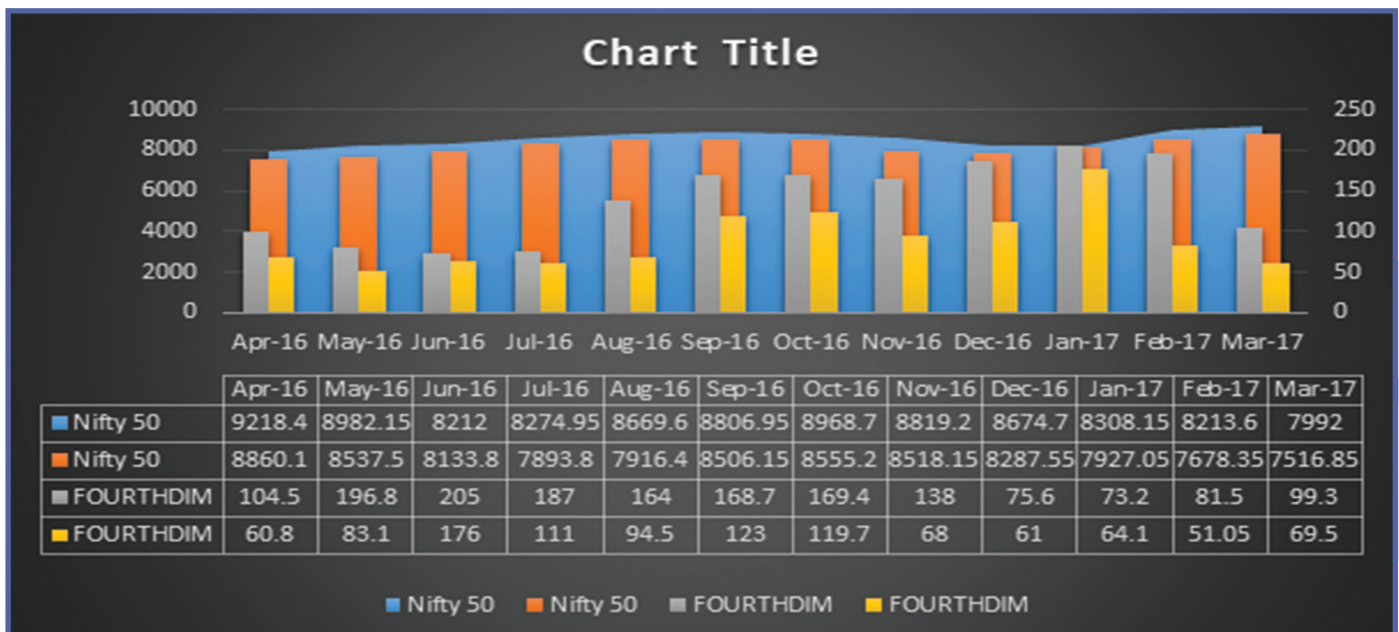
i	Annual General Meeting:	
	Date	: Monday, 25th September, 2017
	Time	: 11:30 A.M.
	Venue	: 63/12A, Rama Road Industrial Area, New Delhi -110 015, India
ii	Financial Year	: April 1, 2016 to March 31, 2017
iii	Financial calendar (2016 -2017)	: April 1, 2017 to March 31, 2018
		Results for the Half year ended September 30, 2017 – by 14th November, 2017.
		Results for the Half year and year ended March 31, 2018 – by 30th May 2018.
iv	Date of Record/Cut-off Date	: 18th September, 2017
v	Date of Book closure	: The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, September 19, 2017 and Monday, September 25, 2017 (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 2018.
x	Market Price Data: High, Low during each month in last financial year 2016-17	:



FOURTHDIM		
Month	High	Low
March 2017	104.5	60.8
February 2017	196.8	83.1
January 2017	205	176
December 2016	187	111
November 2016	164	94.5
October 2016	168.7	123
September 2016	169.4	119.7
August 2016	138	68
July 2016	75.6	61
June 2016	73.2	64.1
May 2016	81.5	51.05
April 2016	99.3	69.5

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

Month	Nifty 50		FOURTHDIM	
	High	Low	High	Low
March 2017	9218.4	8860.1	104.5	60.8
February 2017	8982.15	8537.5	196.8	83.1
January 2017	8212	8133.8	205	176
December 2016	8274.95	7893.8	187	111
November 2016	8669.6	7916.4	164	94.5
October 2016	8806.95	8506.15	168.7	123
September 2016	8968.7	8555.2	169.4	119.7
August 2016	8819.2	8518.15	138	68
July 2016	8674.7	8287.55	75.6	61
June 2016	8308.15	7927.05	73.2	64.1
May 2016	8213.6	7678.35	81.5	51.05
April 2016	7992	7516.85	99.3	69.5





xii	Registrar and Share Transfer Agent	<b>Bigshare Services Pvt. Ltd.</b> Registrar and Share Transfer Agent 1st Floor, Bharat Tin Works Building, Opp. Vasant Oasis Apartments, (Next to Keys Hotel), Marol Maroshi Road, Andheri (E), Mumbai - 400 059.
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, 2017	:

DISTRIBUTION OF HOLDING	Shareholders		% of Shareholding	
	Shareholding of Nominal (Rs.)	Number	% to total	Share Amount (Rs.)
1- 5000	1	0.26	4390	0.01
5001 - 10000	3	0.78	24000	0.01
10001 - 20000	12	3.13	236540	0.11
20001 - 30000	3	0.78	83000	0.04
30001 - 40000	128	33.33	5115610	2.35
40001 – 50000	1	0.26	47360	0.02
50001 - 100000	122	31.77	9641100	4.42
100001 – above	114	29.69	202688000	93.04
Total	384	100	21784000	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	15996800	73.43
Indian Public & others	4079729	18.73
Mutual Fund	0	0
Corporate Bodies	1703471	7.82
Banks, Financial Institutions	0	0
Foreign Institutional Investors	0	0
NRI's/OCBs/Foreign Nationals/FC/QFI	4000	0.02
Total	21784000	100.00

xvi	Dematerialization of shares and liquidity	:	During the year under review, 100% shares of the Company are dematerialized
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: L72900DL2011PLC221111
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.
(b)	Disclosure of non-compliance	:	There were one instance where advisory is issued on bonus issue related matter in the financial year 2016-17 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: • 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](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](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](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](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 Company's website and the web link for the same is [http://fdsindia.co.in/beta/docs/Regulation\\_8\(Annexure%20I\).pdf](http://fdsindia.co.in/beta/docs/Regulation_8(Annexure%20I).pdf)

(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 2016-17

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, 2017 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: 19.08.2017

## 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, 2017, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015.

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: 30.05.2017



## 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. Mahesh Rajdev (CFO)	NA
Mr. Deepak Kumar Kaushal (CS & Compliance Officer)	NA

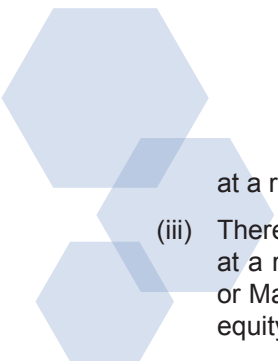
- (iii) The number of permanent employees on the rolls of company: 2174
- (iv) The key parameters for any variable component of remuneration availed by the directors:  
There is no variable component in the remuneration of Directors and other KMPs
- (v) Affirmation that the remuneration is as per the remuneration policy of the company  
It is affirmed that the remuneration is as per the remuneration policy of the company

### 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:

	EMP NAME	DOJ	DESIGNATION	Salary PA
1.	Nilanjan Mukherjee	16 Jul 2014	Sr. Vice President	22,39,916
2.	Ajay Purohit	30 Jul 2014	Sr. Vice President	21,64,800
3.	Pankaj Mittal	01 Apr 2015	COO	21,60,000
4.	Rajendra Pandey	01 Oct 2016	Sr. Vice President	20,42,928
5.	Mahesh Rajdev	05 Nov 2015	CFO	15,63,747
6.	Bharat Dhamija	20 Jun 2015	Asst. Vice President	15,00,000
7.	Rajesh Tiku	15 Jul 2015	Asst. Vice President	14,93,694
8.	Vaibhav Chandhiok	22 Jun 2015	General Manager	13,01,818
9.	Aman Bhatia	12 Jan 2015	General Manager	12,72,351
10	Pranay Sharma	12 May 2016	Vice President	12,08,183

- (a) There was no employee employed throughout the year, who was in receipt of remuneration, in aggregate, more than One Crore Two Lakh 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.





## **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, art, culture and rural development project.

Fourth Dimension Solutions Limited joining hands with PECT, a NGO "Presidium Educational & Charitable Trust" (PECT) registered Trust under the Trust Act, 1882 vide Registration No. 56 and is established on 16th January, 2012. Your Company is supporting the Projects "Education for All" of PECT on promoting education, art and culture and rural development projects. PECT through its project "Education for All" is constructing building and providing better infra for the education of children in Gurgoan, Haryana and Ghaziabad U.P. for better and advance education. The project "Education for All" of PECT has a total outlay budget of Rs. 30 Crores and the total spent on this project by PECT during this financial year is Rs. 11.50 Crores and the Cumulative Expenditure up to the reporting period is Rs. 15 Crores.

### **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 Non-Executive Director and MD. The members of the CSR committee are :

Mrs. Namita Mukherjee  
Chairperson

Mr. Amalendu Mukherjee - Member

Mr. Prashant Kumar Gupta - Member

### **OUR OBJECTIVES**

Our broad objectives as stated in our CSR policy includes :

- a) To formulate and to recommend to the Board, a corporate social responsibility policy which shall indicate the activities to be undertaken by our Company as specified in Scheduled VII;
- b) Recommend the amount of expenditure to be incurred on the activities referred to in clause (a)
- c) Monitor the Corporate Social Responsibility policy of our Company from time to time.

### **FOCUS AREAS**

- Promoting education, art and culture and rural development 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. 36,50,000/- towards CSR activities, The requirement of fund on Project "Education for All" of PECT is in phase manner and during the year under review, the Company had contributed Rs. 20,00,000/- on Project "Education for All" under 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. 20,00,000/-. The remaining amount will be spent in the next year.

SN	Particulars	Amount (In Rs.)
1	Average net profit of the Company for last three financial years	170,300,377
2	Prescribed CSR expenditure (2% of the average net profit as computed above)	3,650,000
3	Details of CSR expenditure during the financial year	
	Total amount to be spent for the financial year	2,000,000
	Amount spent	2,000,000
	Amount unspent (Refer to the paragraph above for details)	1,650,000

CSR Project/ Activity/ Beneficiary	Theme as per our CSR Policy	Sector cov- ered within Schedule VII	Location of the Project/ Program	Amount out- lay (Budget)	Amount Spent on the Project or Programs	Cumulative Expenditure upto the reporting period	Amount spent direct/ implement- ing agency
Presidium Ed- ucation Char- itable Trust (PECT) are constructing building for the education of children	"Education of All"	promoting education, art and culture and rural development projects	Gurgaon, Haryana & Ghaziabad, U. P.	3,650,000/-	2,000,000/-	2,000,000/-	PECT

### 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: 19.08.2017

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 Standalone Ind AS Financial Statements**

We have audited the standalone Ind AS financial statements of FOURTH DIMENSION SOLUTIONS LIMITED ("the company"), which comprise the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss (including other comprehensive income), the statement of cash flows and the statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information attached herewith (herein after referred to as "standalone Ind AS financial statements").

### **Management's Responsibility for the Financial Statements**

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone Ind AS financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and statement of changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with relevant rules issued thereunder.

This responsibility also includes 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 adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone Ind AS 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 Ind AS 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 there under.

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 standalone Ind AS 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 standalone Ind AS 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 standalone Ind AS 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 the Company's Directors, as well as evaluating the overall presentation of the standalone Ind AS 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 Ind AS financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone Ind AS 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 including the Ind AS, of the financial position of the Company as at 31 March 2017, and its financial performance including other comprehensive income, its cash flows and changes in equity 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 including other comprehensive income Cash Flow Statement, statement of changes in equity 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 standalone Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder;
  - (g) on the basis of written representations received from the directors as on 31st March 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017, 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 31 March 2017, the company is not been 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 31 March 2017 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 laws as applicable which may result into the subsequent changes in the account balances during the financial year 2017-18 as against the balances appearing in Company's books as on 31.03.2017, although such balances are 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 to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 in our opinion and to the 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 31 March 2017.
  - 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;
  - iv. the Company has provided requisite disclosures in its standalone Ind AS financial statements as to holdings as well as dealings in Specified Bank Notes during the period 08 November, 2016 to 30 December 2016 and these are in accordance with the books of accounts maintained by the Company.

**FOR SAIN KANWAR & ASSOCIATES**

Chartered Accountants  
Firm Reg. No. 018023N

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

Place: New Delhi  
Dated:29.05.2017

## 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 31 March, 2017)

### 1. In respect of its fixed assets:

- (a) The fixed assets records of the Company have been updated as on 31.03.2017 based on partial physical verification. Therefore the Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets in respect of assets physically verified. However fixed Assets records are not updated for adjustments, if any in respect of assets not physically verified.
- (b) As explained to us, Certain fixed assets have been physically verified by the Company management during the year in a phased manner, in our opinion the Company needs to strengthen its process for conducting physical verification of Fixed assets at reasonable intervals.
- (c) According to the information and explanations given to us and on the basis of our examination of the records of the company, the title deeds of immovable properties are held in the name of the company.

### 2. In respect of its inventories:

As explained to us, the inventories except goods in transit and stocks lying with third parties have been physically verified by the management at regular intervals during the period. In our opinion, the frequency of such verification needs to be enhanced.

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 income tax, service tax, provident fund, wealth tax, duty of customs, cess and other material statutory dues were in arrears as at 31st March 2017 for a period of more than six months from the date they became payable except the following statutory dues:

Particulars	Amount (Rs)
Tax Deducted at Source	6,13,088.00
Professional Tax	50,100.00





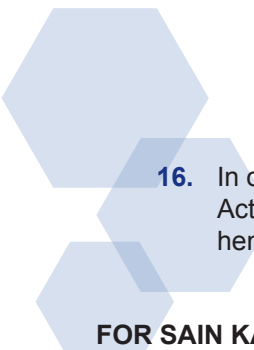
However out of Rs.613,088.00 Tax Deducted at Source, sum of Rs.1,77,238.00 was paid before the date of signing of auditor's report.

- (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
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
Income Tax Act, 1961	Tax Deducted at Source including interest	12,27,037.57	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 issued Bonus Shares of Rs. 1089.20 lakh (10892000 Equity Shares of the face value Rs.10/- each), by utilizing share premium amount and other free Reserves.
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. Based upon the audit procedures performed and the information and explanations given by the management, the Company has not entered into transactions with the related parties in accordance with sections 177 and 188 of the Companies Act, 2013. Accordingly the provisions of clauses 3 (xiii) of the Order are not applicable to the Company and hence not commented upon.
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:29.05.2017



## **“Annexure B” to the Independent Auditor’s Report of even date on the Standalone Ind AS 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 2017 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 2017, 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:29.05.2017



## BALANCE SHEET AS AT MARCH 31, 2017

Amount in Rs.

Particulars	Note No.	AS AT MARCH 31, 2017	AS AT MARCH 31, 2016
<b>I. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Property, Plant and Equipment	1 (a)	129,447,426	117,405,760
(b) Capital Work-in-Progress		-	27,996,103
(c) Investment Property		-	-
(d) Goodwill		-	-
(e) Other Intangible Assets		-	-
(f) Biological Assets Other Than Bearer Plants		-	-
(g) Financial Assets			
(i) Investments	1 (b)	51,498,756	12,498,756
(ii) Trade Receivables	1 (c)	225,395,944	316,360,720
(iii) Loans	1 (d)	73,233,351	90,340,519
(iv) Others -Bank Deposits	1 (e)	81,981,694	251,824,270
(h) Deferred Tax Assets (Net)	1 (f)	24,909,259	11,054,096
(i) Other Non-Current Assets	1 (g)	24,265,178	4,568,073
<b>Sub Total - Non current assets</b>		<b>610,731,608</b>	<b>832,048,297</b>
<b>(2) Current assets</b>			
(a) Inventories	2 (a)	2,245,750,807	1,848,290,477
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade Receivables	2 (b)	3,066,536,093	3,240,176,679
(iii) Cash and Cash Equivalents	2 (c)	39,568,968	416,584,599
(iv) Bank balances other than (iii) above		-	-
(v) Loans		-	-
(vi) Other -Bank Deposits	2 (d)	66,509,941	116,618,381
(c) Current Tax Assets (Net)		-	-
(d) Other Current Assets	2 (e)	210,527,460	856,914,314
<b>Sub Total - Current assets</b>		<b>5,628,893,269</b>	<b>6,478,584,450</b>
<b>TOTAL ASSETS</b>		<b>6,239,624,878</b>	<b>7,310,632,747</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity Share capital	3 (a)	217,840,000	108,920,000
(b) Other Equity	3 (b)	463,495,295	352,892,781
<b>Sub Total - Total Equity</b>		<b>681,335,295</b>	<b>461,812,781</b>
<b>(2) Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	4 (a)	4,504,429	3,379,620
(ii) Trade Payables	4 (b)	160,480,824	144,150,405
(iii) Other Financial Liabilities (other than those specified in item (b), to be specified)			

## BALANCE SHEET AS AT MARCH 31, 2017

(b) Provisions	4 (c)	8,882,968	1,711,861
(c) Deferred Tax Liabilities (Net)		-	-
(d) Other Non-Current Liabilities	4 (d)	2,579,487,940	241,576,466
<b>Sub Total - Non current liabilities</b>		<b>2,753,356,161</b>	<b>390,818,352</b>
<b>(3) Current liabilities</b>			
<b>(a) Financial Liabilities</b>			
(i) Borrowings	5 (a)	45,318,637	30,036,983
(ii) Trade Payables	5 (b)	2,074,494,805	2,906,302,162
(iii) Other Financial Liabilities (other than those specified in item (c))	5 (c)	417,160,639	197,724,581
(b) Other Current Liabilities	5 (d)	171,290,147	3,311,767,771
(c) Provisions	5 (e)	18,732,806	7,625,496
(d) Current Tax Liabilities (Net)	5 (f)	77,936,387	4,544,621
<b>Sub Total - Current liabilities</b>		<b>2,804,933,422</b>	<b>6,458,001,614</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>6,239,624,878</b>	<b>7,310,632,747</b>

## NOTES TO ACCOUNTS

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 29, 2017

**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. 8722

Sd/-  
**Namita Mukherjee**  
Whole Time Director  
DIN: 06561265

Sd/-  
**Mahesh Rajdev**  
Chief Financial Officer



## CASH FLOW STATEMENT FOR THE PERIOD ENDED ON MARCH 31, 2017

Particulars	Amount in Rs.	
	AS AT MARCH 31, 2017	AS AT MARCH 31, 2016
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net profit/(loss) before extra ordinary items & taxes	37,89,51,064	30,78,04,245
<b>Adjustment for:</b>		
Depreciation	2,78,53,037	3,70,18,009
Exceptional & Prior Period Items	2,30,87,886	-
<b>Operating Profit before working capital changes</b>	<b>38,37,16,216</b>	<b>34,48,22,254</b>
<b>Adjustment for:</b>		
<b>Non-Current Assets:-</b>		
Trade Receivables	9,09,64,776	(43,28,28,659)
Loans & Advances	1,71,07,168	(4,42,79,016)
Other Bank Deposits	16,98,42,576	(23,71,68,007)
Other Currents Assets	(1,96,97,105)	-
<b>Current Assets:-</b>		
Inventories	(39,74,60,330)	(77,95,67,798)
Trade Receivables	17,36,40,586	(2,51,31,75,887)
Loans & Advances	-	-
Other Bank Deposits	5,01,08,440	17876375
Other Currents Assets	64,63,86,854	(51,68,36,938)
<b>Non-Current Liabilities:-</b>		
Trade Payable	1,63,30,419	-
Provisions	71,71,107	-
Other Liabilities	2,33,79,11,474	-
Other Financial Liabilities	-	-
<b>Current Liabilities:-</b>		
Trade Payable	(83,18,07,357)	1,42,83,30,979
Provisions	1,11,07,310	2,65,23,81,399
Other Liabilities	(3,14,04,77,624)	23,80,376
Other Financial Liabilities	21,94,36,058	-
Current Tax Liabilities	7,33,91,766	-
<b>Cash generated from Operations</b>	<b>(19,23,27,665)</b>	<b>(7,80,64,922)</b>
Income Tax Paid	15,01,59,321	11,83,43,955
<b>Net cash from Operating Activities (A)</b>	<b>(34,24,86,986)</b>	<b>(19,64,08,877)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchases of Property , Plant & Equipment	(1,19,35,107)	(2,40,14,493)
Work In Progress	-	(1,27,41,265)
Investment in Subsidiary Co.	(3,90,00,000)	-

## CASH FLOW STATEMENT FOR THE PERIOD ENDED ON MARCH 31, 2017

<b>Net Cash Flow from Investing Activities (B)</b>	<b>(5,09,35,107)</b>	<b>(3,67,55,758)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
(i) Increase in Equity Share Capital including Share Premium	-	8,67,60,000
(ii) Increase/(decrease) in Non-Current Borrowing	11,24,809	(48,57,795)
(iii) Increase/(Decrease) in Current Borrowing	1,52,81,654	3,00,36,983
<b>Net Cash Flow from Financing Activities (C)</b>	<b>1,64,06,462</b>	<b>11,19,39,187</b>
Net Increase in cash and cash equivalents (A) + (B) + (C)	(37,70,15,631)	(12,12,25,447)
Cash and cash equivalents - Opening	41,65,84,599	53,78,10,046
Cash and cash equivalents - Closing	3,95,68,968	41,65,84,599
	<b>(37,70,15,631)</b>	<b>(12,12,25,447)</b>

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 29, 2017

**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. 8722

Sd/-  
**Namita Mukherjee**  
Whole Time Director  
DIN: 06561265

Sd/-  
**Mahesh Rajdev**  
Chief Financial Officer





## STATEMENT FOR PROFIT & LOSS A/C FOR THE PERIOD ENDED ON MARCH 31, 2017

		Amount in Rs.		
Sr. No	Particulars	Note No.	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
I	Revenue from operations	1	14,90,85,12,055	14,01,53,55,983
II	Other Income	2	2,65,55,341	2,44,71,718
<b>III</b>	<b>Total Revenue (I +II)</b>		<b>14,93,50,67,396</b>	<b>14,03,98,27,701</b>
<b>IV</b>	Expenses:			
	Cost of materials consumed	3	14,06,36,12,266	13,83,50,15,608
	Purchases of Stock-in-Trade		-	-
	Changes in inventories of finished goods	4	(39,51,41,640)	(77,95,67,798)
	Employee Benefit Expense	5	57,17,82,108	19,84,28,370
	Financial Costs	6	5,36,93,907	23,53,53,523
	Depreciation and Amortization Expense	7	2,78,53,037	3,70,18,009
	Other Administrative Expenses	8	23,43,16,653	20,57,75,744
	<b>Total Expenses (IV)</b>		<b>14,55,61,16,332</b>	<b>13,73,20,23,456</b>
<b>V</b>	<b>Profit / (Loss) before Exceptional and Prior period items &amp; tax (III-IV)</b>		37,89,51,064	30,78,04,245
<b>VI</b>	Exceptional & Prior Period Items		2,30,87,886	-
<b>VII</b>	<b>Profit / (Loss) before tax (V-VI)</b>		35,58,63,179	30,78,04,245
<b>VIII</b>	Tax expense:			
	(1) Current tax		14,24,10,535	11,83,43,955
	(2) Previous Year tax		77,48,786	-
	(3) Deferred tax		(1,38,55,163)	(1,13,06,334)
<b>IX</b>	<b>Profit for the period from continuing operations (VII-VIII)</b>		21,95,59,021	20,07,66,624
<b>X</b>	Profit / Loss from discontinued operations		-	-
<b>XI</b>	Tax Expense of discontinued operations		-	-
<b>XII</b>	Profit / Loss from discontinued operations (after tax) (X-XI)		-	-
<b>XIII</b>	<b>Profit/(Loss) for the period (IX + XII)</b>		<b>21,95,59,021</b>	<b>20,07,66,624</b>
<b>XIV</b>	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	B (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
<b>XV</b>	<b>Total Comprehensive Income for the period (XIII+X-IV) (Comprising Profit (Loss) and Other Comprehensive Income for the period)</b>		21,95,59,021	20,07,66,624
	Earnings per equity share (for continuing operation):			
	(1) Basic		10.08	10.30

## STATEMENT FOR PROFIT & LOSS A/C FOR THE PERIOD ENDED ON MARCH 31, 2017

(2) Diluted	10.08	10.30
Earnings per equity share (for discontinued operation):		
(1) Basic	-	-
(2) Diluted	-	-
Earnings per equity share (for discontinued & continuing operations)		
(1) Basic	10.08	10.30
(2) Diluted	10.08	10.30

### NOTES TO ACCOUNTS

Notes referred to above and notes attached there to form an integral part of Financial Results

As per our Report of even date attached

**For Sain Kanwar & Associates**  
**Chartered Accountants**

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

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

Sd/-  
**Amalendu Mukherjee**  
Managing Director  
DIN: 03544485

Sd/-  
**Namita Mukherjee**  
Whole Time Director  
DIN: 06561265

Sd/-  
**Deepak Kaushal**  
Company Secretary  
M.No. 8722

Sd/-  
**Mahesh Rajdev**  
Chief Financial Officer

Place: New Delhi  
Dated: May 29, 2017

## NOTES FORMING PART OF THE STANDALONE STATEMENT OF ASSETS & LIABILITIES AS ON 31.03.2017

### (I) ASSETS

#### (1) NON CURRENT ASSETS

##### Note : 1(a) Property, Plant & Equipment

Tangible Assets	Amount in Rs.									
	Land & Building*	Furniture & Fixtures	Office Equipments	Vehicles	Computers & Peripherals	Plant & Machinery	Total	Intangible Assets	Grand Total	
<b>Cost</b>										
as at 1st April, 2015	3,16,61,500	58,89,014	85,38,385	83,43,751	2,75,95,859	6,61,49,122	14,81,77,631	-	14,81,77,631	
Additions	-	2,45,801	81,04,959	4,80,234	75,84,499	75,99,000	2,40,14,493	-	2,40,14,493	
Disposals	-	-	-	-	-	-	-	-	-	
<b>as at 31st March, 2016</b>	3,16,61,500	61,34,815	1,66,43,344	88,23,985	3,51,80,358	7,37,48,122	17,21,92,124	-	17,21,92,124	
Additions	3,03,67,491	3,60,755	14,09,219	56,49,800	16,38,911	5,16,600	3,99,42,776	-	3,99,42,776	
Disposals	-	-	-	-	7,30,142	-	7,30,142	-	7,30,142	
<b>as at 31st March, 2017</b>	62,028,991	6,495,570	18,052,563	14,473,785	36,089,127	74,264,722	211,404,758	-	211,404,758	
<b>as at 1st April, 2015</b>	-	5,63,094	27,90,009	21,85,775	43,86,254	78,43,223	1,77,68,355	-	1,77,68,355	
Charge for the Year	-	14,04,806	50,61,730	20,42,514	1,66,60,848	1,18,48,110	3,70,18,009	-	3,70,18,009	
Disposals	-	-	-	-	-	-	-	-	-	
<b>as at 31st March, 2016</b>	-	19,67,900	78,51,739	42,28,289	2,10,47,102	1,96,91,333	5,47,86,364	-	5,47,86,364	
Charge for the Year	-	11,04,126	53,88,104	20,01,605	94,64,017	98,95,184	2,78,53,037	-	2,78,53,037	
Disposals	-	-	-	-	6,82,069	-	6,82,069	-	6,82,069	
<b>as at 31st March, 2017</b>	-	30,72,026	1,32,39,843	62,29,894	2,98,29,050	2,95,86,517	8,19,57,332	-	8,19,57,332	
<b>Net Block</b>										
as at 31st March, 2016	3,16,61,500	41,66,915	87,91,605	45,95,696	1,41,33,256	5,40,56,789	11,74,05,760	-	11,74,05,760	
as at 31st March, 2017	6,20,28,991	34,23,544	48,12,720	82,43,891	62,60,077	4,46,78,205	12,94,47,426	-	12,94,47,426	

\* Note:- Depreciation on Land & Building is not provided, as the Building is used for the purpose of Residence of Mr. Amalendu Mukherjee, M.D. of the Company

## NOTES FORMING PART OF THE STANDALONE STATEMENT OF ASSETS & LIABILITIES AS ON 31.03.2017

### NOTE : 1(B) INVESTMENTS

Sr. No	Particulars	Amount in Rs.	
		01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	<b>Investment in Equity Instrument</b>		
a)	Investment in 100% Subsidiary - Thumbspeed Tech Solutions Private Limited (10000 Equity Shares )	1,24,98,756	1,24,98,756
b)	Investment in 100% Subsidiary - Enpocket IT Services (India) Private Limited (10000 Equity Shares )	3,90,00,000	-
	<b>Total</b>	<b>5,14,98,756</b>	<b>1,24,98,756</b>

### NOTE : 1(C) TRADE RECEIVABLES

Sr. No	Particulars	Amount in Rs.	
		01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
a)	Secured, Considered Good	-	-
b)	Unsecured, Considered Good :	22,53,95,944	31,63,60,720
c)	Doubtful	-	-
	<b>Total</b>	<b>22,53,95,944</b>	<b>31,63,60,720</b>

### NOTE : 1(D) LOANS

Sr. No	Particulars	Amount in Rs.	
		01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
a)	<b>Security Deposit</b>		
	Secured, Considered Good :		
	Earnest Money Deposit	6,09,91,065	7,23,57,139
	Other Deposits	1,22,42,286	1,79,83,380
	<b>Total</b>	<b>7,32,33,351</b>	<b>9,03,40,519</b>

### NOTE : 1(E) OTHERS - BANK DEPOSITS

Sr. No	Particulars	Amount in Rs.	
		01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
a)	Bank Deposits with more than 12 months maturity	8,19,81,694	25,18,24,270
	<b>Total</b>	<b>8,19,81,694</b>	<b>25,18,24,270</b>



## NOTES FORMING PART OF THE STANDALONE STATEMENT OF ASSETS & LIABILITIES AS ON 31.03.2017

### NOTE: 1(F) DEFERRED TAX (ASSET) / LIABILITY

		Amount in Rs.	
Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Deferred tax liability:		
	Opening Balance	(1,10,54,096)	2,52,238
a)	On account of depreciation on fixed assets	-	-
	<b>Sub total (1)</b>	<b>(1,10,54,096)</b>	<b>2,52,238</b>
2	Deferred tax asset:		
a)	On account of disallowance/ adjustments under Income Tax Act, 1961	56,24,553	52,31,780
b)	On account of Provision for Gratuity & Leave Encashment	57,54,763	26,39,032
c)	On account of depreciation on fixed assets	24,75,847	34,35,522
	<b>Sub total (2)</b>	<b>1,38,55,163</b>	<b>1,13,06,334</b>
	<b>Net Deferred tax (Asset) / Liability (1-2)</b>	<b>(2,49,09,259)</b>	<b>(1,10,54,096)</b>

### NOTE : 1(G) OTHER NON-CURRENT ASSETS

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Income Tax Refund Due (A.Y. 2013-14)	28,52,824	28,52,824
2	Other non-current assets	17,15,249	17,15,249
3	Advance to Suppliers	1,96,97,105	-
	<b>Total</b>	<b>2,42,65,178</b>	<b>45,68,073</b>

### (2) CURRENT ASSETS

#### NOTE : 2(A) INVENTORIES

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Finished Goods	2,24,34,32,117	1,84,74,90,677
2	Quoted Equity Shares	-	7,99,800
3	Goods in Transit	23,18,690	-
	<b>Total</b>	<b>2,24,57,50,807</b>	<b>1,84,82,90,477</b>

## NOTES FORMING PART OF THE STANDALONE STATEMENT OF ASSETS & LIABILITIES AS ON 31.03.2017

### NOTE : 2(B) TRADE RECEIVABLES

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
a)	Secured, Considered Good :	-	-
b)	Unsecured, Considered Good :	3,06,65,36,094	3,24,01,76,679
c)	Doubtful	-	-
	<b>Total</b>	<b>3,06,65,36,094</b>	<b>3,24,01,76,679</b>

### NOTE : 2(C) CASH & CASH EQUIVALENT

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Cash-in-Hand	3,31,422	3,58,660
2	Bank Balance	3,69,15,546	40,38,20,610
3	Cheques in Hand	23,22,000	1,24,05,329
	<b>Total</b>	<b>3,95,68,968</b>	<b>41,65,84,599</b>

### NOTE : 2(D) OTHERS - BANK DEPOSITS

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Bank Deposits with less than 12 months maturity	6,65,09,941	11,66,18,381
	<b>Total</b>	<b>6,65,09,941</b>	<b>11,66,18,381</b>

### NOTE : 2(E) OTHER CURRENT ASSETS

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Advance to Suppliers	17,02,94,595	75,03,40,077
2	Staff Imprest (Net)	77,658	1,49,711
3	Balance With Revenue Authorities ( Sales Tax)	-	2,19,61,642
4	Others Advances / Retention Assets	57,07,443	3,80,896
5	TDS to amount to be recovered from FI	4,08,348	1,01,009
6	Advance for property	2,15,37,764	63,53,764
7	Prepaid Expenses	10,40,996	7,76,27,215
8	Cenvat Credit Receivable	24,37,556	-
9	Balance with Subsidiaries	90,23,101	-
	<b>Total</b>	<b>21,05,27,460</b>	<b>85,69,14,314</b>



## NOTES FORMING PART OF THE STANDALONE STATEMENT OF ASSETS & LIABILITIES AS ON 31.03.2017

### II. EQUITY AND LIABILITIES

#### (3) EQUITY

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
<b>1</b>	<b>AUTHORIZED CAPITAL</b>		
	300,00,000 Equity Shares of Rs. 10/- each. (Previous Year 250,00,000 Equity Shares of Rs. 10/-Each)	30,00,00,000	25,00,00,000
		<u>30,00,00,000</u>	<u>25,00,00,000</u>
<b>2</b>	<b>ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</b>		
	21,784,000 Equity Shares of Rs.10/- each fully Paid Up (Previous Year 108,92,000 Equity Shares of Rs. 10/-Each)	21,78,40,000	10,89,20,000
	<b>Total</b>	<u><b>21,78,40,000</b></u>	<u><b>10,89,20,000</b></u>

#### (i) Reconciliation of Shares

At the beginning of the reporting period	1,08,92,000	20,00,000
Issued during the reporting period	1,08,92,000	88,92,000
Bought back during the reporting period	-	-
At the close of the reporting period	<u>2,17,84,000</u>	<u>1,08,92,000</u>

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

Class of shares / Name of shareholder	As at 31 March, 2017		As at 31 March, 2016	
	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	<u>1,59,56,000</u>	73.25	<u>79,78,000</u>	73.25

#### (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.	Aggregate number and class of shares allotted as fully paid up by way of bonus shares	10892000 Equity shares of Rs.10/- each in the ratio of 1:1 were allotted as bonus issue in the month of February 2017
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	-
e.	Terms of any securities convertible into equity shares issued along with the earliest date of conversion in descending order starting with the farthest such date	-
f.	Calls unpaid (showings aggregate value of calls unpaid by Directors and Officers)	-
g.	Forfeited shares (amount originally paid up)	-



## NOTES FORMING PART OF THE STANDALONE STATEMENT OF ASSETS & LIABILITIES AS ON 31.03.2017

### Note 3(b) Other Equity

	Share ap- plication money pending allotment	Equity compo- nent of com- pound financial instru- ments	Reserve and Surplus			Debt instru- ments through Other Compre- hensive Income	Equity Instru- ments through Other Compre- hensive Income	Effective portion of cash Flow Hedges	Reval- uation Surplus	Ex- change differ- ences on translat- ing the financial state- ments of a foreign opera- tion	Other items of Other Compre- hensive Income (specify nature)	Money received against share warrants	Total
			Capital Reserve	Securities Premium Reserve	Other Re- serves (specify Nature)								
Balance at the beginning of the reporting period	-	-	7,78,40,000.00	-	27,50,52,781.00	-	-	-	-	-	-	-	35,28,92,781.00
Changes in ac- counting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	7,78,40,000.00	-	27,50,52,781.00	-	-	-	-	-	-	-	35,28,92,781.00
Total Compre- hensive Income for the year	-	-	-	-	21,95,59,020.55	-	-	-	-	-	-	-	21,95,59,020.55
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to re- tained earnings	-	-	-	-	21,95,59,020.55	-	-	-	-	-	-	-	21,95,59,020.55
Any other change (to be specified)	-	-	7,78,40,000.00	-	3,11,16,507.0	-	-	-	-	-	-	-	10,89,56,507.0
Balance at the end of the re- porting period	-	-	-	-	46,34,95,294.55	-	-	-	-	-	-	-	46,34,95,294.55



## NOTES FORMING PART OF THE STANDALONE STATEMENT OF ASSETS & LIABILITIES AS ON 31.03.2017

### (4) NON CURRENT LIABILITIES

#### NOTE : 4(A) BORROWINGS

Sr. No	Particulars	Amount in Rs.	
		01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Term Loans from Banks - Secured		
a)	Loan against Hyp of cars	45,04,429	11,81,694
b)	Loans against FDRs	-	21,97,926
	<b>Total</b>	<b>45,04,429</b>	<b>33,79,620</b>

#### NOTE : 4(B) TRADE PAYABLES

Sr. No	Particulars	Amount in Rs.	
		01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
a)	Secured, Considered Good	-	-
b)	Unsecured, Considered Good :	16,04,80,825	14,41,50,405
c)	Doubtful	-	-
	<b>Total</b>	<b>16,04,80,825</b>	<b>14,41,50,405</b>

#### NOTE : 4(C) PROVISIONS

Sr. No	Particulars	Amount in Rs.	
		01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Provision for Gratuity	47,03,404	10,61,334
2	Provision for Leave Encashment	41,79,564	6,50,527
	<b>Total</b>	<b>88,82,968</b>	<b>17,11,861</b>

#### NOTE : 4(D) OTHER NON-CURRENT LIABILITIES

Sr. No	Particulars	Amount in Rs.	
		01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Advances from Customers	2,57,94,87,940	24,15,76,466
	<b>Total</b>	<b>2,57,94,87,940</b>	<b>24,15,76,466</b>

## NOTES FORMING PART OF THE STANDALONE STATEMENT OF ASSETS & LIABILITIES AS ON 31.03.2017

### (5) CURRENT LIABILITIES

#### NOTE : 5 (A) BORROWINGS

		Amount in Rs.	
Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Loans repayable on demand - Unsecured		
a)	From Banks	1,26,28,581	1,08,06,599
b)	From Financial Institutions	3,26,90,057	1,80,25,384
c)	From Other Parties	-	12,05,000
	<b>Total</b>	<b>4,53,18,637</b>	<b>3,00,36,983</b>

#### NOTE : 5 (B) TRADE PAYABLES

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
a)	Secured, Considered Good	-	-
b)	Unsecured, Considered Good :	2,07,44,94,805	2,90,63,02,162
c)	Doubtful	-	-
	<b>Total</b>	<b>2,07,44,94,805</b>	<b>2,90,63,02,162</b>

#### NOTE : 5 (C) OTHER FINANCIAL LIABILITIES

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
<b>1</b>	<b>Statutory Dues</b>		
a)	Service Tax Payable	39,26,572	54,54,509
b)	Vat / Cst Payable	9,88,08,279	1,83,01,080
c)	TDS Payable	2,57,16,257	1,32,41,803
d)	Employee Insurance Payable	35,08,744	13,19,614
e)	Employee Providend Fund Payable	1,16,15,608	48,15,916
f)	Labour Welfare Fund	8,300	2,969
g)	Professional Tax Payable	2,02,718	-
	<b>Sub total (1)</b>	<b>14,37,86,478</b>	<b>4,31,35,891</b>
<b>2</b>	<b>Other Payables</b>		
a)	Security Payable	1,11,96,101	64,64,596
b)	Salary Payable	4,19,91,159	2,64,01,786
c)	Expenses Payable	5,75,267	1,27,58,258
d)	Audit Fee Payable	12,60,000	10,45,000
e)	Car Loan Instalment payable with in one year	12,62,165	8,66,142
f)	Other Payables	20,95,94,700	10,70,52,908
g)	Bonus Payable	55,88,850	-
h)	Conveyance Payable	19,05,919	-
	<b>Sub total (2)</b>	<b>27,33,74,161</b>	<b>15,45,88,690</b>
	<b>Total (1) + (2)</b>	<b>41,71,60,639</b>	<b>19,77,24,581</b>



## NOTES FORMING PART OF THE STANDALONE STATEMENT OF ASSETS & LIABILITIES AS ON 31.03.2017

### NOTE : 5 (D) OTHER CURRENT LIABILITIES

Sr. No	Particulars	Amount in Rs.	
		01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Advances from Customers	17,12,90,147	3,31,17,67,771
<b>Total (1) + (2)</b>		<b>17,12,90,147</b>	<b>3,31,17,67,771</b>

### NOTE : 5(E) PROVISIONS

Sr. No	Particulars	Amount in Rs.	
		01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Provision for Gratuity	89,84,165	36,42,070
2	Provision for Leave Encashment	80,98,641	39,83,426
3	Provision for Corporate Social Responsibility	16,50,000	-
<b>Total (1) + (2)</b>		<b>1,87,32,806</b>	<b>76,25,496</b>

### NOTE : 5(F) CURRENT TAX LIABILITIES

Sr. No	Particulars	Amount in Rs.	
		01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Provision for Income Tax	7,79,36,387	45,44,621
<b>Total</b>		<b>7,79,36,387</b>	<b>45,44,621</b>

## NOTES FORMING PART OF THE STANDALONE STATEMENT OF ASSETS & LIABILITIES AS ON 31.03.2017

### NOTE : 1 REVENUE FROM OPERATIONS

Amount in Rs.

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
<b>1</b>	<b>Sale of I.T. &amp; Related Products</b>		
	Gross Sales (Including Excise Duty)	13,32,95,46,215	13,25,63,98,997
	Less : Sales Returns	(46,55,000)	(1,39,85,24,806)
		<u>13,32,48,91,215</u>	<u>11,85,78,74,191</u>
<b>2</b>	<b>Sale of Services</b>		
	Receipts from services rendered (Gross)	1,60,20,28,090	2,19,49,20,962
	Less:-Service Receipts Cancelled	(1,85,57,250)	(3,87,09,170)
		<u>1,58,34,70,840</u>	<u>2,15,62,11,792</u>
<b>3</b>	<b>Other Operating revenues</b>		
	a) UID Kit rent	1,50,000	1,00,000
	b) Investment Stock Share	-	11,70,000
		<u>-</u>	<u>11,70,000</u>
	<b>Total</b>	<b><u>14,90,85,12,055</u></b>	<b><u>14,01,53,55,983</u></b>

### NOTE : 2 OTHER INCOME

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
<b>1</b>	<b>Other non-operating income</b>		
	a) Interest on FDR's & Others	2,05,89,407	1,98,77,866
	b) Discount/Misc. Income	59,65,934	45,93,852
		<u>2,65,55,341</u>	<u>2,44,71,718</u>
	<b>Total</b>	<b><u>2,65,55,341</u></b>	<b><u>2,44,71,718</u></b>

### NOTE : 3 COST OF MATERIAL CONSUMED

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
<b>1</b>	<b>Purchases</b>		
	a) Purchases of I.T. & related Products (Gross)	13,22,22,26,658	11,78,12,51,145
	Less:-Purchase Returns	(30,06,12,894)	(1,35,23,791)
	b) Merchant Import Purchases	21,76,05,888	21,68,70,320
	<b>Sub total (1)</b>	<b><u>13,13,92,19,652</u></b>	<b><u>11,98,45,97,674</u></b>
<b>2</b>	<b>Direct Expenses</b>		
	a) Custom Duty Paid	3,16,21,572	80,38,327
	b) Service Charge Expenses (Gross)	1,26,31,76,928	1,80,73,45,730
	Less:-Service Charges Cancelled	(40,21,57,623)	(1,01,97,431)
	c) Freight Inward	7,00,445	25,21,164
	d) Project Expenses	2,41,24,071	3,65,63,979
	e) Consumable Stores	63,99,835	61,46,164
	f) Custom Clearing Charges	5,27,386	-
	<b>Sub total (2)</b>	<b><u>92,43,92,614</u></b>	<b><u>1,85,04,17,934</u></b>
	<b>Total (1) + (2)</b>	<b><u>14,06,36,12,266</u></b>	<b><u>13,83,50,15,608</u></b>



## NOTES FORMING PART OF THE STANDALONE STATEMENT OF ASSETS & LIABILITIES AS ON 31.03.2017

### NOTE : 4 CHANGE IN INVENTORIES OF FINISHED GOODS

Amount in Rs.

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Opening Stock of Inventory	1,84,82,90,477	1,06,87,22,679
2	Closing Stock of Inventory	2,24,34,32,117	1,84,82,90,477
<b>Total</b>		<b>(39,51,41,640)</b>	<b>(77,95,67,798)</b>

### NOTE : 5 EMPLOYMENT BENEFIT EXPENSES

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Salaries , Bonus & Incentive	46,68,07,781	14,09,80,186
2	Director's Remuneration	3,00,00,000	3,00,00,000
3	Contribution to Provident and Other Funds	5,37,67,857	1,96,23,401
4	Provision for Gratuity	89,84,165	36,42,070
5	Provision for Leave Encashment	80,98,641	39,83,426
6	Labour Charges	1,33,375	-
7	Staff Welfare	39,90,289	1,99,287
<b>Total</b>		<b>57,17,82,108</b>	<b>19,84,28,370</b>

### NOTE : 6 FINANCIAL COST

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Interest on Cash Credit Facility	-	1,35,797
2	L.C. Issue Charges	11,715	66,949
3	Interest on Car loan	2,56,945	3,12,658
4	Interest on Loan Ag. FDR	84,084	21,95,876
5	Bank Charges	5,49,715	10,15,442
6	Processing Fee	9,59,252	7,43,723
7	Bank Guarantee Charges	-	34,65,447
8	Interest (Others)	42,51,340	22,10,169
9	Interest on Bill Discounted	-	22,52,07,462
11	Credit Card Interest & Charges	4,75,80,856	-
<b>Total</b>		<b>5,36,93,907</b>	<b>23,53,53,523</b>

### NOTE : 7 DEPRECIATION & AMORTISED EXPENSES

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Depreciation on Property, Plant & Equipment	2,78,53,037	3,70,18,009
<b>Total</b>		<b>2,78,53,037</b>	<b>3,70,18,009</b>

**NOTES FORMING PART OF THE  
STANDALONE STATEMENT OF ASSETS  
& LIABILITIES AS ON 31.03.2017**

**NOTE : 8 OTHER ADMINISTRATIVE EXPENSES**

Sr. No	Particulars	Amount in Rs.	
		01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Additional Vat Entry Taxes Paid	34,98,613	3,20,22,074
2	Advertisement Expenses	2,34,17,923	1,12,35,951
3	Auditor's Remuneration	12,00,000	10,00,000
4	Business Promotion Expenses	1,12,49,737	88,09,719
5	Commission & Brokerage	41,70,590	43,96,964
6	Computer Expenses	34,692	9,975
7	Corporate Social Responsibility Expenses	36,50,000	11,34,000
8	Director's Meeting Fee	2,70,000	2,10,000
9	Discount Allowed	-	1,65,64,791
10	Donation	50,000	4,21,000
11	Electricity & Fuel Expenses	31,42,831	21,69,905
12	Exchange Variation	18,04,859	19,79,642
13	Fee & taxes	20,23,860	19,05,824
14	Freight & Forwarding	1,09,76,106	85,75,749
15	General & Misc Expenses	3,48,757	76,390
16	Insurance	28,81,663	1,21,46,887
17	Interest on Income Tax	10,55,820	6,26,156
18	Interest on TDS	33,72,436	9,23,250
19	Interest on Vat & Service Tax	7,20,721	17,78,695
20	IPO Expenses	-	42,32,451
21	L.D. Charges	10,52,208	11,57,284
22	Legal & Professional Charges	75,15,159	29,46,776
23	Limited Review Fees	1,00,000	-
24	Membership & Subscription	9,00,925	9,71,117
25	Office Expenses	5,50,351	6,48,477
26	Postage & Courier	2,18,78,418	60,13,805
27	Printing & Stationery Charges	28,83,135	25,33,058
28	Profit/Loss of sale/purchases of Shares (net)	-	4,81,231
29	Interest on ESI	6,267	-
30	Rent	4,31,05,406	3,25,68,890
31	Repair & Maintenance	50,39,054	43,37,855
32	Security Expenses	65,09,132	19,94,809
33	Service Tax on reverse charge	1,67,36,762	12,36,021
34	Swatchh Bharat Cess / Krishi Kalyan Cess	69,32,988	33,17,000
35	Telephone Charges	82,94,931	70,74,154
36	Tender Fee	4,83,343	6,37,393
37	Testing Services	-	34,35,000
38	Tour & Travelling & Conveyance	3,75,06,590	2,38,38,255
39	VAT Tax & Services Tax Penalty	17,575	18,00,534
40	Vehicle Repair & Maintenance	9,35,802	5,64,663
	<b>Total</b>	<b>23,43,16,653</b>	<b>20,57,75,744</b>





## Significant Accounting Policies & Notes forming part of the Standalone Financial Statements for the period ended March 31, 2017

### CORPORATE INFORMATION:

Fourth Dimension Solutions Limited is CMI 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 carries out the turnkey projects of Computers, digitization of documents, data entry services and operate data and information processing centers.

#### A. Significant Accounting Policies

##### (a) Basis of Preparation:

These financial statements are prepared and presented in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified and applicable) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Indian Accounting Standards (Ind AS) are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting Standards) Amendment Rules, 2016.

The Company has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101 - First Time Adoption of Indian Accounting Standards.

The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

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 Ind AS requires the Management to make estimates, judgments and assumptions 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 and if material, their effects are disclosed in the notes to the financial statements.

##### (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) Rent :

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

**(d) Property, plant and equipment**

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

The Company depreciates property, plant and equipment over their estimated useful lives using the Written down Value method. The estimated useful lives of assets are as follows:

Property, plant and equipment	Estimated Useful Lives
Plant and machinery	15 years
Office Equipment	5 years
Computer Equipment	3 years
Furniture and fixtures	10 years
Vehicles	8 years

Subsequent expenditures relating to property, plant and equipment are capitalized only when it is probable that future economic benefits associated with these will flow to the Company and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss.

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

**(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 Traded Goods are valued at lower of cost and net realisable value. Cost is determined on First in First Out (FIFO) 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.



#### (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

Income tax expense is recognized in net profit in the Statement of Profit and Loss except to the extent that it

relates to items recognized directly in equity, in which case it is recognized in other comprehensive 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 (if any) is provided to the extent the carrying amount of assets exceeds their recoverable amount. Recoverable amount is the higher of an asset's Fair Value less costs to disposal 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 from 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, Bank Balances and Cheques in Hand. 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 on a straight line basis over the lease term.

#### Recent accounting pronouncements

##### Standards issued but not yet effective

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to Ind AS 7, Statement of Cash Flows and Ind AS 102, Share-Based Payment. These amendments are in accordance with the recent amendments made by International Accounting Standards Board (IASB) to IAS 7, Statement of Cash Flows and IFRS 2, Share-Based Payment, respectively. The amendments are applicable to the Company from April 1, 2017.

##### Amendment to Ind AS 7

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The Company has evaluated the disclosure requirements of the amendment and the effect on the standalone financial statements is not expected to be material.

## **B. Notes to Accounts on Standalone Financial Statement for the year ending March 31, 2017**

### **1. First-time adoption of Ind AS**

These standalone financial statements of Fourth Dimension Solutions Limited for the year ended March 31, 2017 have been prepared in accordance with Ind AS. For the purposes of transition to Ind AS, the Company has followed the guidance prescribed in Ind AS 101, First-Time Adoption of Indian Accounting Standards, with April 1, 2015 as the transition date and IGAAP as the previous GAAP. The transition to Ind AS has resulted in changes in the presentation of the financial statements, disclosures in the notes thereto and accounting policies and principles. The accounting policies set out in Note A have been applied in preparing the standalone financial statements for the year ended March 31, 2017 and the comparative information.

## 2. Contingent Liabilities

Contingent Liabilities (not provided for) in respect of:  
(as certified by Management)

S.No.	Particulars	Current Year	Previous Year
1.	Show cause / demand / notices by Income Tax authorities being disputed by the Company		25,51,548
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
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
7	Show cause / demand / notices by Delhi Vat authorities being disputed by the Company	97,23,894	97,40,694

3. 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. Disclosures relating to “Employee Benefits”:

### Defined contribution plans:

The Company’s employee provident fund scheme is a defined contribution plans. A sum of Rs. 3,49,36,858/- (Previous Year Rs.1,65,79,809/-) 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

## 5. Related Party Disclosure

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

- i. Key Management Personnel : 1. Mr. Amalendu Mukherjee  
: 2. Ms. Namita Mukherjee

### b) Details of transactions entered into with related parties during the year as required by Ind AS-24 on “Related Party Disclosures” issued by Companies (Indian Accounting Standards) Rules 2015 are as under:-



Particulars	Current Period	Previous Year
<b>Remuneration</b>		
Mr. Amalendu Mukherjee	2,40,00,000	2,40,00,000
Ms. Namita Mukherjee	60,00,000	60,00,000

## 6. 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
<b>Revenue by segment</b>		
IT Products & Services	14,908,512,055	14,015,355,983
Others :Trading of Shares (Ref. Note No. 33)	-	-
Unallocated revenue		
Total Revenue	14,908,512,055	14,015,355,983
Less: Intersegment revenue	-	-
<b>Segment results</b>		
IT Products & Services	437,410,123	580,175,777
Others :Trading of Shares	-	-
EBITA	437,410,123	580,175,777
Less: Interest & finance charges	53,693,907	235,353,523
Unallocated expenditure	-	-
Depreciation	27,853,037	37,018,009
Income tax	136,304,158	107,037,621
Profit After Tax	219,559,021	200,766,624

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

Particulars	Current Period	Previous Year
In India	14,80,48,90,249	13,84,08,16,840
Rest of World	10,36,21,806	17,45,39,143
<b>Total Revenue</b>	14,90,85,12,055	14,01,53,55,983

- 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.

7. The account balances as on 31.03.2017 of Fourth Dimension Solutions Limited and one of its key partners are not reconciled with each other as at the balance sheet date and both the Company's are trying to reconcile the same. The Differences, if any which will arise after reconciliation of balances of both the parties will be adjusted and account for during the Financial year 2017-18, subject to Sub Clause (2) of Clause 3 of Regulation 33 of the SEBI (LODR), Regulation, 2015.
8. 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 4,31,05,406/-



(previous year `3,25,68,890/-). Since the leases are cancellable in nature, other disclosures as required by Ind AS-17 are not applicable.

### 9. Deferred Tax Asset (Net)

Amount in Rs.

Particulars	Deferred Tax Assets/ (Liability) as at 01.04.2016	Current Year (Change)/ Credit	Deferred Tax Assets/(Liability) as at 31.03.2017
Difference between Book & Tax Depreciation	(1,792,831)	(2,475,847)	(4,268,678)
Provision for Gratuity/Leave Encashment	(3,220,894)	(5,754,763)	(8,975,657)
Disallowances under Income Tax Act	(6,040,371)	(5,624,553)	(11,664,924)
<b>TOTAL</b>	<b>(11,054,096)</b>	<b>(13,855,163)</b>	<b>(24,909,259)</b>

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

	Current Period	Previous Year
Trade Payables & Other Payables (USD/EURO)	Nil	4,80,33,580
Trade Receivables & Other Receivables (USD/EURO)	2,51,550	7,04,375

Previous year figures are given in Bracket

### b) Foreign Exchange Earnings and Outgo

Particulars	Current Period	Previous Year
A. Earnings in Foreign Exchange:-	10,36,21,806	17,45,39,143
B. Expenditure in Foreign Currency:		
(On accrual basis)		
Imported Goods	15,93,44,086	21,68,70,320
Traveling & Others	2,00,19,758	1,56,97,943

### 11. 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
<b>Total</b>	<b>3,00,00,000</b>	<b>1,50,00,000</b>

### 12. Earning per Share:

Particulars	Current Period	Previous Year
Profit after tax	20,07,66,624	21,95,59,021
Less: Preference dividend payable including		
Dividend tax	Nil	Nil



Earnings attributable to equity shareholders	20,07,66,624	20,07,66,624
Weighted average number of equity	21784000	19494170
Earnings per share in Rs.	10.08	10.30

The weighted average number of equity shares during the previous year has been changed due to bonus shares being allotted in the financial year 2016-17, as Ind AS-33 Earnings per share stipulates that bonus issue is an issue without consideration, the issue is treated as if it had occurred prior to the beginning of the year 2016-17 i.e. 2015-16 the earliest period reported.

### 13. The Auditor's Remuneration comprises the following :-

Particulars	31 March 2016	31 March 2015
As Auditor	10,00,000	8,00,000
For Taxation Matters	1,75,000	1,75,000
For Company Law Matters	-	-
For Management Services	-	-
For Other Services	-	-
For Reimbursement of Expenses	25,000	25,000
<b>Total</b>	<b>12,00,000</b>	<b>10,00,000</b>

### 14. 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 was required to spend Rs. 36,50,000 for financial year 2016-17 out of which the Company spent only Rs. 20,00,000 (Previous Year : 11,34,000) towards Project Smart having activities as specified in Schedule VII of the Companies Act, 2013. The balance amount for Rs. 1650,000 not actually spent during the financial year 2016-17 will be spent in financial year 2017-18.

### 15. Disclosure on Specified Bank Notes

During the year, the Company had Specified Bank Notes (SBNs) or other denomination notes as defined in the MCA notification, G.S.R. 308(E), dated March 31, 2017.

The details of SBNs held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination-wise SBNs and other notes as per the notification are as follows :

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	9,50,000.00	28,570.92	9,78,570.92
Add : Permitted Receipts	-	12,25,855.00	12,25,855.00
Less : Permitted Payments	-	1,93,956.00	1,93,956.00
Less : Amount deposited in banks	9,50,000.00	-	9,50,000.00
<b>Closing cash in hand as on 30.12.2016</b>	<b>-</b>	<b>10,60,469.92</b>	<b>10,60,469.92</b>

For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated November 8, 2016.

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 29, 2017

**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. 8722

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 Consolidated Ind AS Financial Statements

We have audited the accompanying consolidated Ind AS financial statements of **FOURTH DIMENSION SOLUTIONS LIMITED** ("the holding company") and its subsidiaries (collectively referred to as "the Company" or "the Group"), which comprise the consolidated Balance Sheet as at 31 March 2017, consolidated statement of Profit and Loss (including other comprehensive income), consolidated statement of cash flows and the consolidated statement of changes in equity for the year then ended and a summary of the significant accounting policies and other explanatory information attached herewith (herein after referred to as "consolidated Ind AS financial statements").

### Management's Responsibility for the Financial Statements

The Holding Company's Board of Directors is responsible for the preparation of these consolidated Ind AS financial statements in terms of the requirements of the Companies Act, 2013 ("the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, cash flows and consolidated statement of changes in equity of the Company in accordance with the accounting principles generally accepted in India, including the Indian Accounting Standards (Ind AS) prescribed under Section 133 of the Act, read with relevant rules issued thereunder.

This management responsibility also includes 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 adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the consolidated Ind AS 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 Ind AS 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 there under.

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 consolidated Ind AS financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated Ind AS financial statements. The procedures selected depend on the auditor's judgment, including the assessment of

the risks of material misstatement of the consolidated Ind AS 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 consolidated Ind AS 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 the Holding Company's Board of Directors, as well as evaluating the overall presentation of the consolidated Ind AS 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 Ind AS financial statements.

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated Ind AS 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 including the Ind AS, of the consolidated financial position of the Group as at 31 March 2017, and its consolidated financial performance including other comprehensive income, its consolidated cash flows and consolidated changes in equity for the year ended.

#### 1. 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 consolidated Balance Sheet, the consolidated Statement of Profit and Loss including other comprehensive income, consolidated statement of cash flow, consolidated statement of changes in equity 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 consolidated Ind AS financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with relevant rules issued thereunder;
- (g) on the basis of written representations received from the directors as on 31st March 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2017, 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 31 March 2017, the group is not been 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 Group 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 31 March 2017 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 laws as applicable which may result into the subsequent changes in the account balances during the financial year 2017-18 as against the balances appearing in Company's books as on 31.03.2017, although such balances are 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 to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014 in our opinion and to the best of our information and according to the explanations given to us:
    - i. "the Group" 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 31 March 2017.
    - 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 Holding Company or its subsidiary companies incorporated in India.
    - iv. "the Group" has provided requisite disclosures in its consolidated Ind AS financial statements as to holdings as well as dealings in Specified Bank Notes during the period 08 November, 2016 to 30 December 2016 and these are in accordance with the books of accounts maintained by the Company & its subsidiaries.

**FOR SAIN KANWAR & ASSOCIATES**

Chartered Accountants  
Firm Reg. No. 018023N

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

Place: New Delhi  
Dated:29.05.2017

## **“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 Group”) as of 31st March 2017 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 2017, based on the internal control over financial reporting criteria established by the Company and its subsidiaries 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:29.05.2017

## CONSOLIDATED BALANCE SHEET AS ON MARCH 31, 2017

Amount in Rs.

Particulars	Note No.	AS AT MARCH 31, 2017	AS AT MARCH 31, 2016
<b>I. ASSETS</b>			
<b>(1) Non-Current Assets</b>			
(a) Property, Plant and Equipment	1(a)	12,96,03,201	11,74,05,760
(b) Capital Work-in-Progress		-	2,79,96,103
(c) Investment Property		-	-
(d) Goodwill	1(b)	4,52,498	4,52,498
(e) Other Intangible Assets		-	-
(f) Biological Assets Other Than Bearer Plants		-	-
(g) Financial Assets			
(i) Investments		-	-
(ii) Trade Receivables	1(c)	22,53,95,944	31,63,60,720
(iii) Loans	1(d)	7,34,23,351	9,03,40,519
(iv) Others -Bank Deposits	1(e)	8,19,81,694	25,18,34,270
(h) Deferred Tax Assets (Net)	1(f)	2,49,01,260	1,10,54,096
(i) Other Non-Current Assets	1(g)	3,59,58,268	1,62,31,163
<b>Sub Total - Non current assets</b>		<b>57,17,16,216</b>	<b>83,16,75,129</b>
<b>(2) Current assets</b>			
(a) Inventories	2(a)	2,24,57,50,807	1,84,82,90,477
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade Receivables	2(b)	3,06,65,36,093	3,24,01,76,679
(iii) Cash and Cash Equivalents	2(c)	5,27,50,237	41,71,56,563
(iv) Bank balances other than (iii) above		-	-
(v) Loans		-	-
(vi) Other -Bank Deposits	2(d)	6,65,09,941	11,66,18,381
(c) Current Tax Assets (Net)		-	-
(d) Other Current Assets	2(e)	25,65,04,359	85,69,14,314
<b>Sub Total - Current assets</b>		<b>5,68,80,51,437</b>	<b>6,47,91,56,414</b>
<b>TOTAL ASSETS</b>		<b>6,25,97,67,654</b>	<b>7,31,08,31,543</b>
<b>II. EQUITY AND LIABILITIES</b>			
<b>(1) Equity</b>			
(a) Equity Share capital	3(a)	21,78,40,000	10,89,20,000
(b) Other Equity	3(b)	47,19,10,870	35,30,21,432
<b>Sub Total - Total Equity</b>		<b>68,97,50,870</b>	<b>46,19,41,432</b>
<b>(2) Non-Current Liabilities</b>			
(a) Financial Liabilities			
(i) Borrowings	4(a)	45,04,429	33,79,620
(ii) Trade Payables	4(b)	16,88,32,744	14,41,50,405
(iii) Other Financial Liabilities (other than those specified in item (b), to be specified)			



(b) Provisions	4(c)	88,82,968	17,11,861
(c) Deferred Tax Liabilities (Net)		-	-
(d) Other Non-Current Liabilities	4(d)	2,57,94,87,940	24,15,76,466
<b>Sub Total - Non current liabilities</b>		<b>2,76,17,08,081</b>	<b>39,08,18,352</b>
(3) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	5(a)	4,53,18,637	3,00,36,983
(ii) Trade Payables	5(b)	2,07,45,76,740	2,90,63,02,162
(iii) Other Financial Liabilities (other than those specified in item (c))	5(c)	41,73,69,393	19,77,58,931
(b) Other Current Liabilities	5(d)	17,42,90,147	3,31,17,67,771
(c) Provisions	5(e)	1,87,32,806	76,25,496
(d) Current Tax Liabilities (Net)	5(f)	7,80,20,979	45,80,416
<b>Sub Total - Current liabilities</b>		<b>2,80,83,08,703</b>	<b>6,45,80,71,759</b>
<b>TOTAL EQUITY &amp; LIABILITIES</b>		<b>6,25,97,67,654</b>	<b>7,31,08,31,543</b>

#### NOTES TO ACCOUNTS

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 29, 2017

**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. 8722

Sd/-  
**Namita Mukherjee**  
Whole Time Director  
DIN: 06561265

Sd/-  
**Mahesh Rajdev**  
Chief Financial Officer

## CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED ON MARCH 31, 2017

Particulars	Amount in Rs.	
	AS AT MARCH 31, 2017	AS AT MARCH 31, 2016
<b>A. CASH FLOW FROM OPERATING ACTIVITIES:</b>		
Net profit/(loss) before extra ordinary items & taxes	37,92,67,744	30,79,12,462
<b>Adjustment for:</b>		
Depreciation	2,78,76,561	3,70,18,009
Exceptional & Prior Period Items	2,30,87,886	-
<b>Operating Profit before working capital changes</b>	<b>38,40,56,420</b>	<b>34,49,30,471</b>
<b>Adjustment for:</b>		
<b>Non-Current Assets:-</b>		
Trade Receivables	9,09,64,776	(43,28,28,659)
Loans & Advances	1,69,17,168	(4,42,79,016)
Other Bank Deposits	16,98,52,576	(23,71,68,007)
Other Currents Assets	(1,97,27,105)	-
<b>Current Assets:-</b>		
Inventories	(39,74,60,330)	(77,95,67,798)
Trade Receivables	17,36,40,586	(2,51,31,75,887)
Loans & Advances	-	-
Other Bank Deposits	5,01,08,440	17876375
Other Currents Assets	60,04,09,955	(51,68,36,938)
<b>Non-Current Liabilities:-</b>		
Trade Payable	2,46,82,339	-
Provisions	71,71,107	-
Other Liabilities	2,33,79,11,474	-
Other Financial Liabilities	-	-
<b>Current Liabilities:-</b>		
Trade Payable	(83,17,25,422)	1,42,14,35,216
Provisions	1,11,07,310	2,65,23,76,759
Other Liabilities	(3,13,74,77,624)	23,86,803
Other Financial Liabilities	21,96,10,462	-
Current Tax Liabilities	7,34,40,563	-
<b>Cash generated from Operations</b>	<b>(22,65,17,305)</b>	<b>(8,48,50,681)</b>
Income Tax Paid	15,02,53,913	11,83,79,750
<b>Net cash from Operating Activities (A)</b>	<b>(37,67,71,218)</b>	<b>(20,32,30,431)</b>
<b>B. CASH FLOW FROM INVESTING ACTIVITIES:</b>		
Purchases of Property , Plant & Equipment	(1,21,14,407)	(2,40,14,493)
Work In Progress	-	(1,27,41,265)
Investment in Subsidiary Co.	-	-



<b>Net Cash Flow from Investing Activities (B)</b>	<b>(1,21,14,407)</b>	<b>(3,67,55,756)</b>
<b>C. CASH FLOW FROM FINANCING ACTIVITIES:</b>		
(i) Increase in Equity Share Capital including Share Premium	-	8,67,60,000
(ii) Increase/(decrease) in Non-Current Borrowing	11,24,809	(48,57,795)
(iii) Increase/(Decrease) in Current Borrowing	1,52,81,654	3,00,36,983
(iii) Gain on Purchase of Subsidiary Co.-Enpocket	80,72,836	-
<b>Net Cash Flow from Financing Activities (C)</b>	<b>2,44,79,298</b>	<b>11,19,39,187</b>
Net Increase in cash and cash equivalents (A) + (B) + (C)	(36,44,06,326)	(12,80,47,000)
Cash and cash equivalents - Opening	41,71,56,563	54,52,03,563
Cash and cash equivalents - Closing	5,27,50,237	41,71,56,563
	<b>(36,44,06,326)</b>	<b>(12,80,47,000)</b>

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 29, 2017

**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. 8722

Sd/-  
**Namita Mukherjee**  
Whole Time Director  
DIN: 06561265

Sd/-  
**Mahesh Rajdev**  
Chief Financial Officer

## CONSOLIDATED PROFIT & LOSS A/C FOR THE YEAR ENDED MARCH 31, 2017

		Amount in Rs.		
Sr. No	Particulars	Note No.	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
I		1	14,91,24,38,885	14,01,80,76,613
II	Other Income	2	2,66,55,351	2,44,71,686
III	<b>Total Revenue (I +II)</b>		<b>14,93,90,94,236</b>	<b>14,04,25,48,299</b>
IV	Expenses:			
	Cost of materials consumed	3	14,06,48,76,009	13,83,66,93,398
	Purchases of Stock-in-Trade		-	-
	Changes in inventories of finished goods	4	(39,51,41,640)	(77,95,67,798)
	Employee Benefit Expense	5	57,31,13,781	19,91,69,910
	Financial Costs	6	5,36,94,482	23,53,53,523
	Depreciation and Amortization Expense	7	2,78,76,561	3,70,18,009
	Other Administrative Expenses	8	23,54,07,298	20,59,68,795
	<b>Total Expenses (IV)</b>		<b>14,55,98,26,492</b>	<b>13,73,46,35,837</b>
V	<b>Profit / (Loss) before Exceptional and Prior period items &amp; tax (III-IV)</b>		37,92,67,744	30,79,12,462
VI	Exceptional & Prior Period Items		2,30,87,886	-
VII	<b>Profit / (Loss) before tax (V-VI)</b>		35,61,79,859	30,79,12,462
VIII	Tax expense:			
	(1) Current tax		14,25,05,128	11,83,79,750
	(2) Previous Year tax		77,48,786	-
	(3) Deferred tax		(1,38,47,164)	(1,13,06,334)
IX	<b>Profit for the period from continuing operations (VII-VIII)</b>		21,97,73,109	20,08,39,046
X	Profit / Loss from discontinued operations		-	-
XI	Tax Expense of discontinued operations		-	-
XII	Profit / Loss from discontinued operations (after tax) (X-XI)		-	-
XIII	<b>Profit/(Loss) for the period (IX + XII)</b>		<b>21,97,73,109</b>	<b>20,08,39,046</b>
XIV	Other Comprehensive Income			
	A (i) Items that will not be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will not be reclassified to profit or loss		-	-
	B (i) Items that will be reclassified to profit or loss		-	-
	(ii) Income tax relating to items that will be reclassified to profit or loss		-	-
XV	<b>Total Comprehensive Income for the period (XIII+X-IV) (Comprising Profit (Loss) and Other Comprehensive Income for the period)</b>		21,97,73,109	20,08,39,046
	Earnings per equity share (for continuing operation):			
	(1) Basic		10.09	10.30



(2) Diluted	10.09	10.30
Earnings per equity share (for discontinued operation):		
(1) Basic	-	-
(2) Diluted	-	-
Earnings per equity share (for discontinued & continuing operations)		
(1) Basic	10.09	10.30
(2) Diluted	10.09	10.30

## NOTES TO ACCOUNTS

Notes referred to above and notes attached there to form an integral part of Financial Results

As per our Report of even date attached

**For Sain Kanwar & Associates**  
**Chartered Accountants**

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

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

Sd/-  
**Amalendu Mukherjee**  
Managing Director  
DIN: 03544485

Sd/-  
**Namita Mukherjee**  
Whole Time Director  
DIN: 06561265

Place: New Delhi  
Dated: May 29, 2017

Sd/-  
**Deepak Kaushal**  
Company Secretary  
M.No. 8722

Sd/-  
**Mahesh Rajdev**  
Chief Financial Officer



## NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS ON MARCH 31, 2017

### (I) ASSETS

#### (1) NON CURRENT ASSETS

##### Note : 1(a) Property, Plant & Equipment

Tangible Assets	Amount in Rs.									
	Land & Building*	Furniture & Fixtures	Office Equipments	Vehicles	Computers & Peripherals	Plant & Machinery	Total	Intangible Assets	Grand Total	
<b>Cost</b>										
as at 1st April, 2015	3,16,61,500	58,89,014	85,38,385	83,43,751	2,75,95,859	6,61,49,122	14,81,77,631	-	14,81,77,631	
Additions	-	2,45,801	81,04,959	4,80,234	75,84,499	75,99,000	2,40,14,493	-	2,40,14,493	
Disposals	-	-	-	-	-	-	-	-	-	
<b>as at 31st March, 2016</b>	<b>3,16,61,500</b>	<b>61,34,815</b>	<b>1,66,43,344</b>	<b>88,23,985</b>	<b>3,51,80,358</b>	<b>7,37,48,122</b>	<b>17,21,92,124</b>	<b>-</b>	<b>17,21,92,124</b>	
Additions	3,03,67,491	3,60,755	15,88,519	56,49,800	16,38,911	5,16,600	4,01,22,076	-	4,01,22,076	
Disposals	-	-	-	-	7,30,142	-	7,30,142	-	7,30,142	
<b>as at 31st March, 2017</b>	<b>6,20,28,991</b>	<b>64,95,570</b>	<b>1,82,31,863</b>	<b>1,44,73,785</b>	<b>3,60,89,127</b>	<b>7,42,64,722</b>	<b>21,15,84,058</b>	<b>-</b>	<b>21,15,84,058</b>	
<b>as at 1st April, 2015</b>	<b>-</b>	<b>5,63,094</b>	<b>27,90,009</b>	<b>21,85,775</b>	<b>43,86,254</b>	<b>78,43,223</b>	<b>1,77,68,355</b>	<b>-</b>	<b>1,77,68,355</b>	
Charge for the year	-	14,04,806	50,61,730	20,42,514	1,66,60,848	1,18,48,110	3,70,18,009	-	3,70,18,009	
Disposals	-	-	-	-	-	-	-	-	-	
<b>as at 31st March, 2016</b>	<b>-</b>	<b>19,67,900</b>	<b>78,51,739</b>	<b>42,28,289</b>	<b>2,10,47,102</b>	<b>1,96,91,333</b>	<b>5,47,86,364</b>	<b>-</b>	<b>5,47,86,364</b>	
Charge for the year	-	11,04,126	54,11,629	20,01,605	94,64,017	98,95,184	2,78,76,562	-	2,78,76,562	
Disposals	-	-	-	-	6,82,069	-	6,82,069	-	6,82,069	
<b>as at 31st March, 2017</b>	<b>-</b>	<b>30,72,026</b>	<b>1,32,63,368</b>	<b>62,29,894</b>	<b>2,98,29,050</b>	<b>2,95,86,517</b>	<b>8,19,80,857</b>	<b>-</b>	<b>8,19,80,857</b>	
<b>Net Block</b>										
as at 31st March, 2016	3,16,61,500	41,66,915	87,91,605	45,95,696	1,41,33,256	5,40,56,789	11,74,05,760	-	11,74,05,760	
as at 31st March, 2017	6,20,28,991	34,23,544	49,68,495	82,43,891	62,60,077	4,46,78,205	12,96,03,201	-	12,96,03,201	

\* Note:- Depreciation on Land & Building is not provided during as the Building is used for the purpose of Residence of Mr. Amalendu Mukherjee , M.D. of the Company



## NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS ON MARCH 31, 2017

### NOTE : 1(B) GOODWILL

Sr. No	Particulars	Amount in Rs.	
		01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
a)	Amount of Goodwill paid on Purchase of 100% Subsidiary - Thumbspeed Tech Solutions Private Limited (10000 Equity Shares )	4,52,498	4,52,498
	<b>Total</b>	<b>4,52,498</b>	<b>4,52,498</b>

### NOTE : 1(C) TRADE RECEIVABLES

Sr. No	Particulars	Amount in Rs.	
		01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
a)	Secured, Considered Good	-	-
b)	Unsecured, Considered Good :	22,53,95,944	31,63,60,720
c)	Doubtful	-	-
	<b>Total</b>	<b>22,53,95,944</b>	<b>31,63,60,720</b>

### NOTE : 1(D) LOANS

Sr. No	Particulars	Amount in Rs.	
		01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
a)	<b>Security Deposit</b>		
	Secured, Considered Good :		
	Earnest Money Deposit	6,09,91,065	7,23,57,139
	Other Deposits	1,24,32,286	1,79,83,380
	<b>Total</b>	<b>7,34,23,351</b>	<b>9,03,40,519</b>

### NOTE : 1(E) OTHERS - BANK DEPOSITS

Sr. No	Particulars	Amount in Rs.	
		01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
a)	Bank Deposits with more than 12 months maturity	8,19,81,694	25,18,34,270
	<b>Total</b>	<b>8,19,81,694</b>	<b>25,18,34,270</b>

## NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS ON MARCH 31, 2017

### NOTE: 1(F) DEFERRED TAX (ASSET) / LIABILITY

		Amount in Rs.	
Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Deferred tax liability:		
	Opening Balance	(1,10,54,096)	2,52,238
a)	On account of depreciation on fixed assets	-	-
	<b>Sub total (1)</b>	<b>(1,10,54,096)</b>	<b>2,52,238</b>
2	Deferred tax asset:		
a)	On account of disallowance/ adjustments under Income Tax Act, 1961	56,24,553	52,31,780
b)	On account of Provision for Gratuity & Leave Encashment	57,54,763	26,39,032
c)	On account of depreciation on fixed assets	24,67,848	34,35,522
	<b>Sub total (2)</b>	<b>1,38,47,164</b>	<b>1,13,06,334</b>
	<b>Net Deferred tax (Asset) / Liability (1-2)</b>	<b>(2,49,01,260)</b>	<b>(1,10,54,096)</b>

### NOTE : 1(G) OTHER NON-CURRENT ASSETS

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Income Tax Refund Due (A.Y. 2013-14)	29,80,038	29,80,038
2	Other non-current assets	17,15,249	17,15,249
3	Advance to Suppliers	3,12,62,981	1,15,35,876
	<b>Total</b>	<b>3,59,58,268</b>	<b>1,62,31,163</b>

### (2) CURRENT ASSETS

#### NOTE : 2(A) INVENTORIES

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Finished Goods	2,24,34,32,117	1,84,74,90,677
2	Quoted Equity Shares	-	7,99,800
3	Goods in Transit	23,18,690	-
	<b>Total</b>	<b>2,24,57,50,807</b>	<b>1,84,82,90,477</b>



## NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS ON MARCH 31, 2017

### NOTE : 2(B) TRADE RECEIVABLES

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
a)	Secured, Considered Good :	-	-
b)	Unsecured, Considered Good :	3,06,65,36,094	3,24,01,76,679
c)	Doubtful	-	-
	<b>Total</b>	<b>3,06,65,36,094</b>	<b>3,24,01,76,679</b>

### NOTE : 2(C) CASH & CASH EQUIVALENT

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Cash-in-Hand	19,83,921	6,93,104
2	Bank Balance	4,84,44,316	40,40,58,130
3	Cheques in Hand	23,22,000	1,24,05,329
	<b>Total</b>	<b>5,27,50,237</b>	<b>41,71,56,563</b>

### NOTE : 2(D) OTHERS - BANK DEPOSITS

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Bank Deposits with less than 12 months maturity	6,65,09,941	11,66,18,381
	<b>Total</b>	<b>6,65,09,941</b>	<b>11,66,18,381</b>

### NOTE : 2(E) OTHER CURRENT ASSETS

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Advance to Suppliers	22,52,94,595	75,03,40,077
2	Staff Imprest (Net)	77,658	1,49,711
3	Balance With Revenue Authorities ( Sales Tax)	-	2,19,61,642
4	Others Advances / Retention Assets	57,07,443	3,80,896
5	TDS to amount to be recovered from FI	4,08,348	1,01,009
6	Advance for property	2,15,37,764	63,53,764
7	Prepaid Expenses	10,40,996	7,76,27,215
8	Cenvat Credit Receivable	24,37,556	-
9	Balance with Subsidiaries	90,23,101	-
	<b>Total</b>	<b>25,65,04,359</b>	<b>85,69,14,314</b>

## NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS ON MARCH 31, 2017

### II. EQUITY AND LIABILITIES

#### (3) EQUITY

##### NOTE : 3(A) EQUITY

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
<b>1</b>	<b>AUTHORIZED CAPITAL</b>		
	3,00,00,000 Equity Shares of Rs. 10/- each. (Previous Year 250,00,000 Equity Shares of Rs. 10/-Each)	30,00,00,000	25,00,00,000
		30,00,00,000	25,00,00,000
<b>2</b>	<b>ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</b>		
	21,804,000 Equity Shares of Rs.10/- each fully Paid Up (Previous Year 10,89,2000 Equity Shares of Rs. 10/-Each)	21,78,40,000	10,89,20,000
	<b>Total</b>	<b>21,78,40,000</b>	<b>10,89,20,000</b>

#### (i) Reconciliation of Shares

At the beginning of the reporting period	1,09,02,000	20,00,000
Issued during the reporting period	1,08,92,000	88,92,000
Bought back during the reporting period	-	-
At the close of the reporting period	2,17,94,000	1,08,92,000

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

Class of shares / Name of shareholder	As at 31 March, 2017		As at 31 March, 2016	
	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	1,59,56,000	73.25	79,78,000	73.25

#### (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.	Aggregate number and class of shares allotted as fully paid up by way of bonus shares	10892000 Equity shares of Rs.10/- each in the ratio of 1:1 were allotted as bonus issue in the month of February 2017
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	-
e.	Terms of any securities convertible into equity shares issued along with the earliest date of conversion in descending order starting with the farthest such date	-
f.	Calls unpaid (showings aggregate value of calls unpaid by Directors and Officers)	-
g.	Forfeited shares (amount originally paid up)	-

## NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS ON MARCH 31, 2017

### Note 3(b) Other Equity

	Share ap- plication money pending allotment	Equity compo- nent of com- pound financial instru- ments	Reserve and Surplus			Debt instru- ments through Other Compre- hensive Income	Equity instru- ments through Other Compre- hensive Income	Effective portion of cash Flow Hedges	Reval- uation Surplus	Ex- change differ- ences on translat- ing the financial state- ments of a foreign opera- tion	Other items of Other Compre- hensive Income (specify nature)	Money received against share warrants	Total
			Capital Reserve	Securities Premium Reserve	Other Reserves (specify Nature)								
Balance at the beginning of the reporting period	-	-	7,78,40,000	-	27,51,81,432	-	-	-	-	-	-	-	35,30,21,432
Changes in ac- counting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	7,78,40,000	-	27,51,81,432	-	-	-	-	-	-	-	35,30,21,432
Total Compre- hensive Income for the year	-	-	-	0,72,836	21,97,73,109	-	-	-	-	-	-	-	22,78,45,945
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to re- tained earnings	-	-	-	80,72,836	21,97,73,109	-	-	-	-	-	-	-	22,78,45,945
Any other change (to be specified)	-	-	7,78,40,000	-	3,11,16,507	-	-	-	-	-	-	-	10,89,56,507
Balance at the end of the re- porting period	-	-	-	80,72,836	46,38,38,034	-	-	-	-	-	-	-	47,19,10,870

\* Note:- Gain arise on the purchases of 100% Subsidiary Company Enpocket IT Services (India) Pvt. Ltd

**NOTES FORMING PART OF THE  
CONSOLIDATED BALANCE SHEET AS ON  
MARCH 31, 2017**

**(4) NON CURRENT LIABILITIES****NOTE : 4(A) BORROWINGS**

		Amount in Rs.	
Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Term Loans from Banks - Secured		
a)	Loan against Hyp of cars	45,04,429	11,81,694
b)	Loans against FDRs	-	21,97,926
	<b>Total</b>	<b>45,04,429</b>	<b>33,79,620</b>

**NOTE : 4(B) TRADE PAYABLES**

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
a)	Secured, Considered Good	-	-
b)	Unsecured, Considered Good :	16,88,32,745	14,41,50,405
c)	Doubtful	-	-
	<b>Total</b>	<b>16,88,32,745</b>	<b>14,41,50,405</b>

**NOTE : 4(C) PROVISIONS**

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Provision for Gratuity	47,03,404	10,61,334
2	Provision for Leave Encashment	41,79,564	6,50,527
	<b>Total</b>	<b>88,82,968</b>	<b>17,11,861</b>

**NOTE : 4(D) OTHER NON-CURRENT LIABILITIES**

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Advances from Customers	2,57,94,87,940	24,15,76,466
	<b>Total</b>	<b>2,57,94,87,940</b>	<b>24,15,76,466</b>





## NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS ON MARCH 31, 2017

### (5) CURRENT LIABILITIES

#### NOTE : 5 (A) BORROWINGS

		Amount in Rs.	
Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Loans repayable on demand - Unsecured		
a)	From Banks	1,26,28,581	1,08,06,599
b)	From Financial Institutions	3,26,90,057	1,80,25,384
c)	From Other Parties	-	12,05,000
	<b>Total</b>	<b>4,53,18,637</b>	<b>3,00,36,983</b>

#### NOTE : 5 (B) TRADE PAYABLES

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
a)	Secured, Considered Good	-	-
b)	Unsecured, Considered Good :	2,07,45,76,740	2,90,63,02,162
c)	Doubtful	-	-
	<b>Total</b>	<b>2,07,45,76,740</b>	<b>2,90,63,02,162</b>

#### NOTE : 5 (C) OTHER FINANCIAL LIABILITIES

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
<b>1</b>	<b>Statutory Dues</b>		
a)	Service Tax Payable	39,26,572	54,54,509
b)	Vat / Cst Payable	9,88,08,279	1,83,01,080
c)	TDS Payable	2,57,25,981	1,32,41,803
d)	Employee Insurance Payable	35,08,744	13,19,614
e)	Employee Providend Fund Payable	1,16,15,608	48,15,916
f)	Labour Welfare Fund	8,300	2,969
g)	Professional Tax Payable	2,02,718	-
	<b>Sub total (1)</b>	<b>14,37,96,202</b>	<b>4,31,35,891</b>
<b>2</b>	<b>Other Payables</b>		
a)	Security Payable	1,11,96,101	64,64,596
b)	Salary Payable	4,21,11,159	2,64,01,786
c)	Expenses Payable	5,85,297	1,27,58,258
d)	Audit Fee Payable	13,29,000	10,79,350
e)	Car Loan Instalment payable with in one year	12,62,165	8,66,142
f)	Other Payables	20,95,94,700	10,70,52,908
g)	Bonus Payable	55,88,850	-
h)	Conveyance Payable	19,05,919	-
	<b>Sub total (2)</b>	<b>27,35,73,191</b>	<b>15,46,23,040</b>
	<b>Total (1) + (2)</b>	<b>41,73,69,393</b>	<b>19,77,58,931</b>

**NOTES FORMING PART OF THE  
CONSOLIDATED BALANCE SHEET AS ON  
MARCH 31, 2017**

**NOTE : 5 (D) OTHER CURRENT LIABILITIES**

Sr. No	Particulars	Amount in Rs.	
		01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Advances from Customers	17,42,90,147	3,31,17,67,771
<b>Total</b>		<b>17,42,90,147</b>	<b>3,31,17,67,771</b>

**NOTE : 5(E) PROVISIONS**

Sr. No	Particulars	Amount in Rs.	
		01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Provision for Gratuity	89,84,165	36,42,070
2	Provision for Leave Encashment	80,98,641	39,83,426
3	Provision for Corporate Social Responsibility	16,50,000	-
<b>Total</b>		<b>1,87,32,806</b>	<b>76,25,496</b>

**NOTE : 5(F) CURRENT TAX LIABILITIES**

Sr. No	Particulars	Amount in Rs.	
		01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Provision for Income Tax	7,80,20,979	45,80,416
<b>Total</b>		<b>7,80,20,979</b>	<b>45,80,416</b>



## NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS ON MARCH 31, 2017

### NOTE : 1 REVENUE FROM OPERATIONS

Amount in Rs.

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
<b>1</b>	<b>Sale of I.T. &amp; Related Products</b>		
	Gross Sales (Including Excise Duty)	13,33,15,03,965	13,25,82,63,207
	Less : Sales Returns	(46,55,000)	(1,39,85,24,806)
		<u>13,32,68,48,965</u>	<u>11,85,97,38,401</u>
<b>2</b>	<b>Sale of Services</b>		
	Receipts from services rendered (Gross)	1,60,39,97,170	2,19,57,77,382
	Less:-Service Receipts Cancelled	(1,85,57,250)	(3,87,09,170)
		<u>1,58,54,39,920</u>	<u>2,15,70,68,212</u>
<b>3</b>	<b>Other Operating revenues</b>		
a)	UID Kit rent	1,50,000	1,00,000
b)	Investment Stock Share	-	11,70,000
		<u>-</u>	<u>11,70,000</u>
	<b>Total</b>	<b><u>14,91,24,38,885</u></b>	<b><u>14,01,80,76,613</u></b>

### NOTE : 2 OTHER INCOME

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
<b>1</b>	<b>Other non-operating income</b>		
a)	Interest on FDR's & Others	2,06,89,417	1,98,77,866
b)	Discount/Misc. Income	59,65,934	45,93,820
		<u>2,66,55,351</u>	<u>2,44,71,686</u>
	<b>Total</b>	<b><u>2,66,55,351</u></b>	<b><u>2,44,71,686</u></b>

### NOTE : 3 COST OF MATERIAL CONSUMED

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
<b>1</b>	<b>Purchases</b>		
a)	Purchases of I.T. & related Products (Gross)	13,22,34,90,401	11,78,29,28,935
	Less:-Purchase Returns	(30,06,12,894)	(1,35,23,791)
b)	Merchant Import Purchases	21,76,05,888	21,68,70,320
	<b>Sub total (1)</b>	<b><u>13,14,04,83,395</u></b>	<b><u>11,98,62,75,464</u></b>
<b>2</b>	<b>Direct Expenses</b>		
a)	Custom Duty Paid	3,16,21,572	80,38,327
b)	Service Charge Expenses (Gross)	1,26,31,76,928	1,80,73,45,730
	Less:-Service Charges Cancelled	(40,21,57,623)	(1,01,97,431)
c)	Freight Inward	7,00,445	25,21,164
d)	Project Expenses	2,41,24,071	3,65,63,979
e)	Consumable Stores	63,99,835	61,46,164
f)	Custom Clearing Charges	5,27,386	-
	<b>Sub total (2)</b>	<b><u>92,43,92,614</u></b>	<b><u>1,85,04,17,934</u></b>
	<b>Total (1) + (2)</b>	<b><u>14,06,48,76,009</u></b>	<b><u>13,83,66,93,398</u></b>

## NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS ON MARCH 31, 2017

### NOTE : 4 CHANGE IN INVENTORIES OF FINISHED GOODS

Amount in Rs.

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Opening Stock of Inventory	1,84,82,90,477	1,06,87,22,679
2	Closing Stock of Inventory	2,24,34,32,117	1,84,82,90,477
	<b>Total</b>	<b>(39,51,41,640)</b>	<b>(77,95,67,798)</b>

### NOTE : 5 EMPLOYMENT BENEFIT EXPENSES

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Salaries , Bonus & Incentive	46,80,94,555	14,17,00,186
2	Director's Remuneration	3,00,00,000	3,00,00,000
3	Contribution to Provident and Other Funds	5,37,67,857	1,96,23,401
4	Provision for Gratuity	89,84,165	36,42,070
5	Provision for Leave Encashment	80,98,641	39,83,426
6	Labour Charges	1,33,375	-
7	Staff Welfare	40,35,188	2,20,827
	<b>Total</b>	<b>57,31,13,781</b>	<b>19,91,69,910</b>

### NOTE : 6 FINANCIAL COST

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Interest on Cash Credit Facility	-	1,35,797
2	L.C. Issue Charges	11,715	66,949
3	Interest on Car loan	2,56,945	3,12,658
4	Interest on Loan Ag. FDR	84,084	21,95,876
5	Bank Charges	5,50,290	10,15,442
6	Processing Fee	9,59,252	7,43,723
7	Bank Guarantee Charges	-	34,65,447
8	Interest (Others)	42,51,340	22,10,169
9	Interest on Bill Discounted	-	22,52,07,462
11	Credit Card Interest & Charges	4,75,80,856	-
	<b>Total</b>	<b>5,36,94,482</b>	<b>23,53,53,523</b>

### NOTE : 7 DEPRECIATION & AMORTISED EXPENSES

Sr. No	Particulars	01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Depreciation on Property, Plant & Equipment	2,78,76,561	3,70,18,009
	<b>Total</b>	<b>2,78,76,561</b>	<b>3,70,18,009</b>



## NOTES FORMING PART OF THE CONSOLIDATED BALANCE SHEET AS ON MARCH 31, 2017

### NOTE : 8 OTHER ADMINISTRATIVE EXPENSES

Sr. No	Particulars	Amount in Rs.	
		01 April 2016 to 31 March 2017	01 April 2015 to 31 March 2016
1	Additional Vat Entry Taxes Paid	34,98,613	3,20,22,074
2	Advertisement Expenses	2,34,17,923	1,12,35,951
3	Auditor's Remuneration	12,60,000	10,30,000
4	Business Promotion Expenses	1,12,97,272	88,09,719
5	Commission & Brokerage	42,05,090	43,96,964
6	Computer Expenses	34,692	9,975
7	Corporate Social Responsibility Expenses	36,50,000	11,34,000
8	Director's Meeting Fee	2,70,000	2,10,000
9	Discount Allowed	-	1,65,64,791
10	Donation	50,000	4,21,000
11	Electricity & Fuel Expenses	31,49,397	21,69,905
12	Exchange Variation	18,04,859	19,79,642
13	Fee & taxes	20,84,855	19,05,824
14	Freight & Forwarding	1,09,76,106	85,75,749
15	General & Misc Expenses	3,52,357	76,542
16	Insurance	28,81,663	1,21,46,887
17	Interest on Income Tax	10,56,826	6,26,156
18	Interest on TDS	33,77,860	9,24,194
19	Interest on Vat & Service Tax	7,20,721	17,78,695
20	IPO Expenses	-	42,32,451
21	L.D. Charges	10,52,208	11,57,284
22	Legal & Professional Charges	77,18,394	29,46,776
23	Limited Review Fees	1,00,000	-
24	Membership & Subscription	9,00,925	9,71,117
25	Office Expenses	6,13,843	6,64,460
26	Postage & Courier	2,18,78,418	60,13,805
27	Printing & Stationery Charges	28,91,368	25,38,700
28	Profit/Loss of sale/purchases of Shares (net)	-	4,81,231
29	Interest on ESI	6,267	-
30	Rent	4,34,25,406	3,26,88,890
31	Repair & Maintenance	51,34,490	43,37,855
32	Security Expenses	65,56,545	19,94,809
33	Service Tax on reverse charge	1,67,87,484	12,40,371
34	Swatchh Bharat Cess / Krishi Kalyan Cess	69,32,988	33,17,000
35	Telephone Charges	83,43,919	70,74,154
36	Tender Fee	4,83,343	6,37,393
37	Testing Services	-	34,35,000
38	Tour & Travelling & Conveyance	3,75,40,090	2,38,54,235
39	VAT Tax & Services Tax Penalty	17,575	18,00,534
40	Vehicle Repair & Maintenance	9,35,802	5,64,663
	<b>Total</b>	<b>23,54,07,298</b>	<b>20,59,68,795</b>

## Significant Accounting Policies & Notes forming part of the Consolidated Financial Statements for the period ended March 31, 2017

### CORPORATE INFORMATION:

Fourth Dimension Solutions Limited and its subsidiaries Thumbspeed Tech Solutions Private Limited and Enpocket IT Services (India) 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.

#### A. Significant Accounting Policies

##### (a) Basis of Preparation:

These financial statements are prepared and presented in accordance with Indian Accounting Standards (Ind AS) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values, the provisions of the Companies Act, 2013 ('the Act') (to the extent notified and applicable) and guidelines issued by the Securities and Exchange Board of India (SEBI). The Indian Accounting Standards (Ind AS) are prescribed under section 133 of the Act read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015, Companies (Indian Accounting Standards) Amendment Rules, 2016.

The Group has adopted all the Ind AS standards and the adoption was carried out in accordance with Ind AS 101 - First Time Adoption of Indian Accounting Standards.

The transition was carried out from Indian Accounting Principles generally accepted in India as prescribed under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014 (IGAAP), which was the previous GAAP.

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 Ind AS requires the Management to make estimates, judgments and assumptions 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 and if material, their effects are disclosed in the notes to the financial statements.

##### (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) (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) Rent :

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

**(d) Property, plant and equipment**

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

The Group depreciates property, plant and equipment over their estimated useful lives using the Written down Value method. The estimated useful lives of assets are as follows:

Property, plant and equipment	Estimated Useful Lives
Plant and machinery	15 years
Office Equipment	5 years
Computer Equipment	3 years
Furniture and fixtures	10 years
Vehicles	8 years

Subsequent expenditures relating to property, plant and equipment are capitalized only when it is probable that future economic benefits associated with these will flow to The Group and the cost of the item can be measured reliably. Repairs and maintenance costs are recognized in net profit in the Statement of Profit and Loss when incurred. The cost and related accumulated depreciation are eliminated from the financial statements upon sale or retirement of the asset and the resultant gains or losses are recognized in the Statement of Profit and Loss.

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

**(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 are 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 Traded Goods are valued at lower of cost and net realisable value. Cost is determined on First in First Out (FIFO) 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.

**(h) 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.

**(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 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.

**(k) Taxes on Income**

Income tax expense is recognized in net profit in the Statement of Profit and Loss except to the extent that it relates to items recognized directly in equity, in which case it is recognized in other comprehensive 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 (if any) is provided to the extent the carrying amount of assets exceeds their recoverable amount. Recoverable amount is the higher of an asset's Fair Value less costs to disposal 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 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 from 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, Bank Balances and Cheques in Hand. 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 on a straight line basis over the lease term.

Recent accounting pronouncements

Standards issued but not yet effective

In March 2017, the Ministry of Corporate Affairs issued the Companies (Indian Accounting Standards) (Amendments) Rules, 2017, notifying amendments to Ind AS 7, Statement of Cash Flows and Ind AS 102, Share-Based Payment. These amendments are in accordance with the recent amendments made by International Accounting Standards Board (IASB) to IAS 7, Statement of Cash Flows and IFRS 2, Share-Based Payment, respectively. The amendments are applicable to The Group from April 1, 2017.

#### Amendment to Ind AS 7

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the Balance Sheet for liabilities arising from financing activities, to meet the disclosure requirement. The Company has evaluated the disclosure requirements of the amendment and the effect on the standalone financial statements is not expected to be material.

## B. Notes to Accounts on Standalone Financial Statement for the year ending March 31, 2017

### 1. First-time adoption of Ind AS

These consolidated financial statements of Fourth Dimension Solutions Limited for the year ended March 31, 2017 have been prepared in accordance with Ind AS. For the purposes of transition to Ind AS, The Group has followed the guidance prescribed in Ind AS 101, First-Time Adoption of Indian Accounting Standards, with April 1, 2015 as the transition date and IGAAP as the previous GAAP. The transition to Ind AS has resulted in changes in the presentation of the financial statements, disclosures in the notes thereto and accounting policies and principles. The accounting policies set out in Note A have been applied in preparing the consolidated financial statements for the year ended March 31, 2017 and the comparative information.

### 2. Contingent Liabilities

Contingent Liabilities (not provided for) in respect of:

(as certified by Management)

S.No.	Particulars	Current Year	Previous Year
1.	Show cause / demand / notices by Income Tax authorities being disputed by The Group		25,51,548
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
4.	Claims against The Group 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
6	U.P. Vat Detention Money Deposited		15,26,000
7	Show cause / demand / notices by Delhi Vat authorities being disputed by The Group	97,23,894	97,40,694

3. 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.



#### 4. Disclosures relating to “Employee Benefits”:

##### Defined contribution plans:

The Group’s employee provident fund scheme is a defined contribution plans. A sum of Rs. 3,49,36,858/- (Previous Year Rs.1,65,79,809/-) 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

#### 5. Related Party Disclosure

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

- i. Key Management Personnel : 1. Mr. Amalendu Mukherjee  
: 2. Ms. Namita Mukherjee

##### b) Details of transactions entered into with related parties during the year as required by Ind AS-24 on “Related Party Disclosures” issued by Companies (Indian Accounting Standards) Rules 2015 are as under:-

Particulars	Current Period	Previous Year
<b>Remuneration</b>		
Mr. Amalendu Mukherjee	240,00,000	240,00,000
Ms. Namita Mukherjee	60,00,000	60,00,000

#### 6. 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
<b>Revenue by segment</b>		
IT Products & Services	14,91,24,38,885	14,01,80,76,613
Others :Trading of Shares (Ref. Note No. 33)	-	-
Unallocated revenue		
Total Revenue	14,91,24,38,885	14,01,80,76,613
Less: Intersegment revenue	-	-
<b>Segment results</b>		
IT Products & Services	43,77,50,902	58,02,83,994
Others :Trading of Shares	-	-
EBITA	43,77,50,902	58,02,83,994

Less: Interest & finance charges	5,36,94,902	23,53,53,523
Unallocated expenditure	-	-
Depreciation	2,78,76,561	3,70,18,009
Income tax	13,64,06,750	10,70,37,621
Profit After Tax	21,97,73,109	20,08,74,841

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

Particulars	Current Period	Previous Year
In India	14,80,88,17,079	13,84,08,16,840
Rest of World	10,36,21,806	17,45,39,143
<b>Total Revenue</b>	14,91,24,38,885	14,01,80,76,613

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.

7. The Group 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 4,34,25,406/- (previous year 3,26,88,890/-). Since the leases are cancellable in nature, other disclosures as required by Ind AS-17 are not applicable.

8. Deferred Tax Asset (Net)

Amount in Rs.

Particulars	Deferred Tax Assets/ (Liability) as at 01.04.2016	Current Year (Change)/ Credit	Deferred Tax Assets/(Liability) as at 31.03.2017
Difference between Book & Tax Depreciation	(1,792,831)	(2,475,847)	(4,268,678)
Provision for Gratuity/Leave Encashment	(3,220,894)	(5,754,763)	(8,975,657)
Disallowances under Income Tax Act	(6,040,371)	(5,624,553)	(11,664,924)
<b>TOTAL</b>	<b>(11,054,096)</b>	<b>(13,855,163)</b>	<b>(24,909,259)</b>

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

	Current Period	Previous Year
Trade Payables & Other Payables (USD/EURO)	Nil	4,80,33,580
Trade Receivables & Other Receivables (USD/EURO)	2,51,550	7,04,375

b) Foreign Exchange Earnings and Outgo

	Particulars	Current Period	Previous Year
A.	Earnings in Foreign Exchange:-	10,36,21,806	17,45,39,143
B.	Expenditure in Foreign Currency:		
	(On accrual basis)		
	Imported Goods	15,93,44,086	21,68,70,320
	Traveling & Others	2,00,19,758	1,56,97,943



**10. 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
<b>Total</b>	<b>3,00,00,000</b>	<b>1,50,00,000</b>

**11. Earning per Share:**

Particulars	Current Period	Previous Year
Profit after tax	21,97,73,109	20,08,39,046
Less: Preference dividend payable including Dividend tax	Nil	Nil
Earnings attributable to equity shareholders	21,97,73,109	20,08,39,406
Weighted average number of equity	21784000	19494170
Earnings per share in Rs.	10.09	10.30

The weighted average number of equity shares during the previous year has been changed due to bonus shares being allotted in the financial year 2016-17, as Ind AS-33 Earnings per share stipulates that bonus issue is an issue without consideration, the issue is treated as if it had occurred prior to the beginning of the year 2016-17 i.e. 2015-16 the earliest period reported.

**12. The Auditor's Remuneration comprises the following :-**

Particulars	Current Year	Previous Year
As Auditor	10,60,000	8,30,000
For Taxation Matters	1,75,000	1,75,000
For Company Law Matters	-	-
For Management Services	-	-
For Other Services	-	-
For Reimbursement of Expenses	25,000	25,000
<b>Total</b>	<b>12,60,000</b>	<b>10,30,000</b>

**13. 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 was required to spend Rs. 36,50,000 for financial year 2016-17 out of which the Company spent only Rs. 20,00,000 (Previous Year : 11,34,000) towards Project Smart having activities as specified in Schedule VII of the Companies Act, 2013. The balance amount for Rs. 1650,000 not actually spent during the financial year 2016-17 will be spent in financial year 2017-18.

**14. Disclosure on Specified Bank Notes**

Fourth Dimension Solutions Limited (the holding 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. Accordingly, the attached consolidated financial statements for Financial Year 2016-17 have been prepared by consolidating items on line by line basis of Fourth Dimension Solutions Limited, Thumbspeed Tech Solutions Private Limited and Enpocket IT Services (India) Private Limited (being consolidated for the first time).

15. During the period under consideration, two offshore subsidiary companies of Fourth Dimension Solutions Limited had been incorporated the details of which are as follows.

Subsidiaries	Date of Incorporation	Country of Incorporation
Fourth Dimension Solutions DMCC	16.02.2017	Dubai (Dubai Multi Commodities Centre Authority)
Fourth Dimension Solutions PTE LTD	08.11.2016	Singapore

However, Fourth Dimension Solutions Ltd has not made any investment as on 31.03.2017 in these subsidiaries therefore no amount has been taken into consolidation.

17. The Company has increased its authorised share capital of the company from Rs. 25,00,00,000/- to Rs. 30,00,00,000/- during the reporting period.

The Company has allotted bonus shares in the ratio of 1:1 equity shares to its existing equity shareholders for 10,89,2000 equity shares of Rs.10/- each thereby Paid-up share capital of the Company has been increased from 10,89,20,000/- to Rs.21,78,40,000/-during the reporting period. Therefore as per Ind-AS 33 Earning Per Share has been reduced from 10.30 to 10.09 during the year in comparison to F.Y. 2015-16.

#### 15. Disclosure on Specified Bank Notes

During the year, The Group had Specified Bank Notes (SBNs) or other denomination notes as defined in the MCA notification, G.S.R. 308(E), dated March 31, 2017.

The details of SBNs held and transacted during the period from November 8, 2016 to December 30, 2016, the denomination-wise SBNs and other notes as per the notification are as follows :

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	9,50,000.00	28,570.92	9,78,570.92
Add : Permitted Receipts	-	12,25,855.00	12,25,855.00
Less : Permitted Payments	-	1,93,956.00	1,93,956.00
Less : Amount deposited in banks	9,50,000.00	-	9,50,000.00
<b>Closing cash in hand as on 30.12.2016</b>	<b>-</b>	<b>10,60,469.92</b>	<b>10,60,469.92</b>

For the purposes of this clause, the term 'Specified Bank Notes' shall have the same meaning provided in the notification of the Government of India, in the Ministry of Finance, Department of Economic Affairs number S.O. 3407(E), dated November 8, 2016.

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 29, 2017

#### 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. 8722

Sd/-  
**Namita Mukherjee**  
Whole Time Director  
DIN: 06561265

Sd/-  
**Mahesh Rajdev**  
Chief Financial Officer





## OUR PRESENCE







## NOTICE OF THE 6TH ANNUAL GENERAL MEETING

Notice is hereby given pursuant to Section 96 and 101 of the Companies Act, 2013 (“the Act”) that the 6th Annual General Meeting of the members of Fourth Dimension Solutions Limited will be held on Monday, 25th Day of September, 2017 at 11:30 A.M at the Corporate Office of the Company at 63/12A, Rama Road Industrial Area, 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, 2017, 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, 2017, together with the Reports of the Board of Directors and 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 from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Eleventh Annual General Meeting of the Company to be held in the year 2022 on such remuneration as may be mutually agreed between the Managing Director of the Company and the Auditors.”

### SPECIAL BUSINESS:

**6. Appointment of Ms. Shipra Jain (DIN: 07771758) as Independent Director**

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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Ms. Shipra Jain (DIN: 07771758), who was appointed as an Additional Director of the Company with effect from 29th May, 2017 under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years.”

**7. Appointment of Mr. Rajendra Kumar (DIN: 06380868) as Independent Director**



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 Sections 149, 150, 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), and pursuant to the applicable provisions of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, including any modification or amendment thereof, Mr. Rajendra Kumar (DIN: 06380868), who was appointed as an Additional Director of the Company with effect from 29th May, 2017 under Section 161 of the Act, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years.”

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

Sd/-

**Deepak Kaushal**  
Company Secretary

Place: New Delhi  
Date: 19.08.2017

## NOTES:

1. The relative Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 with respect to Item Nos. 6, 7, 8, 9 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 Tuesday, September 19, 2017 to Monday, September 25, 2017 (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 Monday, 18/09/2017 ("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 2016-17 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 2016-17 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](http://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](mailto: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 6th Annual General Meeting and the Annual Report for the Fiscal year 2016-17 is also available on the website of the Company ([www.fdsindia.co.in](http://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 6th Annual General Meeting.

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

The voting period begins on Friday, September 22, 2017 (09:00 A.M. IST) to Sunday, September 24, 2017 (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 Monday, September 18, 2017 (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](http://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](http://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"><li>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.</li><li>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.</li></ul>
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"><li>Enter the Dividend Bank Account Number as recorded in your demat account or in the company records for the said demat account or folio.</li><li>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.</li></ul>

- (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](mailto: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](mailto: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](http://www.evotingindia.com) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto: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](http://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: 19.08.2017



## 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 to 9 of the accompanying Notice.

### ITEM NO. 6

#### **Appointment of Ms. Shipra Jain (DIN: 07771758) as Independent Director**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have appointed Ms. Shipra Jain (DIN: 07771758) as an Additional Director of the Company, Ms. Shipra Jain holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the “Act”) together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Ms. Shipra Jain as a Director of the Company. The Company has also received a declaration from Ms. Shipra Jain confirming that she meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Ms. Shipra Jain is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given her consent to act as a Director of the Company. In the opinion of the Board, Ms. Shipra Jain fulfils the conditions for her appointment as an Independent Director as specified in the Act and the Listing Regulations and she is independent of the management. Ms. Shipra Jain aged 28 years is Practicing Chartered Accountant and B.Com (Hons.) from University of Delhi. Ms. Shipra Jain having 5 years’ experience in the field of Statutory Audit, Internal Audit, Audit & Compliance under Direct and Indirect Taxation, Stock Audit and other relevant area. At present Ms. Shipra Jain is associated with Kumar Rajeev & Associates as a Partner.

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day and is also available on the website of the Company [www.fdsindia.co.in](http://www.fdsindia.co.in)

A brief profile of Ms. Shipra Jain, the nature of his expertise, the names of companies in which she holds directorships along with the details of membership / chairmanship on various committee of the Board of other companies, shareholding in the company and relationship between the directors inter-se is annexed to this notice.

Ms. Shipra Jain is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except Ms. Shipra Jain and her relatives, are in any way, concerned or interested in the said resolution.

The resolution as set out in item No. 6 of this Notice is accordingly commended for your approval.

### ITEM NO. 7

#### **Appointment of Mr. Rajendra Kumar (DIN: 06380868) as Independent Director**

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors of the Company have appointed Mr. Rajendra Kumar (DIN: 06380868) as an Additional Director of the Company, Mr. Rajendra Kumar holds office till the date of the AGM and is eligible for being appointed as an Independent Director. The Company has received a notice pursuant to Section 160 of the Companies Act, 2013 (the “Act”) together with the requisite amount of deposit from a Member signifying his intention to propose the appointment of Mr. Rajendra Kumar as a Director of the Company. The Company has also received a declaration from Mr. Rajendra Kumar confirming that he meets the criteria of independence as prescribed under the Act and Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”). Mr. Rajendra Kumar is also not disqualified from being appointed as a Director in terms of Section 164 of the Act and has given his consent to act as a Director of the Company. In the opinion of the Board, Mr. Rajendra Kumar fulfils the conditions for his appointment as an Independent Director as specified in the Act and the Listing Regulations and he is independent of the management. Mr. Rajendra Kumar aged 48 years is an Electronics Engineer and has

done his BE in Electronics from Delhi Engineering College and Phd in Aviation/Navigation. Mr. Rajendra Kumar having 15 years' experience in the field of IT, Electronic Engineering, Navigation/Aviation and other relevant area. At present Mr. Rajendra Kumar is associated as partner of Orbital Jet aviation and as a Business Development Director of Jet Aviation Services (Indraprastha)

A copy of the draft letter of appointment for Independent Directors, setting out the terms and conditions for appointment of Independent Directors is available for inspection by the Members at the registered office of the Company during business hours on any working day and is also available on the website of the Company [www.fdsindia.co.in](http://www.fdsindia.co.in)

A brief profile of Mr. Rajendra Kumar, the nature of his expertise, the names of companies in which he holds directorships along with the details of membership / chairmanship on various committee of the Board of other companies, shareholding in the company and relationship between the directors inter-se is annexed to this notice.

Mr. Rajendra Kumar is not related to any other Director and Key Managerial Personnel of the Company. None of the Directors, Key Managerial Personnel and their relatives, except Mr. Rajendra Kumar and his relatives, are in any way, concerned or interested in the said resolution.

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

Sd/-

**Deepak Kaushal**  
Company Secretary

Place: New Delhi  
Date: 19.08.2017

### Disclosure relating to Directors pursuant to Regulation 26(4) of Listing Regulations and Secretarial Standards on General Meetings:

Name of Director	Ms. Shipra Jain	Mr. Rajendra Kumar
Date of Birth / Age	20-04-1989/ 28 years	01-03-1969/ 48 years
Date of First Appointment		
Expertise in specific General Functional area	Finance	BE Electronics & Phd Aviation/ Navigation
Qualification	C.A.	BE, Phd
Shareholding in the Company	NIL	NIL
No. of Board meetings attended during FY 2016-17	NIL	NIL
List of outside Directorships held (Public Limited Companies)	NIL	NIL
Chairman / Member of the Committee of the Board of Directors of the Company	NIL	NIL
Chairman / Member of the Committee of Directors of other Public Limited Companies in which he / she is a Director		
a) Audit Committee	NIL	NIL
b) Stakeholders Committee	NIL	NIL

Note: 1) Pursuant to Regulation 26 of the Listing Regulations, only two Committee viz. Audit Committee and Stakeholders Committee have been considered.

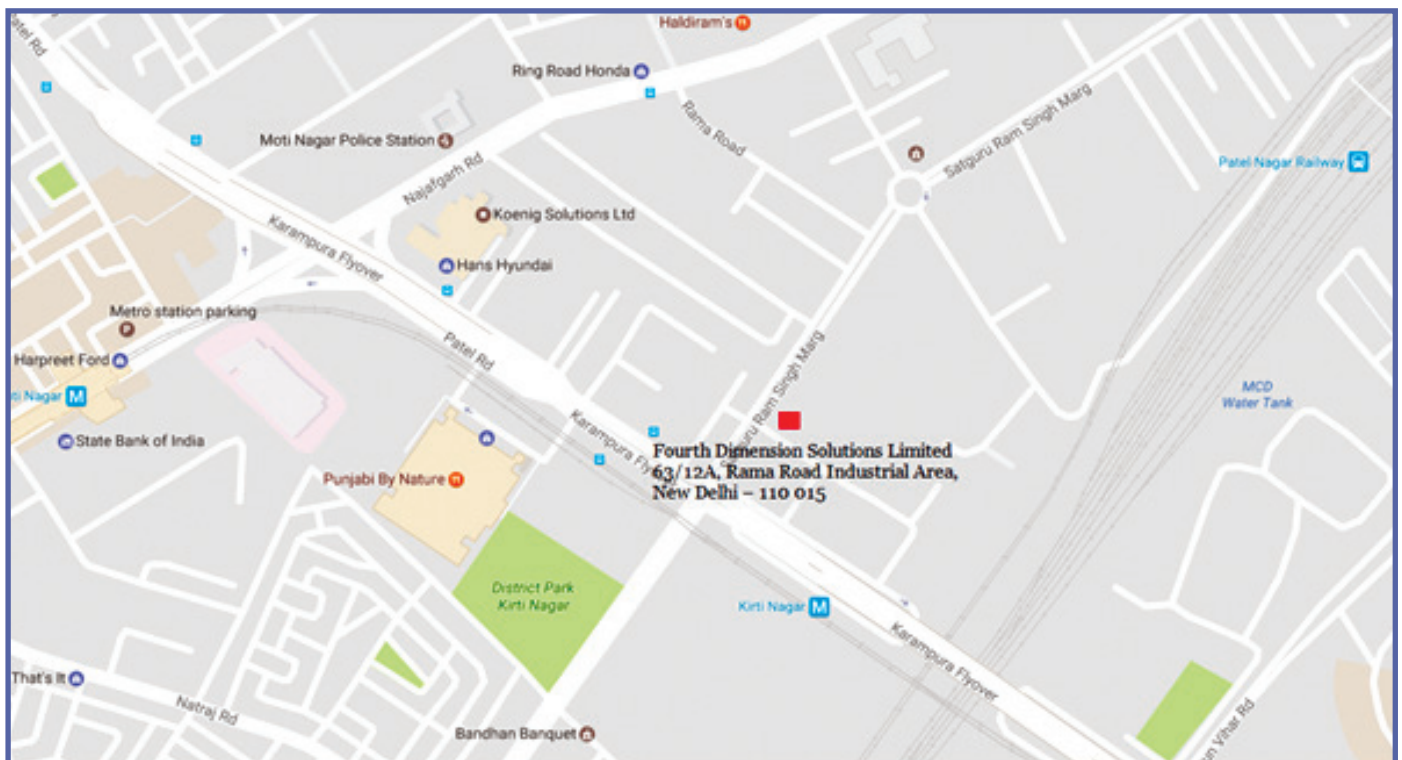


## INVITATION TO ATTEND THE 6TH ANNUAL GENERAL MEETING ON 25TH DAY OF SEPTEMBER, 2017

Dear Members,

You are cordially invited to attend the 6th Annual General Meeting of the Company on Monday, 25th Day of September, 2017 at 11:30 A.M at the Company Corporate Office of the Company at 63/12A, Rama Road Industrial Area, 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 6th Annual General Meeting of the Company at the Company Corporate Office of the Company at 26/1, Shivaji Marg, Moti Nagar, New Delhi – 110 015, India on Monday , the 25th day of September, 2017 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: L72900DL2011PLC221111

6th Annual General Meeting to be held on 25th September, 2017

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 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 Appointment of Ms. Shipra Jain (DIN: 07771758) as Independent Director			
Item No. 7 Appointment of Mr. Rajendra Kumar (DIN: 06380868) as Independent Director			



## 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:	L72900DL2011PLC221111
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 6th Annual General Meeting of the Company, to be held on Monday, the 25th day of September, 2017 at 11:30 A.M. at the Corporate Office of the Company at 63/12A, Rama Road Industrial Area, New Delhi – 110 015, India.

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 (07008285) who retires by rotation			
Item No. 5 Appointment of Statutory Auditors.			
Special Business			
Item No. 6 Appointment of Ms. Shipra Jain (DIN: 07771758) as Independent Director			
Item No. 7 Appointment of Mr. Rajendra Kumar (DIN: 06380868) as Independent Director			

Signed this ..... day of ..... 2017

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 Solutions**®  
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](http://www.fdsindia.co.in)  
CIN: L72900DL2011PLC221111