



Fourth Dimension Solutions[®]
Innovation, Efficiency, Execution

7TH ANNUAL REPORT 2017-18



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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7th Annual General Meeting on Friday, the 28th September, 2018 at 09:30 A.M. at THE GRAND CORAL (Coral Bellss Banquet) at 26/1, Shivaji Marg, Moti Nagar, New Delhi – 110 015	

COMPANY PARTICULARS

BOARD OF DIRECTORS

Mr. Amalendu Mukherjee	Managing Director
Mrs. Namita Mukherjee	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
Ms. Shipra Jain	Non-Executive and Independent Director
Mr. Rajendra Kumar	Non-Executive and Independent Director
Mr. Ajay Mittal	Non-Executive Director
Mr. Pradeep Singhal	Non-Executive Director
Mr. Sandeep Singhal	Non-Executive Director

COMMITTEES

Executive Committee

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

Shareholders Relationship Committee

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

Audit Committee

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

Nomination & Remuneration Committee

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

Corporate Social Responsibility Committee

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

AUDITORS

BAS Associates

Statutory Auditor

Office No. 9, Old Delhi Gurgaon Road, Opp Police Station, Kapashera, Delhi – 110 037

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 – 110 092



BANKERS

Axis Bank Ltd.	HDFC Bank Ltd.
Bank of Baroda	ICICI Bank Limited
Citi Bank	Kotak Mahindra Bank Ltd.
City Bank Singapore Ltd.	State Bank of India
DSB Bank Ltd.	Union Bank of India
Emirates NBD Bank PJSC	Yes Bank Ltd.

Mr. Ashhish k Paanday Chief Financial Officer and Company Secretary & Compliance Officer

REGISTERED OFFICE

DSM-340, DLF Trade Tower, Shivaji Marg, New Delhi – 110 015

Tel: +91 – 11 – 4707 1502

Email: secretarial@fdsindia.co.in Website: www.fdsindia.co.in

CIN: L72900DL2011PLC221111

7th Annual General Meeting : Friday, the 28th day of September, 2018 at 9:30 A.M. at THE GRAND CORAL (Coral Bellss Banquet) at 26/1, Shivaji Marg, Moti Nagar, New Delhi – 110 015 Book Closure : Friday, 21/09/2018 to Friday, 28/09/2018 [both day inclusive]

Registrar and Share Transfer Agent

Bigshare Services Pvt. Ltd.

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: investor@bigshareonline.com Website: <http://www.bigshareonline.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

The Board of Directors of Domestic Subsidiary

Thumbspeed Tech Solutions Pvt. Ltd.

Mr. Amalendu Mukherjee Director

Mrs. Namita Mukherjee Director

Mr. Bibekananda Mukherjee Director

Enpocket IT Service (India) Pvt. Ltd.

Mr. Amalendu Mukherjee Director

Mrs. Namita Mukherjee Director

Mr. Bibekananda Mukherjee Director

Overseas Subsidiaries:

Fourth Dimension Solutions Pte. Ltd.

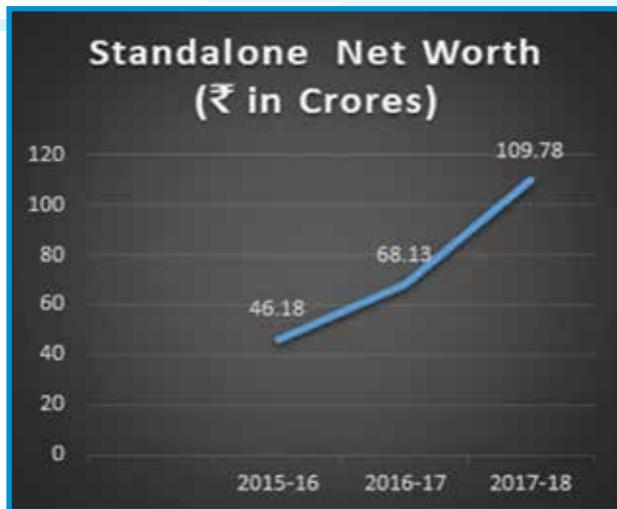
Mr. Amalendu Mukherjee Director

Mr. Veera Moorthi Director

Fourth Dimension Solutions DMCC

Mr. Amalendu Mukherjee Director

KEY TRENDS





BOARD OF DIRECTORS & KMP OF YOUR COMPANY

SN	Name	Age	DIN	Address	Designation
1	Amalendu Mukherjee	38	03544485	F-6, Milap Nagar, Uttam Nagar, New Delhi-110059.	Managing Director
2	Namita Mukherjee	37	06561265	F-6, Milap Nagar, Uttam Nagar, New Delhi-110059.	Whole-Time Director
3	Bibekananda Mukherjee	30	07008285	Bareria, Patherdih, Baghmundi, Purulia, 723152, West Bengal	Non-Executive Director
4	Vijay Kumar Tiwari	69	07233196	6/472, Vineet Khand, Gomti Nagar, Lucknow 226010 UP	Independent & Non-Executive Director
5	Prashant Kumar Gupta	31	06939868	House No-95 Block B, Gali No-8, Ram Shyam Enclave, Chipyana Buzurg Gautam Buddha Nagar Chhipyana, Uttar Pradesh 201 009 UP	Independent & Non-Executive Director
6	Anant Prakash	33	06709773	A-227, Gali No. 8 Ram Shyam Enclave, Chipiyana Bujurg Ghaziabad, Uttar Pradesh – 201 009	Independent & Non-Executive Director
7	Ms. Shipra Jain	29	07771758	Z-405B, Sector-12 Noida 201301 Uttar Pradesh	Independent & Non-Executive Director
8	Mr. Rajendra Kumar	49	06380868	195 A, Gadhaiya Sha-bajpur, Badaun, Uttar Pradesh – 243 601	Independent & Non-Executive Director
9	Mr. Ajay Mittal	48	00328190	H. No. 34 Sheetlaganj Bulandshahr Uttar Pradesh – 203 001	Non-Executive & Additional Director
10	Mr. Pradeep Singhal	39	07512568	SF-14, Shastri Nagar Block- E&F, Ghaziabad, Uttar Pradesh – 201 001	Non-Executive & Additional Director
11	Mr. Sandeep Singhal	45	07512565	SF-14, Shastri Nagar Block- E&F, Ghaziabad, Uttar Pradesh – 201 001	Non-Executive & Additional Director
12	Mr. Ashhish K Paanday	33	BIPPK2228G	H.No. 3307, 1st Floor, Patel Nagar, New Delhi – 110 008	Chief Financial officer & Company Secretary

MR. AMALENDU MUKHERJEE, aged 38 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 including “ASIA GREATEST LEADERS 2017” recognized by the “The CEO Magazine” as “STARTUP OF THE YEAR” under category “CISCO Solution”. 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 37 years, has been on our Board since April, 2013. 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 30 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 33 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 69 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 31 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. 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. AJAY MITTAL, aged 48 Years, is an entrepreneur and had done Bachelor of Engineering – Mechanical and having vast experience in the field of IT, Infrastructure and Projects. He is having more than two decades of experience in IT, Projects, infrastructure and Marketing.



MR. PRADEEP SINGHAL, aged 39 Years is an entrepreneur and had done Master Degree in Commerce and having vast experience in the field of Finance and Overseas Projects.

MR. SANDEEP SINGHAL, aged 45 years, is an entrepreneur and had done Master Degree in Commerce and having vast experience in the field of Finance, Hospitality and IT

MR. ASHHISH K PAANDAY, aged 33 years is a member of ICSI-India and Graduate in Economics and Law. His functional areas are Exploring Investment Options, Policy Analysis, M&A, PE, IPO Funding, Deal Diligence, Deal Sourcing, and Financial Know how. He is from Entrepreneurial Background with relevant operating experience including in Corporate Litigation, Strategy, Execution, Corporate Governance, Litigation and Financial Management.

BOARD & MANAGEMENT DISCUSSION AND ANALYSIS REPORT

To the Members,

Your Directors have pleasure in submitting their 7th Annual Report together with the Audited standalone & consolidated financial statement for the year ended on 31st March, 2018.

Financial Highlights & Review of Operations:

(Rs. in lakhs)

Particulars	Standalone for financial year ended on 31st March		Consolidated for financial year ended on 31st March	
	2018	2017	2018	2017
Revenue from operations	52,756.78	149,085.12	52,795.95	149,124.39
Other income	308.36	265.55	310.75	266.55
Total revenues	53,065.14	149,350.67	53,106.70	149,390.94
Cost of Material Consumed	22,622.13	140,323.88	22,626.28	140,336.52
Change in inventories of finished goods	19,050.21	(3,951.41)	19,050.21	(3,951.42)
Employee benefit expense	2,977.00	5,717.82	2,992.92	5,731.14
Finance costs	332.30	536.94	332.30	536.94
Depreciation and amortization expense	180.27	278.53	180.97	278.77
Other expenses	1,465.05	2,655.41	1,481.24	2,666.32
Total expenses	46,626.96	145,561.16	46,663.92	145,598.26
Profit before Exceptional and Prior Period Items & tax	6,438.18	3,789.51	6,442.78	3,792.68
Exceptional and Prior Period Items	78.87	230.88	78.87	230.88
Profit before tax	6,359.31	3,558.63	6,363.91	3,561.80
Tax expense	2,491.57	1,363.04	2,492.86	1,364.07
Profit for the year	3,867.74	2,195.59	3,871.05	2,197.73
Basic Earnings Per Share (In Rs.)	17.75	10.08	17.77	10.09
Diluted Earnings Per Share (In Rs.)	17.75	10.08	17.77	10.08

REVIEW OF BUSINESS OPERATIONS

Your Company's standalone total revenue for the current financial year 2017-18 has decline by Rs. 530.65 Crores from the previous financial year of Rs. 1493.50 Crores. However the Company's Standalone total profit after tax for the current financial year 2017-18 has increased to Rs. 38.67 Crores from the previous financial year of Rs. 21.95 Crores.

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

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 2017-18. However profit for the year is shown as surplus under the head Reserve & Surplus during the financial year 2017-18.

SHARES

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

Increase in Authorized Capital	Buy Back of Securities	Sweat Equity	Bonus Shares	Employees Stock Option Plan
5,00,00,000	Nil	Nil	Nil	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 Paid up Share Capital

- Increase in the Authorized Share Capital

Your Company increased it's authorized share capital from Rs. 30 Crores to Rs. 35 Crores during the year under review.

- Issue of Warrants

During the year under review your company have issued 6,670,000 equity warrants of Rs. 10/- each for cash at a price of Rs. 78/- per convertible equity warrants (including a premium of Rs. 68/- per equity warrant). Warrant subscription price equivalent to 25% of the issue price of the Warrants have been received by the company at the time of issue to the Warrants, as prescribed by the SEBI (ICDR) Regulations and have been appropriated against the issue price of the Warrants. Warrant exercise price equivalent to the 75% of the issue price of the Warrant shall be payable by the Warrant holder(s) at the time of conversion of the Warrant. The Warrants may be exercised by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants.

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 following appointments in the Board of Directors/Key Managerial Personal were made during the year:

- Mr. Rajeev Ranjan (DIN: 06534751), Ms. Shipra Jain (DIN: 07771758) & Mr. Mahavir Singh Farswan (DIN: 07833852) joined the Board as an additional director of the Company with effect from 29th May, 2017.
- Mr. Rajendra Kumar (DIN: 06380868) joined the Board as an additional director of the Company with effect from 19th August, 2017.
- Ms. Shipra Jain (DIN: 07771758) & Mr. Rajendra Kumar (DIN: 06380868) joined the Board as an Independent Director of the Company with effect from 25th September 2017 by approval of the Shareholders.
- Mr. Ajay Mittal (DIN: 00328190), Mr. Pradeep Singhal (DIN:07512568) and Mr. Sandeep Singhal (DIN: 07512565) joined the Board as an additional director of the Company with effect from 25th August, 2017.
- Mr. Ashhish K Paanday, joined as Chief Financial Officer & Company Secretary of the Company with effect from 22nd March, 2018.

The following retirement, resignations & change in designation were made in the Board of Directors/ Key Managerial Personal during the year:

- Mrs. Namita Mukherjee (DIN: 06561265), resigned from the post of whole time director of the Company, with effect from 31.05.2017 due to her pre-occupation, however she continue on the Board as Director of the Company.
- Mr. Mahavir Singh Farswan (DIN:07833852) resigned from the Board, due to his personal reasons, as additional director with effect from 22nd July, 2017.
- Mr. Sanjay Sachdev (DIN: 01548230) & Mr. Rajeev Ranjan (DIN: 06534751) were appointed as additional director by the Board w.e.f., 25th February 2017 and 29th May 2017 respectively and their tenure as additional director was upto the date of 6th Annual General Meeting and they did not offered themselves to be regularised by the members of the Company, hence Mr. Sanjay Sachdev and Mr. Rajeev Ranjan are not on the Board of Directors with effect from 25th September, 2017.
- Mr. Deepak Kumar Kaushal, resigned, due to other preoccupation, from the post of Company Secretary of the Company with effect from 30th September 2017.
- Mr. Mahesh Rajdev, superannuated from the post of Chief Financial Officer of the Company with effect from 31st October, 2017.

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 AGM of your Company and being eligible offer themselves for reappointment. The Board of Directors of the Company has recommended their re-appointment.

Appointment of auditor due to casual vacancy

M/s. Sain Kanwar & Associates, Chartered Accountant, Statutory Auditor of the Company, had resigned w.e.f., 29.11.2017 due to his bad health and other pre-occupation. The Board of Directors in its meeting held on 11th December, 2017 and 09th March, 2018 appointed M/s. BAS Associates, Chartered Accountants, New Delhi (FRN: 015871N) as the Statutory Auditors of the Company, to fill the casual vacancy in the office of Company's Statutory Auditor caused due to resignation of the existing Statutory Auditors M/s. Sain Kanwar & Associates., Chartered Accountants, New Delhi and they shall hold the office until the conclusion of the ensuing Annual General Meeting of the Company to be held for the financial year ending on 31st March, 2018. The Members of the Company had approved the appointment of M/s. B A S Associates through postal ballot notice dated 09th March, 2018.



Increase in limit of total shareholding of all Registered Foreign Portfolio Investors (FPIs) / Registered Foreign Institutional Investors (FIIs) put together from 24% up to 49% of the paid-up equity share capital of the Company

During the year, your company had Increase in the limit of total shareholding of all Registered Foreign Portfolio Investors (FPIs) / Registered Foreign Institutional Investors (FIIs) put together from 24% up to 49% of the paid-up equity share capital of the Company through postal ballot notice dated 09th March, 2018.

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

Increase in the Authorized Share Capital

Your Company increased its authorized share capital from Rs. 35 Crores to Rs. 50 Crores w.e.f. 09th April, 2018.

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

During the year under review, the current policy the Composition of Board is an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. Being a SME Listed Company Regulation 17 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 is not applicable to the Company. On March 31, 2018, the Board consists of eleven Directors, one of whom is executive, five are non-executive and five 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. 2.47 lakhs from supply/ rendering of services. However your Company has spent Rs. 19.52 lakhs on traveling and others during the financial year under review.

BOARD MEETINGS

The Board of Directors duly met Thirteen (13) times during the financial year 2017-18 and in respect of all the proceedings were properly recorded.

SN	Date	SN	Date	SN	Date
1.	29.05.2017	2.	06.07.2017	3.	19.08.2017
4.	03.10.2017	5.	25.10.2017	6.	14.11.2017
7.	30.11.2017	8.	11.12.2017	9.	28.12.2017 and 01.01.2018 - (Adjourned)
10.	20.01.2018	11.	26.02.2018	12.	09.03.2018
13.	22.03.2018				

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,--

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



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

- (i) At the beginning of the year; N.A.
- (ii) Maximum during the year; N.A.
- (iii) At the end of the year; N.A.

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

MANAGEMENT DISCUSSION & ANALYSIS REPORT

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

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

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

The aggregate demand in Economy is expected to improve in 2018-19, supported, inter alia, by the improving GST implementation, the recapitalisation of public sector banks and the resolution of distressed assets under the IBC. Rural and infrastructure sectors are identified as thrust areas in the Union Budget, which could energise aggregate demand. With the acceleration in global trade, the Indian economy could benefit from buoyant external demand. In addition to the usual monsoon related uncertainty, inflation faces upside risks from a variety of other sources, especially due to the oil prices, the fiscal slippage, and (the statistical effect from) the expected increases in HRAs by the state governments, The purely direct statistical impact of the HRA adjustment on CPI will be looked through while formulating monetary policy. Uncertainty over the pace and timing of monetary policy normalisation by the systemic central banks in advanced economies, protectionist tendencies and fears of a trade war pose significant risks to the baseline inflation and growth paths.

Over the years, a large number of initiatives have been undertaken by various State Governments and Central Ministries to usher in an era of e-Government. Sustained efforts have been made at multiple levels to improve the delivery of public services and simplify the process of accessing them.

e-Governance in India has steadily evolved from computerization of Government Departments to initiatives that encapsulate the finer points of Governance, such as citizen centricity, service orientation and transparency. Lessons from previous e-Governance initiatives have played an important role in shaping the progressive e-Governance strategy of the country. Due cognizance has been taken of the notion that to speed up e-Governance implementation across the various arms of Government at National, State, and Local levels, a programme approach needs to be adopted, guided by common vision and strategy. This approach has the potential of enabling huge savings in costs through sharing of core and support infrastructure, enabling interoperability through standards, and of presenting a seamless view of Government to citizens.

The Budget document also referred to existing projects such as the Central Public Procurement Portal which already has around 3.5 lakh contractors and vendors registered. In November, 2017 alone, electronic bids for over one lakh tenders valued at around two lakh forty thousand crore were invited through this portal. Similarly, the third version of the Government E-Marketplace (GeM) has been launched last week. The platform has 7,800 buyers, 5600 sellers, 375000 products and twelve services so far.

While projects such as E-Courts will bring about universal computerization of all Districts and Subordinate Courts, a National Judicial Data Grid will provide an online platform for information relating to judicial proceedings and decisions from over sixteen thousand computerized Courts and Subordinate Courts in the country. Union Budget 2018 continues to be carrying forward the government's Digital India agenda and there is a vision to be ready for the future using digital technologies. While not specifically outlined in the current budget, the government needs to increase focus on security and privacy of personal data.

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.

FDS is a professionally driven global Company, catering over 100+ Indian & Global customers, including ranked 81 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 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 is engaged in IT and Mobile app development business.

Overseas Subsidiaries –

M/s. Fourth Dimension Solutions PTE. Ltd. a subsidiary of Fourth Dimension Solutions Limited 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 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 decreased to Rs. 29,51,477/- from previous financial year Rs. 29,55,590/- and net profit after tax for the current financial year 2017-18 has increased to Rs. 1,52,791/- from the previous financial year of Rs. 39,353/-.

During the year under review, the total revenue of M/s. Enpocket IT Services (India) Private Limited has increased to Rs. 12,04,160/- from previous financial year Rs. 10,71,250/- and net profit after tax for the current financial year 2017-18 has increased to Rs. 1,78,011/- from the previous financial year of Rs. 1,74,735/-.

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, 2018, is as follows:

- ▶ Total revenue from operations at Rs. 531.06 crore for the year ended March 31, 2018, as against Rs. 1493.90 crore for the corresponding previous period, a decrease of 64.45 %.
- ▶ The cost of material consumed for the financial year ended March 31, 2018 were Rs. 226.26 crore as against Rs. 1403.37 crore for the corresponding previous period, a decreased of 83.88%.
- ▶ Employee Benefit Expenses for the financial year ended March 31, 2018 were Rs. 29.93 crore as against Rs. 57.31 crore for the corresponding previous period, a decrease of 47.78%.
- ▶ The EBT (earnings before tax) was Rs. 63.64 crore for the year ended March 31, 2018, as against Rs. 35.62 crore for the corresponding previous period, an increase of 78.66%.
- ▶ Depreciation for the financial year ended March 31, 2018 was Rs. 1.81 crore, as against Rs. 2.79 crore for the corresponding previous period.
- ▶ Profit after tax was Rs. 38.71 crore for the year ended March 31, 2018, as against Rs. 21.98 crore for the corresponding previous period, an increase of 76.11%.
- ▶ EPS (Earning per Share) for the financial year ended March 31, 2018 was Rs. 17.77 for a face value of Rs 10 per share.

RESOURCES AND LIQUIDITY

- ▶ As on March 31, 2018, the consolidated net worth stood at Rs. 110.66 crore and the consolidated debt was at Rs. 2.12 crores.
- ▶ The cash and cash equivalents at the end of March 31, 2018 were Rs. 5.34 crore.

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.

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 third year in a row, Fourth Dimension Solutions Ltd. (FDS) has made it to the prestigious Fortune India Next 500 list of Indian midsize companies, with the IT/ITES infrastructure and Services Company ranked as 81st. FDS features at the top, ranking 1st in the Infotech Sector.

The Company is ranked along 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 & ITes 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.

1. "The Government is transforming method of disposal of its business by introduction of e-office and other e-governance initiatives in central Ministries and Departments.
2. The initiatives include a web-based Government Integrated Financial Management Information System (GIFMIS), administered by Controller General of Accounts, for budgeting, accounting, expenditure and cash management for more effective fiscal management of Government.
3. In order to provide one stop services for depositing fees, fines and other non-tax dues into Government account, a Non Tax Receipt Portal will also be set up.
4. Another project called 'e-Vidhan' will digitize and make the functioning of all State Legislatures paperless.
5. The Budget document also referred to existing projects such as the Central Public Procurement Portal which already has around 3.5 lakh contractors and vendors registered. In November, 2017 alone, electronic bids for over one lakh tenders valued at around two lakh
6. Forty thousand crore were invited through this portal. Similarly, the third version of the Government E-Marketplace (GeM) has been launched last week. The platform has 7,800 buyers, 5600 sellers, 375000 products and twelve services so far.
7. While projects such as E-Courts will bring about universal computerization of all Districts and Subordinate Courts, a National Judicial Data Grid will provide an online platform for information relating to judicial proceedings and decisions from over sixteen thousand computerized Courts and Subordinate Courts in the country

Your Company is confident to successfully procure eligible business and execute projects in a timely fashion. Your Company 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 focused 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.

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.

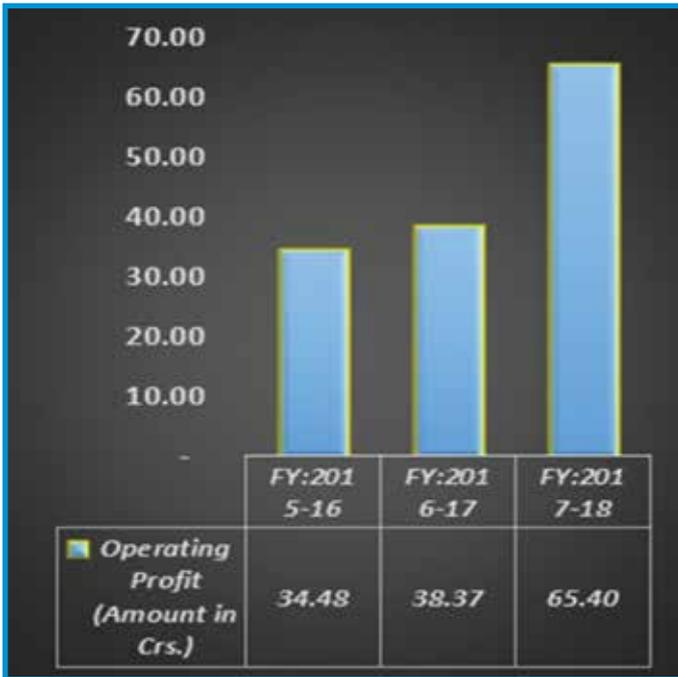


PERFORMANCE HIGHLIGHTS

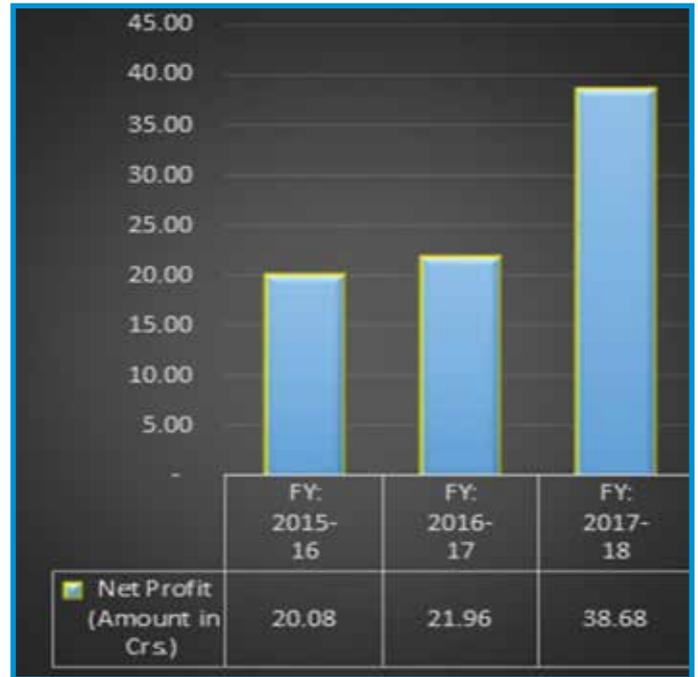
Authorised Capital: ₹ 35,00,00,000/-

Paid-up Capital : ₹ 21,78,40,000/-

Operating Profit



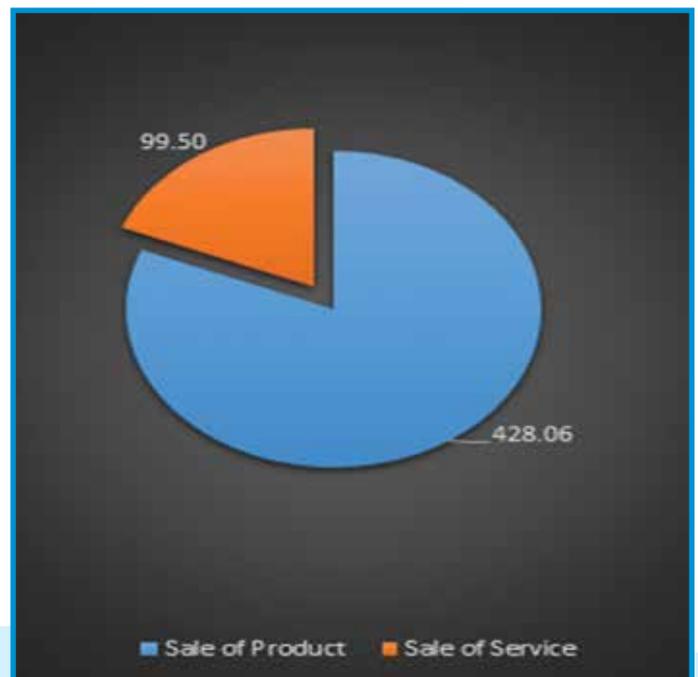
Net Profit



Turnover



Revenue Breakup for FY:2017-18



Your Company strives most to admired and recognized companies in the ITes 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.

DEPRECIATION 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.

DEMATERIALIZATION OF SHARES

The shares of your Company are being traded in electronic form and the Company has established connectivity with both the depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). In view of the numerous advantages offered by the Depository system, Members are requested to avail the facility of dematerialization of shares with either of the Depositories as aforesaid. As on March 31, 2018, 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

Your Company, CSR initiatives are on the focus areas approved by the Board and CSR Committee for the benefit of the community. Your Company affirm to the CSR Policy, as approved by the Board & implemented in last year and the CSR Committee monitors the implementation of CSR Projects and activities in compliance with your Company CSR objectives. In last Financial year, the company has expended Rs. 20,00,000/- out of 35,50,000/- and during the year, your company is in the process of identifying and evaluating projects which were in line with the vision of your company and CSR policy, as such all project normally go through detailed evaluation process and assessed under agreed vision. However, given the facts that the projects were still under the evaluation strategy and vision, your company could not spend the allocated amount. The CSR activities are scalable with few new initiatives that may be considered in future and moving forward the Company will endeavour to spend the complete amount on CSR activities in accordance with the statutory requirements. The responsibility statement of the CSR Committee, that the implementation and monitoring of CSR Policy are in compliance with CSR objectives and Policy of the Company, shows our commitment towards the same.

The deficit Contribution of your Company during the previous year was 16,50,000/- to “Presidium Educational & Charitable Trust” (PECT) a NGO, a registered Trust under the Trust Act, 1882 vide Registration No. 56 and is established on 16th January, 2012 under Corporate Social Responsibility (CSR) for project “Education for All” under activities as specified in Schedule VII of the Companies Act, 2013. The said contribution to this project is in phase manner and PECT had not yet raised the remaining contribution.

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. 57,41,788/- towards CSR activities during the year, the company had made provision for contribution to CSR. 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 |

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

M/s. BAS Associates, Chartered Accountants, (Firm Registration No. 015871N) had been appointed to fill the casual vacancy in the office of Company's Statutory Auditor caused due to resignation of the existing Statutory Auditors M/s. Sain Kanwar & Associates., Chartered Accountants, New Delhi and they shall hold the office until the conclusion of the ensuing Annual General Meeting of the Company to be held for the financial year ending on 31st March, 2018.

The Board of Directors of the Company had recommended the appointment of M/s. Sumit Gupta & Co. Chartered Accountants, (Firm Registration No. 022622N), as Statutory Auditor of the Company in its meeting held on 01st September, 2018 and that the said firm of Statutory Auditors has confirmed that if appointed, their appointment will be within the limits of Section 139 and 141 of the Companies Act, 2013 and the Board of Directors proposes the members of the Company in their meeting should make the appointment of the auditors. The Board recommends the appointment of M/s. Sumit Gupta & Co. Chartered Accountants, (Firm Registration No. 022622N) as Auditors of the to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twelfth Annual General Meeting of the Company to be held in the year 2023 and fixation of their remuneration by the shareholders at the forthcoming Annual General Meeting.

The Auditors' Report for fiscal 2018 does not contain any qualification, reservation or adverse remark. The Auditors' Report is enclosed with the financial statements in this Annual Report. The emphasis on financial statement referred to in the Auditors' Report are self-explanatory and do not call for any further comments.

SECRETARIAL AUDITORS

M/s. Atiuttam Singh & Associates, Practising Company Secretaries, were appointed to conduct the secretarial audit of the Company for the financial year 2018-19, as required under section 204 of the Companies Act, 2013 and the rules thereunder. The secretarial audit report for the financial year 2017-18 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.

MANAGEMENT REPLY ON SECRETARIAL AUDIT REPORT

Delay in Payment of Dues: -

There are delays in the payment of income tax, Goods and Service Tax & Provident Fund, however, with the improved business environment and particularly in the challenging IT & E-Governance Industry, the Company will be able to meet its obligations in time. The Management is hopeful and committed to their level best to streamline the same in future.

Delay in Form Filing: -

The Company is a law-abiding entity and is an endeavour to file all required forms and returns with the Registrar in time. However, there have been few delays which the management ensures to take care in future

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 2017-18 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 2017-18 and Notice of the 7th Annual General Meeting are sent to the members whose email address are registered with the Company/ Depository Participant(s). For the members who have not registered their email address, physical copies are sent in the permitted mode.

ACKNOWLEDGEMENTS

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

For and on Behalf of the Board of Directors

Date:01.09.2018
Place: New Delhi

Sd/-
Amalendu Mukherjee
Managing Director
DIN: 03544485

Sd/-
Namita Mukherjee
Director
DIN:06561265



FORM NO.MGT-9

EXTRACT OF ANNUAL RETURN AS ON THE FINANCIAL YEAR ENDED ON 31ST MARCH, 2018

[Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12 (1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

i.	CIN	L72900DL2011PLC221111
ii.	Registration Date	17.06.2011
iii.	Name of the Company	Fourth Dimension Solutions Limited
iv.	Category/Sub-Category of the Company	Company limited by shares/Indian non-government company
v.	Address of the Registered office and contact details	DSM 340, DLF Trade Tower, Shivaji Marg, New Delhi-110015 Telefax: +91-11-47091502 Email:secretarial@fdsindia.co.in Website: fdsindia.co.in
vi.	Whether listed company	Yes
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Pvt. Ltd. Registrar and Share Transfer Agent 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	81.14
2	IT related services	6209	18.86

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)

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	U72900MH- 2006PTC159192	Subsidiary	100	2(87)(ii)
3.	Fourth Dimension Solutions Pte. Ltd., Address: 160 ROBINSON ROAD #20-03 SPORE BUSINESS FEDERATION CTR SINGAPORE 068914		Subsidiary	90	2(87)(ii)
4.	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	
A. Promoter									
1) Indian									
a) Individual/ HUF	15956000	-	15956000	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):-	15956000	-	15956000	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. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt. (s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-



h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-total(B)(1)	-	-	-	-	-	-	-	-	-
2. Non Institutions									
a) Bodies Corp.									
(i) Indian	1703471	-	1703471	7.82	2214513	-	2214513	10.17	2.35
(ii) Overseas									
b) Individuals									
(i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	2839	-	2839	0.01	0.00	-	0.00	0.00	(0.01)
(ii) Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	4117690	-	4117690	18.90	3593487	-	3593487	16.50	(2.40)
c) Others(NRI-NON Repat)	4000	-	4000	0.02	20000	-	20000	0.09	0.07
Sub-total(B)(2)	5828000	-	5828000	26.75	5828000	-	5828000	26.75	-
Total Public Shareholding (B)=(B)(1)+ (B)(2)	5828000	-	4140529	26.75	5828000	-	5828000	26.75	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total	21784000	-	21784000	100	21784000	-	21784000	100	-
(A+B+C)									

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	15956000	73.25	0	15956000	73.25	0	-
	Total	15956000	73.25	0	15956000	73.25	0	-

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	15956000	73.25	15956000	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):	During the year under review no change in promoters shareholding			
	At the End of the year	15956000	73.25	15956000	73.25

V. 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.	SHRI PARASRAM HOLDINGS PVT.LTD.				
	At the beginning of the year	2,64,000	1.21	2,64,000	1.21
	Date wise Increase / Decrease in Shareholding during the year * Secondary Market Buy	4,28,500	1.96	4,28,500	1.96
	At the End of the year	6,92,500	3.17	6,92,500	3.17
2.	ALOK KUMAR				
	At the beginning of the year	1,16,000	0.53	1,16,000	0.53
	Date wise Increase / Decrease in Shareholding during the year * Secondary Market Buy	185,000	0.58	185,000	0.58
	At the End of the year	243000	1.11	243000	1.11
3.	ATUL BABUBHAI CHAUHAN (HUF)				
	At the beginning of the year	2,24,000	1.03	2,24,000	1.03
	Date wise Increase / Decrease in Shareholding during the year * Secondary Market Buy	6,000	0.02	1,12,000	0.02
	At the End of the year	2,30,000	1.05	2,30,000	1.05
4.	P NET SOLUTIONS PRIVATE LIMITED				
	At the beginning of the year	2,12,000	0.97	2,12,000	0.97
	Date wise Increase / Decrease in Shareholding during the year * Secondary Market Buy	(32,000)	(0.15)	(32,000)	(0.15)
	At the End of the year	1,80,000	0.82	1,80,000	0.82
5.	SUMPOORNA PORTFOLIO LIMITED				
	At the beginning of the year	1,40,000	0.64	1,40,000	0.64
	Date wise Increase / Decrease in Shareholding during the year * Secondary Market Buy	28,000	0.13	28,000	0.13
	At the End of the year	1,68,000	0.77	1,68,000	0.77
6.	JINDAL INFRA SOLUTIONS LIMITED				
	At the beginning of the year	2,00,000	0.92	2,00,000	0.92
	Date wise Increase / Decrease in Shareholding during the year * Secondary Market Buy	(34,000)	(0.16)	(34,000)	(0.16)
	At the End of the year	1,66,000	0.76	1,66,000	0.76



7.	SHIKHAR GUPTA				
	At the beginning of the year	40,000	0.18	40,000	0.18
	Date wise Increase / Decrease in Shareholding during the year * Secondary Market Buy	96,000	0.44	96,000	0.44
	At the End of the year	1,36,000	0.62	1,36,000	0.62
8.	EDELWEISS BROKING LIMITED				
	At the beginning of the year	12,000	0.05	12,000	0.05
	Date wise Increase / Decrease in Shareholding during the year * Secondary Market Buy	1,00,000	0.46	1,00,000	0.46
	At the End of the year	1,12,000	0.51	1,12,000	0.51
9.	NIDHI BIYANI				
	At the beginning of the year	128,000	0.59	128,000	0.59
	Date wise Increase / Decrease in Shareholding during the year * Secondary Market Buy	(28,000)	(0.13)	(28,000)	(0.13)
	At the End of the year	100,000	0.46	100,000	0.46
10.	SHARE INDIA SECURITIES LIMITED				
	At the beginning of the year	28,000	0.12	28,000	0.12
	Date wise Increase / Decrease in Shareholding during the year * Secondary Market Buy	69,000	0.32	69,000	0.32
	At the End of the year	97,000	0.44	97,000	0.44

(v) **Shareholding of Directors and Key Managerial Personnel:**

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.	Mr. Amalendu Mukherjee Managing Director				
	At the beginning of the year	1,59,56000	73.25	1,59,56000	73.25
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	At the End of the year	15956000	73.25	15956000	73.25
2.	Mrs. Namita Mukherjee Whole-time Director				
	At the beginning of the year	40,000	0.18	40,000	0.18
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	At the End of the year	40,000	0.18	40,000	0.18
3.	Mr. Bibekananda Mukherjee				
	At the beginning of the year	800	0.0	800	0.0
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	At the End of the year	800	0.0	800	0.0

4.	Mr. Mahesh Rajdev CFO				
	At the beginning of the year	8,000	0.04	8,000	0.04
	Date wise Increase / Decrease in Shareholding during the year	-	-	-	-
	At the End of the year	8,000	0.04	8,000	0.04

* Mr. Mahesh Rajdev, Chief Financial Officer of the Company superannuated with effect from 31st October, 2017

V. INDEBTEDNESS

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

(Amount in Rs.)

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	103,270,172	-	-	103,270,172
ii) Interest due but not paid				
iii) Interest accrued but not				
Total(I + ii + iii)	103,270,172	-	-	103,270,172
Change in Indebtedness during the financial year				
- Addition	-	17,879,819	-	-
- Reduction	(1,174,397)	-	-	16,705,422
Net Change	(1,174,397)	17,879,819	-	16,705,422
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid iii) Interest accrued but not due	40,404,528	17,879,819	-	58,284,347
Total (I + ii + iii)	40,404,528	17,879,819	-	58,284,347

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/ WTD/ Manager		Total Amount
		Amalendu Mukherjee	Namita Mukherjee	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17 (2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act,1961	2,40,00,000	10,00,000	2,50,00,000
2.	Stock Option	-	-	-
3.	Sweat Equity	-	-	-



4.	Commission - as % of profit - Others, specify...	-	-	-
5.	Others, please specify	-	-	-
6.	Total(A)	2,40,00,000	10,00,000	2,50,00,000
	Ceiling as per the Act	Rs. 4.25 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	Mahavir Singh Farswan	Shipra Jain	Rajendra Kumar	
	Independent Directors •Fee for attending board meetings •Commission •Others, please specify	1,30,000	1,30,000	1,30,000	-	1,00,000	-	4,90,000
	Total(1)	1,30,000	1,30,000	1,30,000	-	1,00,000	-	4,90,000
		Ajay Mittal		Pradeep Singhal		Sandeep Singhal		
	Other Non-Executive Directors •Fee for attending board committee meetings •Commission •Others, please specify							
	Total(2)		-		-		-	
	Total(B)=(1+2)							4,90,000
	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		2,79,518	8,95,363	11,74,881
2.	Stock Option	-	-	-	-
3.	Sweat Equity	-	-	-	-
4.	Commission - as % of profit - others, specify...				

5.	Others, please specify	-	-	-	-
6.	Total		2,79,518	8,95,363	11,74,881

IV. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

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



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. 1,22,67,053/-	Rs. 4,73,25,582/-
6.	Total assets	Rs. 2,65,58,995/-	Rs. 8,03,55,058/-
7.	Total Liabilities	Rs. 2,65,58,995/-	Rs. 8,03,55,058/-
8.	Investments	NIL	NIL
9.	Turnover	Rs. 29,51,477/-	Rs. 12,04,160/-
10.	Profit before taxation	Rs. 2,09,900/-	Rs. 2,49,838/-
11.	Provision for taxation	Rs. 56,859/-	Rs. 71,827/-
12.	Profit after taxation	Rs. 1,52,791/-	Rs. 1,78,011/-
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

- (a) Name(s) of the related party and nature of relationship: **Namita Mukherjee**
- (b) Nature of contracts/arrangements/transactions: **Rent Agreement**
- (c) Duration of the contracts / arrangements/transactions: **Annual**
- (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.**



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 2018.

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 2018 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 2018 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 observation made are solely bases on the finding of the Statutory Auditor and relied in his report the observation is placed in Annexure B to this Report. The 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.

For **ATIUTTAM SINGH & ASSOCIATES**
COMPANY SECRETARIES

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

DATE: 21.08.2018
PLACE: New Delhi

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



To

The Members,

Fourth Dimension Solutions Limited

DSM – 340, DLF Trade Tower,
Shivaji Marg, New Delhi - 15

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

1. Maintenance of secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these 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: 21.08.2018
PLACE: New Delhi

Annexure B

1. The Company failed in ensuring compliance pertaining to payment of direct and indirect taxes/dues under the statutory provisions of Service Tax, Value Added Tax (VAT), GST, TDS, Income Tax, and Professional Tax including payment of contribution towards ESI & EPF under Employees State Insurance Act, 1948 and Employees' Provident Funds & Miscellaneous Provisions Act, 1952 and filing returns thereto.
2. Forms filed with MCA for creation of charge on Company's property is of excessive value which are not matching with the value entered in Register of Charge.

For **ATIUTTAM SINGH & ASSOCIATES**
COMPANY SECRETARIES

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

DATE: 21.08.2018
PLACE: New Delhi



To

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

Our secretarial audit report of even date, for the financial year 2017-18 is to be read along with this letter:

1. It is the responsibility of the management of the company to maintain secretarial records, devise proper systems to ensure compliance with the provisions of all applicable laws and regulations and to ensure that the systems are adequate and operate effectively.
2. Our responsibility is to express an opinion on these secretarial records, standards and procedures followed by the Company with respect to secretarial compliances.
3. We have followed the audit practices and processes as were appropriate to obtain responsible assurance about the correctness of the contents of 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 that we follow provide a responsible basis for our opinion.
4. Wherever 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 provision of corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to verification of procedures on test basis.
6. We have not verified the correctness and appropriateness of financial records and books of accounts of the Company.
7. The secretarial audit report is neither an assurance as to the future viability of the Company nor the efficacy or effectiveness with which the management has conducted the affairs of the Company.

For ATIUTTAM SINGH & ASSOCIATES
COMPANY SECRETARIES

DATE: 21.08.2018
PLACE: New Delhi

PROPRIETOR
FCS 8719
C.P. NO. 13333

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

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

Name of Director	Category (Promoter (P)/ Chairperson(c)/ Executive (ED) / Non-Executive (NED) / Independent (ID)/ Nominee (N))	No. of board meeting attended during the year 2015-16	Attendance at last AGM	No. of other Boards in which he / she is a member/ holds directorship (including Fourth Dimension Solutions Limited)	Committee(s) position (including Fourth Dimension Solutions Limited)	
					Member	Chairman
Mr. Amalendu Mukherjee DIN: 03544485	C & ED (P)	13	Y	3	3	1
Ms. Namita Mukherjee DIN: 06561265	NED	13	N	4	2	1
Ms. Bibekananda Mukherjee DIN: 07008285	NED	8	N	4	1	-
Mr. Vijay Kumar Tiwari DIN: 07233196	NE & ID	13	Y	1	-	2



Mr. Prashant Kumar Gupta DIN: 06939868	NE & ID	13	Y	4	3	-
Mr. Anant Prakash DIN: 06709773	NE & ID	13	Y	3	1	1
Mr. Rajendra Kumar DIN: 06380868	NE & ID	10	N	3	-	-
Ms. Shipra Jain DIN: 07771758	NE & ID	12	Y	2	-	-
Mr. Ajay Mittal DIN: 00328190	NED	-	-	7	-	-
Mr. Pradeep Singhal DIN: 07512568	NED	-	-	3	-	-
Mr. Sandeep Singhal DIN: 07512565	NED	-	-	2	-	-
Mr. Rajeev Ranjan * DIN: 06534751	NED	-	-	3	-	-
Mr. Mahavir Singh Farswan ** DIN: 07833852	NED	1	-	1	-	-
Mr. Sanjay Kumar Sachdev DIN: 01548230	NED	1	-	8	-	-

* Mr. Sanjay Sachdev (DIN: 01548230) & Mr. Rajeev Ranjan (DIN: 06534751) were appointed as additional director by the Board w.e.f., 25th February 2017 and 29th May 2017 respectively and their tenure as additional director was upto the date of 6th Annual General Meeting and they did not offered themselves to be regularised by the members of the Company, hence Mr. Sanjay Sachdev and Mr. Rajeev Ranjan are not on the Board of Directors with effect from 25th September, 2017.

** Mr. Mahavir Singh Farswan (DIN: 07833852) joined the Board as an additional director of the Company with effect from 29th May, 2017 and resigned from the Board, due to his personal reasons, as additional director with effect from 22nd July, 2017.

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
3.	*Rajeev Ranjan	NIL	0.00
4.	**Namita Mukherjee	NIL	0.00
5.	Ajay Mittal	NIL	0.00
6.	Pradeep Singhal	NIL	0.00
7.	Sandeep Singhal	NIL	0.00
8.	***Mahavir Singh Farswan	NIL	0.00

* Mr. Sanjay Sachdev & Mr. Rajeev Ranjan vacated from the board with effect from 25th September 2017.

**Mrs. Namita Mukherjee resign from the post of Whole Time Director with effect from 31st May, 2017, However she continue with the board as a Non-Executive Director.

*** Mr. Mahavir Singh Farswan (DIN: 07833852) joined the Board as an additional director of the Company with effect from 29th May, 2017 and resigned from the Board, due to his personal reasons, as additional director with effect from 22nd July, 2017.

The Board has met Thirteen times in the Financial Year 2017-18 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.	29.05.2017	8	7
2.	06.07.2017	10	6
3.	19.08.2017	9	7
4.	03.10.2017	8	8
5.	25.10.2017	8	7
6.	14.11.2017	11	8
7.	30.11.2017	11	8
8.	11.12.2017	11	8
9.	28.12.2017 & 01.01.2018 (Adjourned)	11	7
10.	20.01.2018	11	8
11.	26.02.2018	11	8
12.	09.03.2018	11	8
13.	22.03.2018	11	7

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.	29.05.2017	3	3
2.	06.07.2017	3	3
3.	19.08.2017	3	3
4.	03.10.2017	3	3
5.	25.10.2017	3	3
6.	14.11.2017	3	3
7.	30.11.2017	3	3
8.	11.12.2017	3	3
9.	28.12.2017 & 01.01.2018 (Adjourned)	3	3
10.	20.01.2018	3	3
11.	26.02.2018	3	3
12.	09.03.2018	3	3
13.	22.03.2018	3	3



Role of the audit committee

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

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statements are correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the board for approval, with particular reference to:
 - a. Matters required being included in the Directors Responsibility Statement to be included in the Board's report in terms of clause (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.

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.	29.05.2017	3	3
2.	19.08.2017	3	3
3.	03.10.2017	3	3
4.	25.10.2017	3	3
5.	22.03.2018	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) *Mrs. Namita Mukherjee, Non-Executive Director is the wife of Promoter and Managing Director Mr. Amalendu Mukherjee and Mr. Bibekananda Mukherjee, Non-Executive Director is the Brother of Promoter and Managing Director Mr. Amalendu Mukherjee are belongs to Promoter Group. Other than the aforesaid relation no pecuniary relationship or transaction was held during the year under review.

* Mrs. Namita Mukherjee, resigned from the post of whole Time Director with effect from 31st May, 2017. However she is continued as director.

(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 2018:

Name of the Director	Designation	Salary and Perquisites	Commission (in Rs.)	Sitting Fees (in Rs.)	Contribution to PF and other funds (in Rs.)	Stock options exercised	No. of equity shares held
Mr. Amalendu Mukherjee DIN: 03544485	Managing Director (ED & C)	240,00,000	-	-	-	-	15,95,6,000
Ms. Namita Mukherjee DIN: 06561265	Director (NED)	10,00,000	-	-	-	-	40000
Ms. Bibekananda Mukherjee DIN: 07008285	Director (NED)	-	-	-	-	-	800
Mr. Vijay Kumar Tiwari DIN: 07233196	Director (NE & ID)	-	-	1,30,000	-	-	-
Mr. Prashant Kumar Gupta DIN: 06939868	Director (NE & ID)	-	-	1,30,000	-	-	-
Mr. Anant Prakash DIN: 06709773	Director (NE & ID)	-	-	1,30,000	-	-	-
Mr. Sanjay Sachdev DIN: 01548230	(NED)	-	-	-	-	-	-
Mr. Rajeev Ranjan DIN: 06534751	(NED)	-	-	-	-	-	-
Ms. Shipra Jain DIN:07771758	(NE & ID)	-	-	1,00,000	-	-	-
Mr. Mahavir Singh Farswan DIN:07833852	(NED)	-	-	-	-	-	-
Mr. Rajendra Kumar DIN:06380868	(NE & ID)	-	-	-	-	-	-
Mr. Ajay Mittal DIN:00328190	(NED)	-	-	-	-	-	-
Mr. Pradeep Singhal DIN:07512568	(NED)	-	-	-	-	-	-
Mr. Sandeep Singhal DIN: 07512565	(NED)	-	-	-	-	-	-

3.3 Stakeholders' Relationship Committee

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

(a) Composition of Stakeholders Relationship Committee

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

(b) Meetings and Attendance

SN	Dates on which the Stakeholders Relationship Meetings were held	Total Strength of the Committee	No. of Members Present
1.	29.05.2017	3	3
2.	06.07.2017	3	3
3.	25.10.2017	3	3
4.	20.01.2017	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

Name and designation:	Ashhish K Paanday Company Secretary & Compliance Officer
Registered Office Address:	DSM -340, DLF Trade Tower, Shivaji Marg, New Delhi – 110 015
	Tel: + 91 – 011 – 47091 502
	Email: secretarial@fdsindia.co.in, website: www.fdsindia.co.in
	CIN: L72900DL2011PLC221111

(E) Details of Investor Complaints

During the year 2017-18, 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, 2018.

4. GENERAL BODY MEETINGS

The details of the last three Annual General Meetings held

Date of AGM	Location	Time	Whether any Special Resolution passed
6th AGM, Monday, the 25th September, 2016	63/12A, Rama Road Industrial Area, New Delhi – 110 015, India	11:30 A.M.	-
5th AGM, Tuesday, the 27th September, 2016	THE GRAND CORAL (Coral Bellss Banquet) at 26/1, Shivaji Marg, Moti Nagar, New Delhi – 110 015	11:30 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;

The details of Special Resolution(s) passed through Postal Ballot are as under: Following special resolution were passed in the year 2017- 2018 through Postal Ballot.

Postal Ballot passed on 31-12-2017 : 1. Issuance of upto 12500000 convertible equity warrants to M/s. Aspire Emerging Fund, M/s. Aegis Investment Fund, M/s. Future Net Software Pvt. Ltd., Mr. Manish Vyas, Non-Promoter /QIB of the Company, on preferential basis.

5. MEANS OF COMMUNICATION

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

6. GENERAL SHAREHOLDER INFORMATION

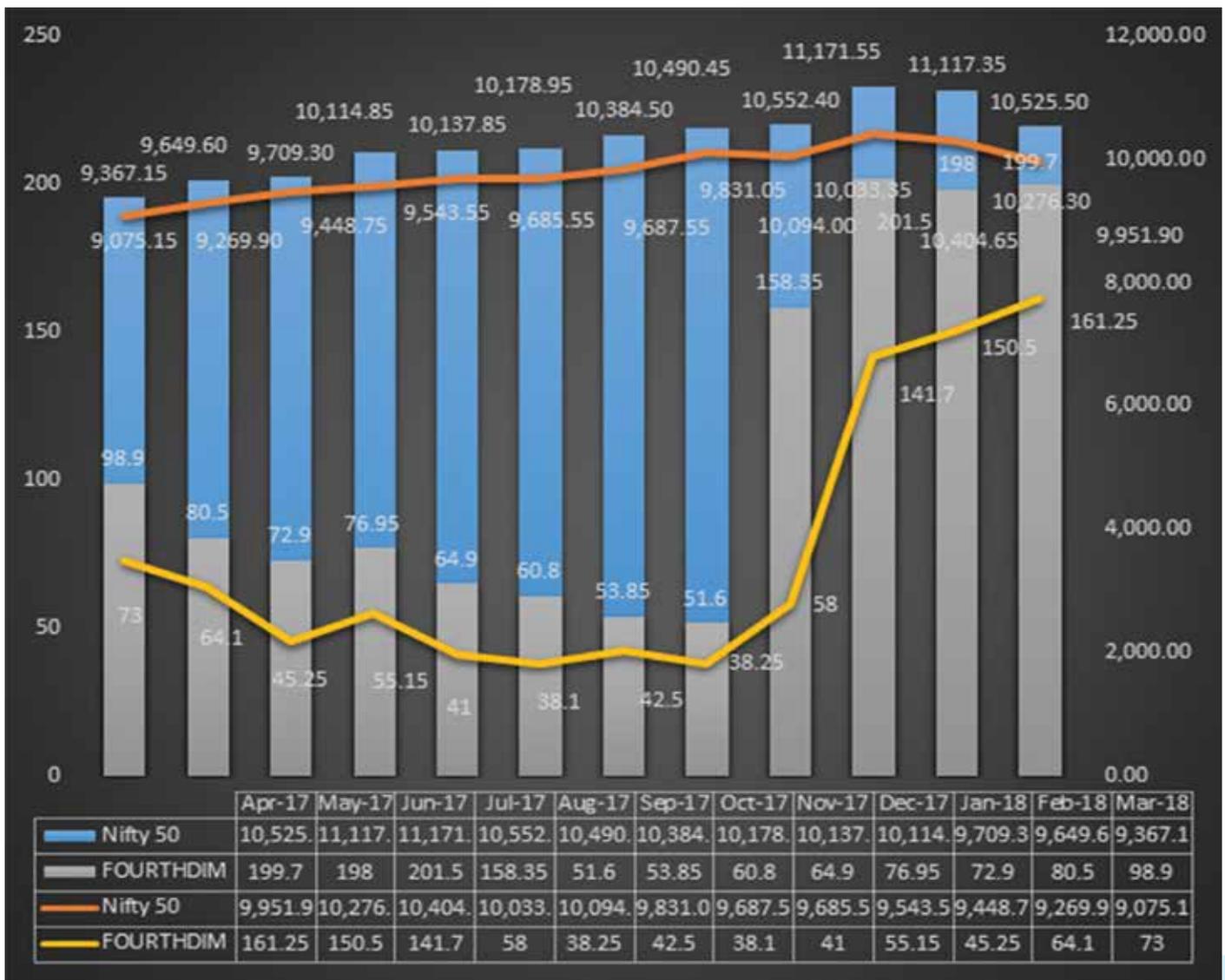
i	Annual General Meeting:	
	Date	: Friday, 28th September, 2018
	Time	: 09:30 A.M.
	Venue	: THE GRAND CORAL (Coral Bellss Banquet) at 26/1, Shivaji Marg, Moti Nagar, New Delhi – 110 015
ii	Financial Year	: April 1, 2018 to March 31, 2019
iii	Financial calendar (2018 -2019)	: April 1, 2017 to March 31, 2019
		Results for the Half year ended September 30, 2018 – by 14th November, 2018.
		Results for the Half year and year ended March 31, 2019 – by 30th May 2019.
iv	Date of Record/Cut-off Date	: Thursday 20th September, 2018
v	Date of Book closure	: The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 21, 2018 and Friday, September 28, 2018 (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 2019.
x	Market Price Data: High, Low during each month in last financial year 2017-18	:

Month	FOURTHDIM	
	High	Low
March 2018	199.70	161.25
February 2018	198.00	150.50
January 2018	201.50	141.70
December 2017	158.35	58.00
November 2017	51.60	38.25
October 2017	53.85	42.50
September 2017	60.80	38.10
August 2017	64.90	41.00
July 2017	76.95	55.15
June 2017	72.90	45.25
May 2017	80.50	64.10
April 2017	98.90	73.00



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

Month	Nifty 50		FOURTHDIM	
	High	Low	High	Low
March 2018	10,525.50	9,951.90	199.70	161.25
February 2018	11,117.35	10,276.30	198.00	150.50
January 2018	11,171.55	10,404.65	201.50	141.70
December 2017	10,552.40	10,033.35	158.35	58.00
November 2017	10,490.45	10,094.00	51.60	38.25
October 2017	10,384.50	9,831.05	53.85	42.50
September 2017	10,178.95	9,687.55	60.80	38.10
August 2017	10,137.85	9,685.55	64.90	41.00
July 2017	10,114.85	9,543.55	76.95	55.15
June 2017	9,709.30	9,448.75	72.90	45.25
May 2017	9,649.60	9,269.90	80.50	64.10
April 2017	9,367.15	9,075.15	98.90	73.00



xii	Registrar and Transfer Agents	:	Bigshare Services Pvt. Ltd. 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, 2018	:	

DISTRIBUTION OF HOLDING No. of equity shares held (range)	Shareholders		% of Shareholding	
	Number	% to total	Number of Equity Shares	% to total
1- 5000	3	0.7042	5020	0.0023
5001 - 10000	49	11.5023	477500	0.2192
10001 - 20000	95	22.3005	1881360	0.8636
20001 - 30000	14	3.2864	414430	0.1902
30001 – 40000	58	13.6150	2307800	1.0594
40001 – 50000	11	2.5822	550000	0.2525
50001 – 100000	85	19.9531	6324000	2.9030
100001 – above	111	26.0563	205879890	94.5097
Total	426	100	21784000	100.00

xv	Shareholding pattern as on March 31, 2018	:	
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Categories of Equity Shareholders as on March 31, 2018

Category	No. of Shares Held	Percentage of holding (%)
Promoters & Promoters Group	15996800	73.43
Indian Public & others	3552687	16.31
Mutual Fund	0	0
Corporate Bodies	2214513	10.17
Banks, Financial Institutions	0	0
Foreign Institutional Investors	0	0
NRI's/OCBs/Foreign Nationals/FC/QFI	20000	0.09
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	:	<p>The Company has not issued any GDRs/ADRs during the financial Year. The Company had issued 6670000 convertible equity warrants of Rs. 10/- each for cash at a price of Rs. 78/- per convertible equity warrants (including a premium of Rs. 68/- per equity warrants) on 20.01.2018 to :</p> <ul style="list-style-type: none"> - M/s. Aspire Emerging Fund -21,70,000 - M/s. Aegis investment Fund – 20,00,000 - M/s. Future Net Software Pvt. Ltd. – 19,00,000 - M/s. Manish Vyas – 6,00,000 <p>The Warrants may be exercised by the Warrant holder(s) at any time before the expiry of 18 months from the date of allotment of the Warrants</p>
xviii	Plant Locations	:	Company doesn't have any plant.
xix	Address for correspondence	:	<p>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</p>
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, except as stated in form AOC-2.
(b)	Disclosure of non-compliance:	:	There were one instance where advisory is issued on resignation intimation of Mr. Mahavir Singh Farswan, Additional Director, was not intimated within the specified time to the National Stock Exchange of India Limited as prescribed under Regulation 30 under SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in the financial year 2017-18 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:	:	<p>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:</p> <ul style="list-style-type: none"> • Submission of reports of the Internal Auditors to the Audit Committee. • The Internal Auditor of the Company regularly reports their findings of the internal audit to the Audit Committee Members.
(d)	Disclosure of accounting treatment:	:	There was no deviation in following the treatments prescribed in any of Accounting Standards (AS) in the preparation of the financial statements of your Company.
(e)	Web Link of the Policies	:	

- (1) **Policy of Prevention of Documents** - and the same is placed on the Company's website and the web link for the same is http://fdsindia.co.in/Policy_FDS/Policy%20of%20prevention%20of%20documents.pdf
- (2) **Policy of determining Materiality of events** - and the same is placed on the Company's website and the web link for the same is http://fdsindia.co.in/Policy_FDS/Determining%20of%20materiality%20of%20events.pdf
- (3) **Archival Policy** - and the same is placed on the Company's website and the web link for the same is http://fdsindia.co.in/Policy_FDS/Archival%20Policy_FDS.pdf
- (4) **Policy of determining the material subsidiary** - and the same is placed on the Company's website and the web link for the same is http://fdsindia.co.in/Policy_FDS/Policy%20of%20determining%20the%20material%20subsidiaries_FDS.pdf
- (5) **Code of Practices and Procedures for Fair Disclosure of UPSI subsidiary** - and the same is placed on the 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/ Un-claimed 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 2017-18

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, 2018 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: 01.09.2018



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, 2018, 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 ATIUTTAM SINGH & ASSOCIATES
COMPANY SECRETARIES

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

Place: New Delhi
Date: 21.08.2018

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)	22.22
Mrs. Namita Mukherjee (WTD)	0.92

- (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
Mr. Ashhish K Paanday (Chief Financial Officer and Company Secretary)	NA

- (iii) The number of permanent employees on the rolls of company: 390
- (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:

SN	EMP NAME	DOJ	DESIGNATION	Salary PA
1.	Venkat Patnaik	06 Feb 2017	Executive Vice President	572636
2.	Rajendra Pandey	01 Oct 2016	Sr. Vice President	340488
3.	Ajay Purohit	30 Jul 2014	Sr. Vice President	202400
4.	Mahesh Rajdev	05 Nov 2015	CFO	130000
5.	Nilanjan Mukherjee	16 Jul 2014	Sr. Vice President	189993
6.	Bharat Dhamija	20 Jun 2015	Asst. Vice President	15,00,00
7.	Pankaj Mittal	01 Apr 2015	COO	180000
8.	Pankaj Mittal	01 Feb 2017	Asst. Vice President	124562
9.	Deepak Chaure	22 Feb 2017	Asst. Vice President	123871
10.	Rajender Kumar	01 Apr 2014	Chief Administrative Officer	105000

- (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.

In the last financial year Fourth Dimension Solutions Limited had joined 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.

Your Company, CSR initiatives are on the focus areas approved by the Board and CSR Committee for the benefit of the community. Your Company affirm to the CSR Policy, as approved by the Board & implemented in last year and the CSR Committee monitors the implementation of CSR Projects and activities in compliance with your Company CSR objectives. In last Financial year, the company has expended Rs. 20,00,000/- out of 35,50,000/- and during the year, your company is in the process of identifying and evaluating projects which were in line with the vision of your company and CSR policy, as such all project normally go through detailed evaluation process and assessed under agreed vision. However, given the facts that the projects were still under the evaluation strategy and vision, your company could not spend the allocated amount. The CSR activities are scalable with few new initiatives that may be considered in future and moving forward the Company will endeavour to spend the complete amount on CSR activities in accordance with the statutory requirements. The responsibility statement of the CSR Committee, that the implementation and monitoring of CSR Policy are in compliance with CSR objectives and Policy of the Company, shows our commitment towards the same.

CSR COMMITTEE

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

Mrs. Namita Mukherjee
Chairperson

Mr. Amalendu Mukherjee

Mr. Prashant Kumar Gupta

OUR OBJECTIVES

Our broad objectives as stated in our CSR policy 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, in the last financial year 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 deficit Contribution of your Company during the previous year was 16,50,000/- to “Presidium Educational & Charitable Trust” (PECT) a NGO, a registered Trust under the Trust Act, 1882 vide Registration No. 56 and is established on 16th January, 2012 under Corporate Social Responsibility (CSR) for project “Education for All” under activities as specified in Schedule VII of the Companies Act, 2013. The said contribution to this project is in phase manner and PECT had not yet raised the remaining contribution.

Accordingly, the Company was required to spend Rs. 57,41,788/- towards CSR activities during the year, the company had made provision for contribution to CSR. The annual report on our CSR activities is appended as Annexure VIII to the Board’s report.

SN	Particulars	Amount (In Rs.)
1	Average net profit of the Company for last three financial years	28,70,89,419
2	Prescribed CSR expenditure (2% of the average net profit as computed above)	57,41,788
3	Details of CSR expenditure during the financial year	
	Total amount to be spent for the financial year	NIL
	Amount spent	NIL
	Amount unspent (Refer to the paragraph above for details)	57,41,788

CSR Project/ Activity/ Beneficiary	Theme as per our CSR Policy	Sector covered 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/ implementing agency
Presidium Education Charitable 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: 01.09.2018

Sd/-
Namita Mukherjee

Sd/-
Amalendu Mukherjee

BAS & ASSOCIATES
Chartered Accountants

Office No. 9, Old Delhi Gurgaon Road,
Opp. Police Station, Kapashera, Delhi - 37
Tel: 9718136565, 011-49128776
Email: audit.basassociates@gmail.com

INDEPENDENT AUDITORS' REPORT

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

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of FOURTH DIMENSION SOLUTIONS LIMITED ("the Company"), which comprise the Balance Sheet as at March 31, 2018, and the Statement of Profit and Loss (including Other Comprehensive Income), the Statement of Changes in Equity and the Statement of Cash Flows for the year then ended and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance including other comprehensive income, cash flows and changes in equity of the Company in accordance with the Indian Accounting Standards (Ind-AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India.

This responsibility also includes 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 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder and the Order issued under section 143(11) of the Act.

We conducted our audit of the standalone financial statements 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 financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the standalone 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 financial statements that give a true and fair view in order to design audit procedures that are appropriate



in the circumstances. An audit also includes evaluating the appropriateness of the 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 financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2018, and its profit, total comprehensive income, the changes in equity and its cash flows for the year ended on that date.

Emphasis of Matter

- (i) As per the information and representation provided to us, due to cancellation of major contract with customer and delay in receipt of payment from Major Customer, the Company is unable to comply with provisions of all applicable laws in respect of Service Tax, Value Added Tax, Goods and Service Tax (GST), Employees State Insurance and Employees Provident Fund. Accordingly, the Company failed to pay/deposit various statutory dues within due date of deposit. The Company has not created any provision in its books of account in relation to interest/penalties to be levied due to such non-compliance. The aforesaid expenses will be recognized in the books of accounts of the Company once it is crystalized.

Our opinion is not qualified in respect of this matter.

Report on Other Legal and Regulatory Requirements

1. As required by Section 143(3) of the Act, based on our audit 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 it appears from our examination of those books.
 - c) the Balance Sheet, the Statement of Profit and Loss including Other Comprehensive Income, Statement of Changes in Equity and the Statement of Cash Flow dealt with by this Report are in agreement with the books of account.
 - d) in our opinion, the aforesaid standalone financial statements comply with the Indian Accounting Standards prescribed under section 133 of the Act.
 - e) on the basis of the written representations received from the directors of the Company as on March 31, 2018 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164(2) of the Act.
 - f) 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 A". Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
 - g) 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, as amended, 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 on its financial position in its standalone financial statements.

- ii. The Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.
 - iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company.
2. As required by the Companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government in terms of Section 143(11) of the Act, we give in "Annexure B" a statement on the matters specified in paragraphs 3 and 4 of the Order.

FOR BAS & Associates

Chartered Accountants

FRN. 015871N

Sd/-

CA Sanjay Sharma

PARTNER

M.No.535339

Place: New Delhi

Dated:30.05.2018



Annexure A” to Independent Auditors’ Report

(Referred to in paragraph 1(f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of FOURTH DIMENSION SOLUTIONS LIMITED of even date)

Report on the Internal Financial Controls Over Financial Reporting 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 March 31, 2018 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 Board of Directors of the Company 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, 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.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company 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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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.

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, to the best of our information and according to the explanations given to us, for the year ended March 31, 2018, the Company is in process of properly implementing Internal Financial Controls system over financial reporting, however, it has sound Internal Controls commensurate with the nature and size of its business operations and operating effectively and no material weakness exist. The Company has a process in place to continuously monitor the same and identify gaps, if any, and implement new and/or improved controls wherever the effect of such gaps would have a material effect on the Company's operations.

FOR BAS & Associates

Chartered Accountants
FRN. 015871N

Sd/-

CA Sanjay Sharma
PARTNER
M.No.535339

Place: New Delhi
Dated:30.05.2018



ANNEXURE 'B' TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2 under 'Report on Other Legal and Regulatory Requirements' section of our report to the Members of FOURTH DIMENSION SOLUTIONS LIMITED of even date)

1. In respect of its fixed assets:

- (a) The fixed assets records of the Company have been updated as March 31, 2018 based on physical verification conducted by the management. Therefore the Company has maintained proper records showing full particulars including quantitative details and situation of fixed assets in respect of assets physically verified.
 - (b) The Company has a program of verification to cover all the items of fixed assets in a phased manner which, in our opinion, is reasonable having regard to the size of the Company and the nature of its assets. Pursuant to the program, certain fixed assets were physically verified by the management during the year. According to the information and explanations given to us, no material discrepancies were noticed on such verification.
 - (c) According to the information and explanations given to us, the records examined by us and based on the examination of the conveyance deeds provided to us, we report that, the title deeds, comprising all the immovable properties of land and buildings which are freehold, are held in the name of the Company as at the balance sheet date. In respect of immovable properties of land and building that have been taken on lease and disclosed as fixed assets in the standalone financial statements, the lease agreements are in the name of the Company.
- ii. As explained to us, the inventories except stocks lying with third parties have been physically verified by the management at regular intervals during the period. In our opinion, the frequency and documentary evidence for auditor's review of such verification needs to be enhanced.
 - iii. 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.
 - iv. In our opinion and according to the information and explanations given to us, the Company has complied with the provisions of Sections 185 and 186 of the Act in respect of grant of loans, making investments and providing guarantees and securities, as applicable.
 - v. The Company has not accepted deposits during the year and does not have any unclaimed deposits as at March 31, 2018 and therefore, the provisions of the clause 3 (v) of the Order are not applicable to the Company.
 - vi. 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.
 - vii. According to the information and explanations given to us, in respect of statutory dues:
 - (a) According to the records of the Company, undisputed statutory dues including Goods and Service Tax, Provident Fund Laws, Employees' State Insurance, TDS, Sales Tax, Service Tax, Value Added Tax, Cess and other material statutory dues have not been deposited with the appropriate authorities on or before the due dates except in some cases.

According to the information and explanations given to us, following statutory dues are outstanding for more than 6 months from its due date:

Statutory Due	Amount
Goods and Service Taxes	2,15,77,342
Service Tax	44,66,325
Value Added Tax	11,78,97,756
Tax Deduction at Source	1,25,48,411
Professional Tax	3,68,362
Income Tax due of AY 2017-18	7,54,72,910

- (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:

Tax Period	Statute	State	Amount	Order dated	Officer
Sep, 2017	Goods and Service Taxes	Telangana	26,95,878	22/02/2018	Assistant Commissioner (State Tax)
Nov, 2017	Goods and Service Taxes	Telangana	26,74,293	05/03/2018	Assistant Commissioner (State Tax)
	Goods and Service Taxes	Delhi	1,18,23,695	06/03/2018	Commissioner of Service Tax
AY 2016-17	Income Tax		1,43,44,390	30/03/2018	CPC- Processing
AY 2015-16	Tax Deducted at Source		22,200		CPC- Processing
AY 2016-17	Tax Deducted at Source		4,73,390		CPC- Processing
AY 2017-18	Tax Deducted at Source		67,36,370		CPC- Processing
FY 2016-17	Valued Added Tax - Bihar	Bihar	25,79,006	18/02/2018	Assistant Commissioner (State Tax)
FY 2015-16	Valued Added Tax - Rajasthan	Rajasthan	51,96,310	20/02/2018	Jaipur III - L - CTO
FY 2014-15	Valued Added Tax - Delhi	Delhi	96,23,894	25/04/2018	Assistant Commissioner (State Tax)
FY 2014-15	Valued Added Tax - Tamil Nadu	Tamil Nadu	9,98,972	02/12/2018	Commercial Tax Officer
FY 2014-15	Valued Added Tax - Tamil Nadu	Tamil Nadu	17,07,094	02/12/2018	Commercial Tax Officer

- viii. In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues in most of the cases to financial institutions & banks except in certain cases, the default period is less than 30 days
- ix. The Company has not raised moneys by way of initial public offer or further public offer (including debt instruments) or term loans and hence reporting under clause 3 (ix) of the Order is not applicable to the Company.
- x. To the best of our knowledge and according to the information and explanations given to us, no fraud by the Company or no material fraud on the Company by its officers or employees has been noticed or reported during the year.
- xi. In our opinion and according to the information and explanations given to us, the Company has paid/provided managerial remuneration in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Act.
- xii. The Company is not a Nidhi Company and hence reporting under clause 3 (xii) of the Order is not applicable to the Company.
- xiii. In our opinion and according to the information and explanations given to us, the Company is in compliance with Section 177 and 188 of the Companies Act, 2013 where applicable, for all transactions with the related parties and the details of related party transactions have been disclosed in the standalone financial statements as required by the applicable accounting standards.



- xiv. During the year, the Company has received Rs.13,00,65,000 as option amount for issue of shares warrant under private placement. Further company has not received any amount from convertible debentures during the year.
- xv. In our opinion and according to the information and explanations given to us, during the year the Company has not entered into any non-cash transactions with its Directors or persons connected to its directors and hence provisions of section 192 of the Companies Act, 2013 are not applicable to the Company.
- xvi. The Company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

FOR BAS & Associates

Chartered Accountants
FRN. 015871N

Sd/-

CA Sanjay Sharma

PARTNER

M.No.535339

Place: New Delhi

Dated:30.05.2018

BALANCE SHEET AS AT MARCH 31, 2018

Particulars	Note No.	Amount in Rs.	
		AS AT MARCH 31, 2018	AS AT MARCH 31, 2017
I. ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	1(a)	11,15,89,719	12,94,47,426
(b) Capital Work-in-Progress		-	-
(c) Investment Property		-	-
(d) Goodwill		-	-
(e) Other Intangible Assets		-	-
(f) Biological Assets Other Than Bearer Plants		-	-
(g) Financial Assets			
(i) Investments	1(b)	5,19,11,856	5,14,98,756
(ii) Trade Receivables	1(c)	1,97,90,22,196	22,53,95,944
(iii) Loans	1(d)	3,67,40,996	9,47,71,115
(iv) Others -Bank Deposits	1(e)	6,19,97,140	8,19,81,694
(h) Deferred Tax Assets (Net)	1(f)	86,78,487	2,49,09,259
(i) Other Non-Current Assets	1(g)	17,15,249	17,15,249
Sub Total - Non current assets		2,25,16,55,642	60,97,19,443
(2) Current assets			
(a) Inventories	2(a)	33,84,11,281	2,24,57,50,807
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade Receivables	2(b)	2,27,07,03,775	3,06,65,36,094
(iii) Cash and Cash Equivalents	2(c)	47,18,061	3,95,68,968
(iv) Bank balances other than (iii) above		-	-
(v) Loans	2(d)	19,50,45,685	19,90,14,800
(vi) Other -Bank Deposits	2(e)	1,03,83,820	6,65,09,941
(c) Current Tax Assets (Net)		-	-
(d) Other Current Assets	2(f)	1,02,04,041	1,00,87,269
Sub Total - Current assets		2,82,94,66,663	5,62,74,67,879
TOTAL ASSETS		5,08,11,22,308	6,23,71,87,322

NOTES TO ACCOUNTS

Notes referred to above and notes attached there to form an integral part of Statement of Assets & Liabilities

As per our Report of even date attached

For BAS & Associates

Chartered Accountants
Firm Reg. No.: 015871N

Sd-
CA Sanjay Sharma
Partner
Membership No. : 535339

Sd-
Amalendu Mukherjee
Managing Director
DIN: 03544485

For and on behalf of Board

Sd-
Namita Mukherjee
Director
DIN: 06561265

PLACE: New Delhi
DATE:-30.05.2018

Sd-
Ashhish K Paanday
CS & CFO



BALANCE SHEET AS AT MARCH 31, 2018

Amount in Rs.

Particulars	Note No.	AS AT MARCH 31, 2018	AS AT MARCH 31, 2017
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share capital	3(a)	21,78,40,000	21,78,40,000
(b) Other Equity	3(b)	87,99,94,597	46,34,95,295
Sub Total - Total Equity		1,09,78,34,597	68,13,35,295
(2) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	4(a)	33,30,032	45,04,429
(ii) Trade Payables	4(b)	-	16,04,80,824
(iii) Other Financial Liabilities (other than those specified in item (b), to be specified)			
(b) Provisions	4(c)	77,14,192	88,82,968
(c) Deferred Tax Liabilities (Net)		-	-
(d) Other Non-Current Liabilities	4(d)	-	2,57,94,87,940
Sub Total - Non current liabilities		1,10,44,224	2,75,33,56,162
(3) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	5(a)	1,78,79,819	-
(ii) Trade Payables	5(b)	3,14,92,52,725	2,07,44,94,805
(iii) Other Financial Liabilities (other than those specified in item (c))	5(c)	40,98,36,905	46,00,41,721
(b) Other Current Liabilities	5(d)	20,29,602	17,12,90,147
(c) Provisions	5(e)	76,45,600	1,87,32,806
(d) Current Tax Liabilities (Net)	5(f)	38,55,98,836	7,79,36,387
Sub Total - Current liabilities		3,97,22,43,487	2,80,24,95,866
TOTAL EQUITY & LIABILITIES		5,08,11,22,308	6,23,71,87,322

NOTES TO ACCOUNTS

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

For BAS & Associates

Chartered Accountants
Firm Reg. No.: 015871N

Sd-
CA Sanjay Sharma
Partner
Membership No. : 535339

Sd-
Amalendu Mukherjee
Managing Director
DIN: 03544485

For and on behalf of Board

Sd-
Namita Mukherjee
Director
DIN: 06561265

PLACE: New Delhi
DATE:-30.05.2018

Sd-
Ashhish K Paanday
CS & CFO

STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED ON MARCH 31, 2018

		Amount in Rs.		
Sr. No	Particulars	Note No.	01 April 2017 to 31 March 2018	01 April 2016 to 31 March 2017
I	Revenue from operations	6	5,27,56,78,019	14,90,85,12,055
II	Other Income	7	3,08,36,226	2,65,55,341
III	Total Revenue (I +II)		5,30,65,14,244	14,93,50,67,396
IV	Expenses:			
	Cost of materials consumed	8	2,26,22,12,857	14,03,23,87,915
	Purchases of Stock-in-Trade		-	-
	Changes in inventories of finished goods	9	1,90,50,20,836	(39,51,41,640)
	Employee Benefit Expense	10	29,77,00,615	57,17,82,108
	Financial Costs	11	3,32,30,052	5,36,93,907
	Depreciation and Amortization Expense	12	1,80,26,650	2,78,53,037
	Other Administrative Expenses	13	14,65,05,104	26,55,41,004
	Total Expenses (IV)		4,66,26,96,114	14,55,61,16,332
V	Profit / (Loss) before Exceptional and Prior period items & tax (III-IV)		64,38,18,130	37,89,51,064
VI	Exceptional & Prior Period Items		78,87,093	2,30,87,886
VII	Profit / (Loss) before tax (V-VI)		63,59,31,038	35,58,63,179
VIII	Tax expense:			
	(1) Current tax		22,88,09,879	14,24,10,535
	(2) Previous Year tax		-	77,48,786
	(3) Deferred tax		2,03,46,690	(1,38,55,163)
IX	Profit for the period from continuing operations (VII-VIII)		38,67,74,468	21,95,59,021
X	Profit / Loss from discontinued operations		-	-
XI	Tax Expense of discontinued operations		-	-
XII	Profit / Loss from discontinued operations (after tax) (X-XI)		-	-
XIII	Profit/(Loss) for the period (IX + XII)		38,67,74,468	21,95,59,021
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		-	-



STATEMENT OF PROFIT & LOSS FOR THE PERIOD ENDED ON MARCH 31, 2018

XV	Total Comprehensive Income for the period (XIII+XIV) (Comprising Profit (Loss) and Other Comprehensive Income for the period)	38,67,74,468	21,95,59,021
	Earnings per equity share (for continuing operation):		
	(1) Basic	17.75	10.08
	(2) Diluted	17.75	10.08
	Earnings per equity share (for discontinued operation):		
	(1) Basic	-	-
	(2) Diluted	-	-
	Earnings per equity share (for discontinued & continuing operations)		
	(1) Basic	17.75	10.08
	(2) Diluted	17.75	10.08

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 BAS & Associates

Chartered Accountants
Firm Reg. No.: 015871N

Sd-
CA Sanjay Sharma
Partner
Membership No. : 535339

Sd-
Amalendu Mukherjee
Managing Director
DIN: 03544485

For and on behalf of Board

Sd-
Namita Mukherjee
Director
DIN: 06561265

PLACE: New Delhi
DATE:-30.05.2018

Sd-
Ashhish K Paanday
CS & CFO

CASH FLOW STATEMENT FOR THE PERIOD ENDED ON MARCH 31, 2018

Particulars	Amount in Rs.	
	AS AT MARCH 31, 2018	AS AT MARCH 31, 2017
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit/(loss) before extra ordinary items & taxes	64,38,18,130	37,89,51,064
Adjustment for:		
Adjustment for:		
Depreciation	1,80,26,650	2,78,53,037
Exceptional & Prior Period Items	78,87,093	2,30,87,886
Operating Profit before working capital changes	65,39,57,688	38,37,16,216
Adjustment for:		
Non-Current Assets:-		
Trade Receivables	(1,75,36,26,252)	9,09,64,776
Loans & Advances	5,80,30,119	1,71,07,168
Other Bank Deposits	1,99,84,554	16,98,42,576
Other Currents Assets	(0)	(1,96,97,105)
Current Assets:-		
Inventories	1,90,73,39,526	(39,74,60,330)
Trade Receivables	79,58,32,319	17,36,40,586
Loans & Advances	39,69,115	-
Other Bank Deposits	5,61,26,121	50108440.18
Other Currents Assets	(1,16,772)	64,63,86,854
Non-Current Liabilities:-		
Trade Payable	(16,04,80,824)	1,63,30,419
Provisions	(11,68,776)	71,71,107
Other Liabilities	(2,57,94,87,940)	2,33,79,11,474
Other Financial Liabilities	-	-
Current Liabilities:-		
Trade Payable	1,07,47,57,920	(83,18,07,357)
Provisions	(1,10,87,206)	1,11,07,310
Other Liabilities	(16,92,60,545)	(3,14,04,77,624)
Other Financial Liabilities	(5,02,04,816)	21,94,36,058
Current Tax Liabilities	30,76,62,449	7,33,91,766
Cash generated from Operations	15,22,26,679	(19,23,27,665)
Income Tax Paid	15,01,59,321	15,01,59,321
Net cash from Operating Activities (A)	20,67,358	(34,24,86,986)
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchases of Property , Plant & Equipment	(3,99,31,210)	(1,19,35,107)
Work In Progress	-	-
Investment in Subsidiary Co.	(4,13,100)	(3,90,00,000)



Net Cash Flow from Investing Activities (B)	(4,03,44,310)	(5,09,35,107)
C. CASH FLOW FROM FINANCING ACTIVITIES:		
(i) Increase in Equity Share Capital including Share Premium	-	-
(ii) Increase/(decrease) in Non-Current Borrowing	(11,74,398)	11,24,809
(iii) Increase/(Decrease) in Current Borrowing	1,78,79,819	1,52,81,654
Net Cash Flow from Financing Activities (C)	1,67,05,421	1,64,06,462
Net Increase in cash and cash equivalents (A) + (B) + (C)	(2,15,71,531)	(37,70,15,631)
Cash and cash equivalents - Opening	3,95,68,968	41,65,84,599
Cash and cash equivalents - Closing	47,18,061	3,95,68,968
	(3,48,50,907)	(37,70,15,631)

For BAS & Associates

Chartered Accountants
Firm Reg. No.: 015871N

Sd-
CA Sanjay Sharma
Partner
Membership No. : 535339

Sd-
Amalendu Mukherjee
Managing Director
DIN: 03544485

For and on behalf of Board

Sd-
Namita Mukherjee
Director
DIN: 06561265

PLACE: New Delhi
DATE:-30.05.2018

Sd-
Ashhish K Paanday
CS & CFO

NOTES FORMING PART OF THE ASSETS & LIABILITIES AS ON MARCH 31, 2018

(I) ASSETS

(1) NON CURRENT ASSETS

NOTE : 1(a) PROPERTY, PLANT & EQUIPMENT

Amount in Rs.

Tangible Assets	Land & Building*	Furniture & Fixtures	Office Equipments	Vehicles	Computers & Peripherals	Plant & Machinery	Total	Intangible Assets	Grand Total
Cost									
as at 1st April, 2016	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
as at 31st March, 2017	6,20,28,991	64,95,570	1,80,52,563	1,44,73,785	3,60,89,127	7,42,64,722	21,14,04,758	-	21,14,04,758
Additions			98,033		70,909		1,68,942		1,68,942
Disposals									
as at 31st March, 2018	6,20,28,991	64,95,570	1,81,50,596	1,44,73,785	3,61,60,036	7,42,64,722	21,15,73,700	-	21,15,73,700
as at 1st April, 2016	-	19,67,900	78,51,739	42,28,289	2,10,47,102	1,96,91,333	5,47,86,363	-	5,47,86,363
Charge for the year	-	11,04,126	53,88,104	20,01,605	94,64,017	98,95,184	2,78,53,036	-	2,78,53,036
Disposals	-	-	-	-	6,82,069	-	6,82,069	-	6,82,069
as at 31st March, 2017	-	30,72,026	1,32,39,843	62,29,894	2,98,29,050	2,95,86,517	8,19,57,330	-	8,19,57,330
Charge for the Year	-	8,89,333	25,99,386	25,85,159	37,96,569	81,56,203	1,80,26,650	-	1,80,26,650
Charged to retained earning									
Disposals	-	-	-	-	-	-	-	-	-
as at 31st March, 2018	-	39,61,359	1,58,39,229	88,15,053	3,36,25,619	3,77,42,720	9,99,83,980	-	9,99,83,980
Net Block									
as at 31st March, 2018	6,20,28,991	25,34,211	23,11,367	56,58,732	25,34,416	3,65,22,002	11,15,89,719	-	11,15,89,719
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	2,94,47,428	-	12,94,47,428



NOTES FORMING PART OF THE ASSETS & LIABILITIES AS ON MARCH 31, 2018

NOTE : 1(b) INVESTMENTS

Sr. No	Particulars	Amount in Rs.	
		As at 31 March 2018	As at 31 March 2017
1	Investment in Equity Instrument		
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	3,90,00,000
c)	Investment in Fourth Dimension Solutions PTE Ltd (Singapore)	4,13,100	-
	Total	5,19,11,856	5,14,98,756

NOTE : 1(c) TRADE RECEIVABLES

Sr. No	Particulars	As at 31 March 2018	As at 31 March 2017
a)	Secured, Considered Good	-	-
b)	Unsecured, Considered Good :	1,97,90,22,195	22,53,95,944
c)	Doubtful	-	-
	Total	1,97,90,22,195	22,53,95,944

NOTE : 1(d) LOANS

Sr. No	Particulars	As at 31 March 2018	As at 31 March 2017
a)	Security Deposit		
	Secured, Considered Good :		
	Earnest Money Deposit	1,74,37,035	6,09,91,065
	Other Deposits	97,66,197	1,22,42,286
b)	Advance for property	95,37,764	2,15,37,764
	Total	3,67,40,996	9,47,71,115

NOTE : 1(e) OTHERS - BANK DEPOSITS

Sr. No	Particulars	As at 31 March 2018	As at 31 March 2017
a)	Bank Deposits with more than 12 months maturity	6,19,97,140	8,19,81,694
	Total	6,19,97,140	8,19,81,694

NOTES FORMING PART OF THE ASSETS & LIABILITIES AS ON MARCH 31, 2018

NOTE: 1(f) DEFERRED TAX (ASSET) / LIABILITY

		Amount in Rs.	
Sr. No	Particulars	As at 31 March 2018	As at 31 March 2017
1	Deferred tax liability:		
	Opening Balance	(1,10,54,096)	(1,10,54,096)
a)	On account of depreciation on fixed assets	51,33,176	-
	Sub total (1)	(59,20,920)	(1,10,54,096)
2	Deferred tax asset:		
a)	On account of disallowance/ adjustments under Income Tax Act, 1961	-	56,24,553
b)	On account of Provision for Gratuity & Leave Encashment	27,57,567	57,54,763
c)	On account of depreciation on fixed assets	-	24,75,847
	Sub total (2)	27,57,567	1,38,55,163
	Net Deferred tax (Asset) / Liability (1-2)	(86,78,487)	(2,49,09,259)

NOTE : 1(g) OTHER NON-CURRENT ASSETS

Sr. No	Particulars	As at 31 March 2018	As at 31 March 2017
1	Other non-current assets	17,15,249	17,15,249
	Total	17,15,249	17,15,249

(2) CURRENT ASSETS

NOTE : 2(a) INVENTORIES

Sr. No	Particulars	As at 31 March 2018	As at 31 March 2017
1	Finished Goods	33,84,11,281	2,24,34,32,117
2	Goods in Transit	-	23,18,690
	Total	33,84,11,281	2,24,57,50,807

NOTE : 2(b) TRADE RECEIVABLES

Sr. No	Particulars	As at 31 March 2018	As at 31 March 2017
a)	Secured, Considered Good :	-	-
b)	Unsecured, Considered Good :	2,27,07,03,776	3,06,65,36,094
c)	Doubtful	-	-
	Total	2,27,07,03,776	3,06,65,36,094



NOTES FORMING PART OF THE ASSETS & LIABILITIES AS ON MARCH 31, 2018

NOTE : 2(c) CASH & CASH EQUIVALENT

Sr. No	Particulars	Amount in Rs.	
		As at 31 March 2018	As at 31 March 2017
1	Cash-in-Hand	2,36,368	3,31,422
2	Bank Balance	44,81,693	3,69,15,546
3	Cheques in Hand	-	23,22,000
	Total	47,18,061	3,95,68,968

NOTE : 2(d) LOANS

Sr. No	Particulars	Amount in Rs.	
		As at 31 March 2018	As at 31 March 2017
1	Advance to Suppliers	16,06,20,800	18,99,91,700
2	Balance with Subsidiaries	3,44,24,886	90,23,101
	Total	19,50,45,685	19,90,14,800

NOTE : 2(e) OTHERS - BANK DEPOSITS

Sr. No	Particulars	Amount in Rs.	
		As at 31 March 2018	As at 31 March 2017
1	Bank Deposits with less than 12 months maturity	1,03,83,820	6,65,09,941
	Total	1,03,83,820	6,65,09,941

NOTE : 2(f) OTHER CURRENT ASSETS

Sr. No	Particulars	Amount in Rs.	
		As at 31 March 2018	As at 31 March 2017
1	Income Tax Refund Due (A.Y. 2013-14)	28,52,824	28,52,824
2	Staff Imprest (Net)	(7,766)	77,658
3	Balance With Revenue Authorities	-	-
4	Others Advances / Retention Assets	51,47,519	57,07,443
5	TDS amount to be recovered from FI	4,48,574	4,08,348
6	Prepaid Expenses	1,72,589	10,40,996
7	Interest Receivable on FDR	54,703	-
8	Unbilled Revenue	15,35,598	-
	Total	1,02,04,041	1,00,87,269

NOTES FORMING PART OF THE ASSETS & LIABILITIES AS ON MARCH 31, 2018

II. EQUITY AND LIABILITIES

(3) EQUITY

NOTE : 3(a) EQUITY

Sr. No	Particulars	Amount in Rs.	
		As at 31 March 2018	As at 31 March 2017
1	AUTHORIZED CAPITAL 350,00,000 Equity Shares of Rs. 10/- each. (Previous Year 300,00,000 Equity Shares of Rs. 10/-Each)	35,00,00,000	30,00,00,000
		35,00,00,000	30,00,00,000
2	ISSUED , SUBSCRIBED & PAID UP CAPITAL 21,784,000 Equity Shares of Rs.10/- each fully Paid Up (Previous Year 21,784,000 Equity Shares of Rs. 10/-Each)	21,78,40,000	21,78,40,000
	Total	21,78,40,000	21,78,40,000

(i) Reconciliation of Shares

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

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

Class of shares / Name of shareholder	As at 31 March, 2018		As at 31 March, 2017	
	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	1,59,56,000	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	See note 3.b.i
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 ASSETS & LIABILITIES AS ON MARCH 31, 2018

NOTE 3(B) OTHER EQUITY

	Amount in Rs.										
	Share ap- plication money pending allotment	Equity compo- nent of compound financial instru- ments	Capital Reserve	Reserve and Surplus	Debt in- struments through Other Compre- hensive Income	Equity In- struments through Other Compre- hensive Income	Effective portion of cash Flow Hedges	Reval- uation Surplus	Exchange differ- ences on translat- ing the financial state- ments of a foreign operation	Other items of Other Compre- hensive Income (specify nature)	Money received against share warrants
Balance at the beginning of the reporting period	-	-	-	46,34,95,295.00	-	-	-	-	-	-	46,34,95,295.00
Changes in ac- counting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	46,34,95,295.00	-	-	-	-	-	-	46,34,95,295.00
Amount Re- ceived against share warrants	-	-	-	-	-	-	-	-	-	13,00,65,000.00	13,00,65,000.00
Total Compre- hensive Income for the year	-	-	-	38,67,74,468.45	-	-	-	-	-	-	38,67,74,468.45
Dividends	-	-	-	-	-	-	-	-	-	-	-
Transfer to re- tained earnings	-	-	-	-	-	-	-	-	-	-	38,67,74,468.45
Any other change (to be specified)	-	-	-	(10,03,40,166.00)	-	-	-	-	-	-	(10,03,40,166.00)
Balance at the end of the reporting period	-	-	-	74,99,29,597.45	-	-	-	-	-	13,00,65,000.00	87,99,94,597.45

NOTES FORMING PART OF THE ASSETS & LIABILITIES AS ON MARCH 31, 2018

NOTE : 3 (b) (I) MONEY RECEIVED AGAINST WARRANTS

Particulars	Amount in Rs.			
	As at 31 March, 2018		As at 31 March, 2017	
	"No. of Convertible Warrants Allotted"	Amount	"No. of Convertible Warrants Allotted"	Amount
Convertible Warrants Issued during the year	6670000	66700000	-	-
Less: Convertible Warrants converted into Equity Shares during the year	-	-	-	-
Convertible Warrants at the end of the year	6670000	66700000	-	-

Money received against Convertible Warrants represents amount received towards Convertible Warrants which entitles the warrant holder, the option to apply for and be allotted equivalent number of equity shares of the face value of Rs. 10 each. The Company on preferential basis has allotted the following Convertible Warrants at issue price of Rs 68 in accordance with the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009 (SEBI ICDR Regulations 2009)

Name of allottee	"No. of Convertible Warrants Allotted"	Consideration	Amount received as % of issue price	Date of allotment
Convertible Warrants outstanding at end of year				
1. Aspire Emerging Funds	21,70,000.00	4,23,15,000.00	25%	Jaunary 20, 2018
2. Future Net Software Private Limited	19,00,000.00	3,70,50,000.00	25%	Jaunary 20, 2018
3. Manish Vyas	6,00,000.00	1,17,00,000.00	25%	Jaunary 20, 2018
4. M/s Aegis Investment Fund	20,00,000.00	3,90,00,000.00	25%	Jaunary 20, 2018
Sub Total	66,70,000.00	13,00,65,000.00		

The allottees at Sr. no. 1 to 4 above are entitled to apply for and be allotted one equity share for each Warrant held by them on payment of balance 75% of the issue price within 18 months from the date of allotment of Convertible Warrants.

(4) NON CURRENT LIABILITIES

NOTE : 4(A) BORROWINGS

Sr. No	Particulars	As at 31 March 2018	As at 31 March 2017
1	Term Loans from Banks		
	a) Loan against Hyp of cars	33,30,032	45,04,429
	Total	33,30,032	45,04,429



NOTES FORMING PART OF THE ASSETS & LIABILITIES AS ON MARCH 31, 2018

NOTE : 4(b) TRADE PAYABLES

Sr. No	Particulars	Amount in Rs.	
		As at 31 March 2018	As at 31 March 2017
a)	Secured, Considered Good	-	-
b)	Unsecured, Considered Good :	-	16,04,80,825
c)	Doubtful	-	-
	Total	-	16,04,80,825

NOTE : 4(c) PROVISIONS

Sr. No	Particulars	As at 31 March 2018	As at 31 March 2017
1	Provision for Gratuity	49,59,473	47,03,404
2	Provision for Leave Encashment	27,54,719	41,79,564
	Total	77,14,192	88,82,968

NOTE : 4(d) OTHER NON-CURRENT LIABILITIES

Sr. No	Particulars	As at 31 March 2018	As at 31 March 2017
1	Advances from Customers	-	2,57,94,87,940
	Total	-	2,57,94,87,940

(5) CURRENT LIABILITIES

NOTE : 5(a) BORROWINGS

Sr. No	Particulars	As at 31 March 2018	As at 31 March 2017
1	Loans repayable on demand From Banks	1,78,79,819	-
	Total	1,78,79,819	-

NOTE : 5(b) TRADE PAYABLES

Sr. No	Particulars	As at 31 March 2018	As at 31 March 2017
a)	Secured, Considered Good	-	-
b)	Unsecured, Considered Good :	3,14,92,52,725	2,07,44,94,805
c)	Doubtful	-	-
	Total	3,14,92,52,725	2,07,44,94,805

NOTES FORMING PART OF THE ASSETS & LIABILITIES AS ON MARCH 31, 2018

NOTE : 5(c) OTHER FINANCIAL LIABILITIES

Sr. No	Particulars	Amount in Rs.	
		As at 31 March 2018	As at 31 March 2017
1	Statutory Dues		
a)	Duties and Taxes	23,74,26,698	14,13,48,922
	Sub total (1)	23,74,26,698	14,13,48,922
2	Other Payables		
a)	Security Payable	1,79,14,444	1,11,96,101
b)	Expenses Payable	14,05,56,521	25,96,55,895
c)	Audit Fee Payable	10,80,000	12,60,000
d)	Car Loan Instalment payable with in one year	12,76,170	12,62,165
e)	Current Maturities of Loan From Banks	32,20,275	1,26,28,581
f)	Current Maturities of Loan From Financial Institutions	83,62,797	3,26,90,057
	Sub total (2)	17,24,10,207	31,86,92,799
	Total (1) + (2)	40,98,36,905	46,00,41,721

NOTE : 5(d) OTHER CURRENT LIABILITIES

Sr. No	Particulars	As at 31 March 2018	As at 31 March 2017
1	Advances from Customers	18,97,134	17,12,90,147
2	Accrued Interest	1,32,468	-
	Total	20,29,602	17,12,90,147

NOTE : 5(e) PROVISIONS

Sr. No	Particulars	As at 31 March 2018	As at 31 March 2017
1	Provision for Gratuity	69,219	89,84,165
2	Provision for Leave Encashment	1,84,593	80,98,641
3	Provision for Corporate Social Responsibility	73,91,788	16,50,000
	Total	76,45,600	1,87,32,806

NOTE : 5(f) CURRENT TAX LIABILITIES

Sr. No	Particulars	As at 31 March 2018	As at 31 March 2017
1	Provision for Income Tax	28,11,42,752	7,79,36,387
2	Provision for Indirect Tax	10,44,56,084	-
	Total	38,55,98,836	7,79,36,387



NOTES FORMING PART OF THE STANDALONE FINANCIAL RESULTS AS ON MARCH 31, 2018

NOTE : 6 REVENUE FROM OPERATIONS

		Amount in Rs.	
Sr. No	Particulars	For the year ended 31.03.2018	For the year ended 31.03.2017
1	Sale of I.T. & Related Products		
	Gross Sales (Including Excise Duty)	4,28,06,30,918	13,32,95,46,215
	Less : Sales Returns	-	(46,55,000)
		4,28,06,30,918	13,32,48,91,215
2	Sale of Services		
	Receipts from services rendered (Gross)	99,50,47,100	1,60,20,28,090
	Less:-Service Receipts Cancelled	-	-1,85,57,250
		99,50,47,100	1,58,34,70,840
3	Other Operating revenues		
	a) UID Kit rent	-	1,50,000
	b) Investment Stock Share	-	-
	Total	5,27,56,78,019	14,90,85,12,055

NOTE : 7 OTHER INCOME

Sr. No	Particulars	For the year ended 31.03.2018	For the year ended 31.03.2017
1	Other non-operating income		
	a) Interest on FDR's & Others	86,88,704	2,05,89,407
	b) Discount/Misc. Income	2,21,47,521	59,65,934
	Total	3,08,36,226	2,65,55,341

NOTE : 8 COST OF MATERIAL CONSUMED

Sr. No	Particulars	For the year ended 31.03.2018	For the year ended 31.03.2017
1	Purchases		
	a) Purchases of I.T. & related Products (Gross)	2,19,34,86,981	13,22,22,26,658
	Less:-Purchase Returns	(19,38,57,678)	(30,06,12,894)
	b) Merchant Import Purchases	-	21,76,05,888
	Sub total (1)	1,99,96,29,303	13,13,92,19,652
2	Direct Expenses		
	a) Custom Duty Paid	-	3,16,21,572
	b) Custom Clearing Charges	-	5,27,386
	c) Service Charge Expenses (Gross)	26,25,83,554	1,26,31,76,928
	d) Less:-Service Charges Cancelled	-	(40,21,57,623)
	Sub total (2)	26,25,83,554	89,31,68,263
	Total (1) + (2)	2,26,22,12,857	14,03,23,87,915

NOTES FORMING PART OF THE STANDALONE FINANCIAL RESULTS AS ON MARCH 31, 2018

NOTE : 9 CHANGE IN INVENTORIES OF FINISHED GOODS

		Amount in Rs.	
Sr. No	Particulars	For the year ended 31.03.2018	For the year ended 31.03.2017
1	Opening Stock of Inventory	2,24,34,32,117	1,84,82,90,477
2	Closing Stock of Inventory	33,84,11,281	2,24,34,32,117
Total		1,90,50,20,836	(39,51,41,640)

NOTE : 10 EMPLOYMENT BENEFIT EXPENSES

Sr. No	Particulars	For the year ended 31.03.2018	For the year ended 31.03.2017
1	Salaries , Bonus & Incentive	23,65,34,355	46,68,07,781
2	Director's Remuneration	2,50,00,000	3,00,00,000
3	Contribution to Provident and Other Funds	2,75,85,334	5,37,67,857
4	Provision for Gratuity	32,31,666	89,84,165
5	Provision for Leave Encashment	18,31,666	80,98,641
6	Labour Charges	1,81,822	1,33,375
7	Staff Welfare	33,35,772	39,90,289
Total		29,77,00,615	57,17,82,108

NOTE : 11 FINANCIAL COST

Sr. No	Particulars	For the year ended 31.03.2018	For the year ended 31.03.2017
1	L.C. Issue Charges	-	11,715
2	Interest on Car loan	5,17,778	2,56,945
3	Interest on Loan Ag. FDR	69,94,856	84,084
4	Bank and other Charges	72,26,950	5,49,715
5	Processing Fee	17,87,848	9,59,252
7	Interest (Others)	19,67,767	42,51,340
10	Credit Card Interest & Charges	1,47,34,854	4,75,80,856
Total		3,32,30,052	5,36,93,907

NOTE : 12 DEPRECIATION & AMORTISED EXPENSES

Sr. No	Particulars	For the year ended 31.03.2018	For the year ended 31.03.2017
1	Depreciation on Property, Plant & Equipment	1,80,26,650	2,78,53,037
Total		1,80,26,650	2,78,53,037



NOTES FORMING PART OF THE STANDALONE FINANCIAL RESULTS AS ON MARCH 31, 2018

NOTE : 13 OTHER EXPENSES

Amount in Rs.

Sr. No	Particulars	For the year ended 31.03.2018	For the year ended 31.03.2017
1	Advertisement Expenses	1,71,51,296	2,34,17,923
2	Auditor's Remuneration	10,00,000	12,00,000
3	Business Promotion Expenses	58,53,930	1,12,49,737
4	Commission & Brokerage	28,65,466	41,70,590
5	Corporate Social Responsibility Expenses	57,41,788	36,50,000
6	Electricity & Fuel Expenses	24,92,076	31,42,831
7	Exchange Variation	77,349	18,04,859
8	Freight & Forwarding	16,41,616	1,09,76,106
9	General & Misc Expenses	22,70,149	3,98,757
10	Insurance	15,97,043	28,81,663
11	L.D. Charges	-	10,52,208
12	Legal & Professional Charges	2,11,71,369	78,85,159
13	Office Expenses	1,20,093	5,50,351
14	Postage & Courier	20,59,531	2,18,78,418
15	Printing & Stationery Charges	14,13,152	28,83,135
16	Interest on ESI	-	6,267
17	Rate Fees & Taxes	68,69,125	3,57,43,043
18	Rent	3,66,63,306	4,31,05,406
19	Repair & Maintenance	28,26,002	50,73,746
20	Security Expenses	48,08,483	65,09,132
21	Communication Expenses	67,08,578	82,94,931
22	Conveyance & Travelling	1,35,54,362	3,75,06,590
23	Vehicle Repair & Maintenance	16,89,856	9,35,802
24	Freight Inward	52,275	7,00,445
25	Project Expenses	76,05,315	2,41,24,071
26	Consumable Stores	2,72,944	63,99,835
	Total	14,65,05,104	26,55,41,004

Notes forming part of the Standalone Financial Statements for the period ended on March 31, 2018

NOTE 14: SIGNIFICANT ACCOUNTING POLICIES & NOTES FORMING PART OF THE STANDALONE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

CORPORATE INFORMATION:

Fourth Dimension Solutions Limited is a 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.

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 & GST
- (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 Company is mainly engaged in IT goods and IT Services. These, in context of Indian Accounting Standard on Segment Reporting, as specified in the Companies (Accounting Standard) Rules, 2014, are considered to constitute one single primary segment. Hence, segment reporting is not required.

(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.

B. Notes to Accounts on Standalone Financial Statement for the year ending March 31, 2018**1. Contingent Liabilities**

Contingent Liabilities (not provided for) in respect of:

S.No.	Particulars	Current Year
1.	Show cause / demand / notices by Income Tax authorities being disputed by the Company	2,15,76,350
2.	Estimated amount of contracts remaining to be executed on capital account (net of advances)	Nil
3.	Outstanding Bank Guarantees/LC	9,14,39,496
4.	Claims against the Company not acknowledged as debts	Nil
5.	Show cause / demand / notices by Goods and Service Tax authorities being disputed by the Company	1,71,93,866
6.	U.P. Vat Detention Money Deposited	Nil
7.	Show cause / demand / notices by VAT authorities being disputed by the Company	2,01,05,276

2. 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.
3. Disclosures relating to "Employee Benefits":

Defined contribution plans:

The Company's employee provident fund scheme is a defined contribution plans. A sum of Rs. 2,75,85,334/- (Previous Year Rs. 3,49,36,858/-) has been recognized as an expense in relation to the scheme and shown under Personnel Expenses in the Statement of Profit and Loss.

Defined Benefit plans:

The Company has made provisions for employee benefits in accordance with the Ind AS 24 "Employee Benefits". During the year, the Company has recognized the following amounts in its financial statements based on accounting standard 15 (Revised 2005) issued by the Institute of Chartered Accountants of India.

Gratuity

S.No.	Particulars	Current Year	Previous Year
a)	Present value of obligation as at the beginning of the period	1,36,87,569	47,03,404
b)	Acquisition adjustment	--	--
c)	Interest Cost	10,08,774	3,76,272
d)	Service Cost	16,09,822	86,91,688
e)	Past Service Cost including curtailment Gains/Losses	5,98,479	--
f)	Benefits Paid	--	--
g)	Total Actuarial (Gain)/Loss on Obligation	(1,18,75,952)	(83,795)
h)	Present value of obligation as at the End of the period	50,28,692	1,36,87,569



Leave encashment

S.No.	Particulars	Current Year	Previous Year
a)	Present value of obligation as at the beginning of the period	1,27,32,594	46,33,953
b)	Acquisition adjustment	--	
c)	Interest Cost	9,38,392	3,70,716
d)	Service Cost	8,93,274	72,48,691
e)	Past Service Cost including curtailment Gains/Losses	--	--
f)	Benefits Paid	(4,46,213)	(7,50,646)
g)	Total Actuarial (Gain)/Loss on Obligation	(1,11,97,119)	12,29,880
h)	Present value of obligation as at the End of the period	29,20,928	1,27,32,594

Discount Rate	7.80% Per annum
Salary Growth rate	5.5% Per annum
Mortality	IALM 2006-08 ultimate
Withdrawal rate	1%-3% per annum

The estimates of future salary increases, inflation, seniority, promotion and other relevant factors, considered in actuarial valuation such as supply and demand in the employment market. The rate used to discount post employment benefit obligations (both funded and unfunded) should be determined by reference to market yields at the balance sheet date on government bonds. The currency determined by reference to market yields at the balance sheet date on government bonds. The currency and term of the government bonds should be consistent with the currency and estimated term of the post employment benefit obligations.

5. Related Party Disclosure

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

Name of related parties	Relationship	Category
Amalendu Mukherjee	Managing Director	Key Management Personnel
Ashhish K Paanday	Company Secretary & CFO(KMP)	
Rajendra Kumar	Director	
Namita Mukherjee	Director	
Anant Prakash	Director	
Prashant Kumar Gupta	Director	
Bibekananda Mukherjee	Director	
Vijay Kumar Tiwari	Director	
Shipra Jain	Director	
Ajay Mittal	Additional Director	
Sandeep Singhal	Additional Director	
Pradeep Singhal	Additional Director	

Thumbspeed Tech Solutions Private Limited	Domestic Subsidiary	Subsidiaries
Enpocket IT Services (India) Private Limited	Domestic Subsidiary	
Fourth Dimension Solutions Pte Ltd, Singapore	Foreign Subsidiary	
Fourth Dimension Solutions DMCC, Dubai	Foreign Subsidiary	

- 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
Remuneration		
Amalendu Mukherjee	240,00,000	240,00,000
Namita Mukherjee	10,00,000	60,00,000
Rent Payment		
Amalendu Mukherjee	NIL	NIL
Namita Mukherjee	14,00,000	NIL

6. Segment Reporting:

The Company is mainly engaged in IT goods and IT Services. These, in context of Indian Accounting Standard on Segment Reporting, as specified in the Companies (Accounting Standard) Rules, 2014, are considered to constitute one single primary segment. Hence, segment reporting is not required.

- The Company has a claim pending against its key partner of Rs. 428.80 crores against debit note. Further a claim of Rs. 403.92 crores against same partner is the sub-judice and pending before Hon'ble Arbitrators.
- 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 Rs.3,66,51,306/- (previous year Rs.4,31,05,406/-). Since the leases are cancellable in nature, other disclosures as required by Ind AS-17 are not applicable.
- a) Detail of foreign currency exposures that are not hedged by a derivative instrument or otherwise.

Particulars	Current Year	Previous Year
Trade Payables & Other Payables (USD/EURO)	Nil	Nil
Trade Receivables & Other Receivables (USD/EURO)	2,53,773	2,51,550

b) Foreign Exchange Earnings and Outgo

Particulars	Current Year	Previous Year
A. Earnings in Foreign Exchange: -	2,47,260	10,36,21,806
B. Expenditure in Foreign Currency: (On accrual basis)	Nil	15,93,44,086
Imported Goods		
Traveling & Others	19,52,495	2,00,19,758



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

Particulars	Current Year	Previous Year
Salaries & Bonus	2,50,00,000	3,00,00,000
Value of perquisites (Gross)	Nil	

11. Earning per Share:

Particulars	Current Year	Previous Year
Profit after tax	38,67,74,468	20,07,66,624
Less: Preference dividend Payable including dividend tax	Nil	Nil
Earnings attributable to equity shareholders	38,67,74,468	20,07,66,624
Weighted average number of equity shares	2,17,84,000	2,17,84,000
Earnings per share in Rs.	17.75	10.08

13. The Auditor's Remuneration comprises the following:

Particulars	Current Year	Previous Year
As Auditor	10,00,000	12,00,000
For Taxation Matters	-	1,75,000
For Company Law Matters	-	-
For Management Services	-	-
For Other Services	-	-
For Reimbursement of Expenses	-	25,000
Total	10,00,000	12,00,000

14. Corporate Social Responsibility

The Contribution to CSR for the F.Y. 2016-17 was made through "Presidium Educational & Charitable Trust" (PECT) a registered Trust under the Trust Act, 1882 vide Registration No. 56, 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, 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, for the F.Y. 2016-17 the total expenditure on CSR activities, as specified in Schedule VII of the Companies Act, 2013, was Rs. 20,00,000/- remaining Rs. 16,50,000/- to be paid in another phase in the F.Y. 2018-19.

The Provision for Contribution to CSR for Rs. 57,41,788 of F.Y. 2017-18 is made in the Statement of Profit and Loss.

Notes referred to above and notes attached there to form an integral part of Statement of Assets & Liabilities

As per our report of even date attached

For BAS & Associates

Chartered Accountants
Firm Reg. No.: 015871N

Sd-
CA Sanjay Sharma
Partner
Membership No. : 535339

Sd-
Amalendu Mukherjee
Managing Director
DIN: 03544485

For and on behalf of Board

Sd-
Namita Mukherjee
Director
DIN: 06561265

PLACE: New Delhi
DATE:-30.05.2018

Sd-
Ashhish K Paanday
CS & CFO

BAS & ASSOCIATES
Chartered Accountants

Office No. 9, Old Delhi Gurgaon Road,
Opp. Police Station, Kapashera, Delhi - 37
Tel: 9718136565, 011-49128776
Email: audit.basassociates@gmail.com

INDEPENDENT AUDITORS' REPORT

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

Report on the Consolidated Financial Statements

We have audited the accompanying consolidated financial statements of FOURTH DIMENSION SOLUTIONS LIMITED (hereinafter referred to as "the Company") and its subsidiaries (the Company and its subsidiaries together referred to as "the Group"), comprising the Consolidated Balance Sheet as at March 31, 2018, the Consolidated Statement of Profit and Loss (including other comprehensive income), the Consolidated Statement of Changes in Equity, the Consolidated Statement of Cash Flows for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Consolidated Financial Statements

The Company's Board of Directors is responsible for the preparation of these consolidated financial statements in terms of the requirements of the Companies Act, 2013 (hereinafter referred to as "the Act") that give a true and fair view of the consolidated financial position, consolidated financial performance including other comprehensive income, consolidated statement of changes in equity and consolidated cash flows of the Group in accordance with the Indian Accounting Standards (Ind AS) prescribed under section 133 of the Act read with the Companies (Indian Accounting Standards) Rules, 2015, as amended, and other accounting principles generally accepted in India. The respective Board of Directors of the companies included in the Group are responsible for maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Group and for preventing and detecting frauds and other irregularities; the selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and the 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error, which have been used for the purpose of preparation of the consolidated financial statements by the Directors of the Company, as aforesaid.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audit. In conducting our audit, we have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated 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 financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Board of Directors, as well as evaluating the overall presentation of the consolidated financial statements.



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

Other Matter

As per the information and explanation provided to us, the Company has two more offshore subsidiaries viz M/s Fourth Dimension Solutions Pte Ltd, Singapore in Singapore and M/s Fourth Dimension Solutions DMCC situated in Dubai. These subsidiaries companies have not been consolidated in these financial result on account of no transaction / operation with them during the period.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid consolidated financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the Ind AS and other accounting principles generally accepted in India, of the consolidated state of affairs of the Group as at March 31, 2018, and its consolidated profit, consolidated total comprehensive income, consolidated statement of changes in equity and its consolidated cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

As required by Section 143(3) of the Act, based on our audit, 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 of the aforesaid consolidated financial statements.
- (b) in our opinion, proper books of account as required by law relating to preparation of the aforesaid consolidated financial statements have been kept so far as it appears from our examination of those books.
- (c) the Consolidated Balance Sheet, the Consolidated Statement of Profit and Loss (including Other Comprehensive Income), Consolidated Statement of Changes in Equity and the Consolidated Statement of Cash Flows dealt with by this Report are in agreement with the relevant books of account maintained for the purpose of preparation of the consolidated financial statements.
- (d) in our opinion, the aforesaid consolidated financial statements comply with the Indian Accounting Standards prescribed under Section 133 of the Act.
- (e) on the basis of the written representations received from the Directors of the Company as on March 31, 2018 taken on record by the Board of Directors of the Company and its subsidiaries incorporated in India and the reports of the statutory auditors of its subsidiary companies incorporated in India, none of the directors of the Group companies incorporated in India is disqualified as on March 31, 2018 from being appointed as a director in terms of Section 164(2) of the Act.
- (f) with respect to the adequacy of the internal financial controls over financial reporting and the operating effectiveness of such controls, refer to our separate Report in "Annexure A" which is based on the auditor's reports of the Company and its subsidiary companies incorporated in India. Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the internal financial controls over financial reporting of those companies, for the reasons stated therein.
- (g) with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditor's) Rules, 2014, as amended, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The consolidated financial statements disclose the impact of pending litigations on the consolidated financial position of the Group.
 - ii. Provision has been made in the consolidated financial statements, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts including derivative contracts.

- iii. There has been no delay in transferring amounts, required to be transferred, to the Investor Education and Protection Fund by the Company and its subsidiary companies incorporated in India.

For BAS & Associates
Chartered Accountants
FRN. 015871N

Sd/-
CA Sanjay Sharma
Partner
M.No.535339

New Delhi
May 30, 2018



ANNEXURE “A” TO THE INDEPENDENT AUDITOR’S REPORT

(Referred to in paragraph (f) under ‘Report on Other Legal and Regulatory Requirements’ section of our report to the Members of Fourth Dimension Solutions Limited of even date)

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

In conjunction with our audit of the consolidated financial statements of the Company as of and for the year ended March 31, 2018, we have audited the internal financial controls over financial reporting of FOURTH DIMENSION SOLUTIONS LIMITED (hereinafter referred to as “Company”) and its subsidiary companies, which are companies incorporated in India, as of that date.

Management’s Responsibility for Internal Financial Controls

The Board of Directors of the Company and its subsidiary companies, which are companies incorporated in India, are responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the respective Companies 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 (“the ICAI”). 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 the respective 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 Act.

Auditor’s Responsibility

Our responsibility is to express an opinion on the internal financial controls over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India, 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”) issued by the Institute of Chartered Accountants of India and the Standards on Auditing, prescribed under Section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls. 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 internal financial controls system over financial reporting of the Company and its subsidiary companies, which are companies incorporated in India.

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, to the best of our information and according to the explanations given to us, for the year ended March 31, 2018, the Company and its subsidiaries are in process of properly implementing Internal Financial Controls system over financial reporting, however, it has sound Internal Controls commensurate with the nature and size of its business operations and operating effectively and no material weakness exist. The Company has a process in place to continuously monitor the same and identify gaps, if any, and implement new and/or improved controls wherever the effect of such gaps would have a material effect on the Company's operations.

For BAS & Associates

Chartered Accountants
FRN. 015871N

Sd/-

CA Sanjay Sharma

Partner
M.No.535339

New Delhi
May 30, 2018



CONSOLIDATED STATEMENT OF ASSETS & LIABILITIES AS ON MARCH 31, 2018

Amount in Rs.

Particulars	Note No.	AS AT MARCH 31, 2018	AS AT MARCH 31, 2017
I. ASSETS			
(1) Non-Current Assets			
(a) Property, Plant and Equipment	1(a)	11,16,75,519	12,96,03,201
(b) Capital Work-in-Progress		-	-
(c) Investment Property		-	-
(d) Goodwill		4,52,948	4,52,948
(e) Other Intangible Assets		-	-
(f) Biological Assets Other Than Bearer Plants		-	-
(g) Financial Assets			
(i) Investments	1(b)	4,13,100	-
(ii) Trade Receivables	1(c)	1,97,90,22,195	22,53,95,944
(iii) Loans	1(d)	3,67,40,996	9,49,61,115
(iv) Others -Bank Deposits	1(e)	6,20,07,140	8,19,81,694
(h) Deferred Tax Assets (Net)	1(f)	86,70,238	2,49,01,260
(i) Other Non-Current Assets	1(g)	1,34,08,339	17,15,249
Sub Total - Non current assets		2,21,23,90,476	55,90,11,411
(2) Current assets			
(a) Inventories	2(a)	33,84,11,281	2,24,57,50,807
(b) Financial Assets			
(i) Investments		-	-
(ii) Trade Receivables	2(b)	2,27,22,68,035	3,06,65,36,093
(iii) Cash and Cash Equivalents	2(c)	5,34,00,144	5,27,50,237
(iv) Bank balances other than (iii) above		-	-
(v) Loans	2(d)	16,08,00,799	25,65,57,126
(vi) Other -Bank Deposits	2(e)	1,03,83,820	6,65,09,941
(c) Current Tax Assets (Net)		-	-
(d) Other Current Assets	2(f)	5,48,02,861	1,02,14,484
Sub Total - Current assets		2,89,00,66,939	5,69,83,18,688
TOTAL ASSETS		5,10,24,57,416	6,25,73,30,099

NOTES TO ACCOUNTS

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

For BAS & Associates

Chartered Accountants
Firm Reg. No.: 015871N

For and on behalf of Board

Sd-
CA Sanjay Sharma
Partner
Membership No. : 535339

Sd-
Amalendu Mukherjee
Managing Director
DIN: 03544485

Sd-
Namita Mukherjee
Director
DIN: 06561265

PLACE: New Delhi
DATE:-30.05.2018

Sd-
Ashhish K Paanday
CS & CFO

CONSOLIDATED STATEMENT OF ASSETS & LIABILITIES FOR THE PERIOD ENDED ON MARCH 31, 2018

Amount in Rs.

Particulars	Note No.	AS AT MARCH 31, 2018	AS AT MARCH 31, 2017
II. EQUITY AND LIABILITIES			
(1) Equity			
(a) Equity Share capital	3(a)	21,78,40,000	21,78,40,000
(b) Other Equity	3(b)	88,87,41,424	47,19,10,870
Sub Total - Total Equity		1,10,65,81,424	68,97,50,870
(2) Non-Current Liabilities			
(a) Financial Liabilities			
(i) Borrowings	4(a)	33,30,032	45,04,429
(ii) Trade Payables	4(b)	-	16,88,32,745
(iii) Other Financial Liabilities (other than those specified in item (b), to be specified)			
(b) Provisions	4(c)	77,14,192	88,82,968
(c) Deferred Tax Liabilities (Net)		-	-
(d) Other Non-Current Liabilities	4(d)	83,51,920	2,57,94,87,940
Sub Total - Non current liabilities		1,93,96,143	2,76,17,08,081
(3) Current liabilities			
(a) Financial Liabilities			
(i) Borrowings	5(a)	1,78,79,819	-
(ii) Trade Payables	5(b)	3,14,96,18,474	2,07,45,76,740
(iii) Other Financial Liabilities (other than those specified in item (c))	5(c)	41,05,82,140	46,02,50,475
(b) Other Current Liabilities	5(d)	50,29,602	17,42,90,147
(c) Provisions	5(e)	76,72,600	1,87,32,806
(d) Current Tax Liabilities (Net)	5(f)	38,56,97,213	7,80,20,979
Sub Total - Current liabilities		3,97,64,79,849	2,80,58,71,147
TOTAL EQUITY & LIABILITIES		5,10,24,57,416	6,25,73,30,099

NOTES TO ACCOUNTS

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

For BAS & Associates

Chartered Accountants
Firm Reg. No.: 015871N

Sd-
CA Sanjay Sharma
Partner
Membership No. : 535339

Sd-
Amalendu Mukherjee
Managing Director
DIN: 03544485

For and on behalf of Board

Sd-
Namita Mukherjee
Director
DIN: 06561265

PLACE: New Delhi
DATE:-30.05.2018

Sd-
Ashhish K Paanday
CS & CFO



CONSOLIDATED STATEMENT OF FINANCEIAL REPORT RESULTS FOR THE PERIOD ENDED ON MARCH 31, 2018

Amount in Rs.

Sr. No	Particulars	Note No.	01 April 2017 to 31 March 2018	01 April 2016 to 31 March 2017
I	Revenue from operations	6	5,27,95,94,766	14,91,24,38,885
II	Other Income	7	3,10,75,116	2,66,55,351
III	Total Revenue (I +II)		5,31,06,69,881	14,93,90,94,236
IV	Expenses:			
	Cost of materials consumed	8	2,26,26,28,317	14,03,36,51,658
	Purchases of Stock-in-Trade		-	-
	Changes in inventories of finished goods	9	1,90,50,20,836	(39,51,41,640)
	Employee Benefit Expense	10	29,92,92,290	57,31,13,781
	Financial Costs	11	3,32,30,052	5,36,94,483
	Depreciation and Amortization Expense	12	1,80,96,626	2,78,76,561
	Other Administrative Expenses	13	14,81,23,892	26,66,31,650
	Total Expenses (IV)		4,66,63,92,014	14,55,98,26,492
V	Profit / (Loss) before Exceptional and Prior period items & tax (III-IV)		64,42,77,868	37,92,67,744
VI	Exceptional & Prior Period Items		78,87,093	2,30,87,886
VII	Profit / (Loss) before tax (V-VI)		63,63,90,775	35,61,79,859
VIII	Tax expense:			
	(1) Current tax		22,89,38,565	14,25,05,128
	(2) Previous Year tax		-	77,48,786
	(3) Deferred tax		2,03,46,940	(1,38,47,164)
IX	Profit for the period from continuing operations (VII-VIII)		38,71,05,270	21,97,73,109
X	Profit / Loss from discontinued operations		-	-
XI	Tax Expense of discontinued operations		-	-
XII	Profit / Loss from discontinued operations (after tax) (X-XI)		-	-
XIII	Profit/(Loss) for the period (IX + XII)		38,71,05,270	21,97,73,109
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		-	-

CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED ON MARCH 31, 2018

XV Total Comprehensive Income for the period (XIII+X-IV) (Comprising Profit (Loss) and Other Comprehensive Income for the period)	38,71,05,270	21,97,73,109
Earnings per equity share (for continuing operation):		
(1) Basic	17.77	10.09
(2) Diluted	17.77	10.08
Earnings per equity share (for discontinued operation):		
(1) Basic	-	-
(2) Diluted	-	-
Earnings per equity share (for discontinued & continuing operations)		
(1) Basic	17.77	10.08
(2) Diluted	17.77	10.08

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 BAS & Associates

Chartered Accountants
Firm Reg. No.: 015871N

Sd-
CA Sanjay Sharma
Partner
Membership No. : 535339

Sd-
Amalendu Mukherjee
Managing Director
DIN: 03544485

For and on behalf of Board

Sd-
Namita Mukherjee
Director
DIN: 06561265

PLACE: New Delhi
DATE:-30.05.2018

Sd-
Ashhish K Paanday
CS & CFO



CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED ON MARCH 31, 2018

Amount in Rs.

Particulars	AS AT MARCH 31, 2018	AS AT MARCH 31, 2017
A. CASH FLOW FROM OPERATING ACTIVITIES:		
Net profit/(loss) before extra ordinary items & taxes	63,63,90,775	37,89,51,064
Adjustment for:		
Depreciation	1,80,96,626	2,78,53,037
Exceptional & Prior Period Items	10,03,40,166	2,30,87,886
Operating Profit before working capital changes	55,41,47,235	38,37,16,216
Adjustment for:		
Non-Current Assets:-		
Trade Receivables	(1,75,36,26,251)	9,09,64,776
Loans & Advances	5,82,20,119	1,71,07,168
Other Bank Deposits	1,99,74,554	16,98,42,576
Other Non Currents Assets	(1,16,93,090)	(1,96,97,105)
Current Assets:-		
Inventories	1,90,73,39,526	(39,74,60,330)
Trade Receivables	79,42,68,058	17,36,40,586
Loans & Advances	9,57,56,777	-
Other Bank Deposits	5,61,26,121	50108440.18
Other Currents Assets	(4,45,88,377)	64,63,86,854
Non-Current Liabilities:-		
Trade Payable	(16,88,32,745)	1,63,30,419
Provisions	(11,68,776)	71,71,107
Other Liabilities	(2,57,11,36,020)	2,33,79,11,474
Other Financial Liabilities		-
Current Liabilities:-		
Trade Payable	1,07,50,41,733	(83,18,07,357)
Provisions	(1,10,60,206)	1,11,07,310
Other Liabilities	(16,92,60,545)	(3,14,04,77,624)
Other Financial Liabilities	(4,96,68,335)	21,94,36,058
Current Tax Liabilities	30,76,76,234	7,33,91,766
Cash generated from Operations	8,75,16,012	(19,23,27,665)
Income Tax Paid	23,30,54,483	15,01,59,321
Net cash from Operating Activities (A)	(14,55,38,471)	(34,24,86,986)
B. CASH FLOW FROM INVESTING ACTIVITIES:		
Purchases of Property , Plant & Equipment	(1,68,944)	(1,19,35,107)
Work In Progress	-	-
Investment in Subsidiary Co.	(4,13,100)	(3,90,00,000)

CONSOLIDATED CASH FLOW STATEMENT FOR THE PERIOD ENDED ON MARCH 31, 2018

Net Cash Flow from Investing Activities (B)	(5,82,044)	(5,09,35,107)
C. CASH FLOW FROM FINANCING ACTIVITIES:		
(i) Increase in Equity Share Capital including Share Premium	13,00,65,000	-
(ii) Increase/(decrease) in Non-Current Borrowing	(11,74,398)	11,24,809
(iii) Increase/(Decrease) in Current Borrowing	1,78,79,819	1,52,81,654
Net Cash Flow from Financing Activities (C)	14,67,70,422	1,64,06,462
Net Increase in cash and cash equivalents (A) + (B) + (C)	6,49,907	(37,70,15,631)
Cash and cash equivalents - Opening	5,27,50,237	41,65,84,599
Cash and cash equivalents - Closing	5,34,00,144	3,95,68,968
	6,49,907	(37,70,15,631)

For BAS & Associates
Chartered Accountants
Firm Reg. No.: 015871N

For and on behalf of Board

Sd-
CA Sanjay Sharma
Partner
Membership No. : 535339

Sd-
Amalendu Mukherjee
Managing Director
DIN: 03544485

Sd-
Namita Mukherjee
Director
DIN: 06561265

PLACE: New Delhi
DATE:-30.05.2018

Sd-
Ashhish K Paanday
CS & CFO



CONSOLIDATED STATEMENT OF ASSETS & LIABILITIES AS ON MARCH 31, 2018

(I) ASSETS

(1) NON CURRENT ASSETS

NOTE : 1(a) PROPERTY, PLANT & EQUIPMENT

Amount in Rs.

Tangible Assets	Land & Building*	Furniture & Fixtures	Office Equipments	Vehicles	Computers & Peripherals	Plant & Machinery	Total	Intangible Assets	Grand Total
Cost									
as at 1st April, 2016	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	15,88,520	56,49,800	16,38,911	5,16,600	4,01,22,077	-	4,01,22,077
Disposals	-	-	-	-	7,30,142	-	7,30,142	-	7,30,142
as at 31st March, 2017	6,20,28,991	64,95,570	1,82,31,864	1,44,73,785	3,60,89,127	7,42,64,722	21,15,84,059	-	21,15,84,059
Additions	-	-	98,033	-	70,909	-	1,68,942	-	1,68,942
Disposals	-	-	-	-	-	-	-	-	-
as at 31st March, 2018	6,20,28,991	64,95,570	1,83,29,897	1,44,73,785	3,61,60,036	7,42,64,722	21,17,53,000	-	21,17,53,000
as at 1st April, 2016	-	19,67,900	78,51,739	42,28,289	2,10,47,102	1,96,91,333	5,47,86,363	-	5,47,86,363
Charge for the year	-	11,04,126	54,11,629	20,01,605	94,64,017	98,95,184	2,78,76,561	-	2,78,76,561
Disposals	-	-	-	-	6,82,069	-	6,82,069	-	6,82,069
as at 31st March, 2017	-	30,72,026	1,32,63,368	62,29,894	2,98,29,050	2,95,86,517	8,19,80,855	-	8,19,80,855
Charge for the Year	-	8,89,333	26,69,362	25,85,159	37,96,569	81,56,203	1,80,96,626	-	1,80,96,626
Charged to retained earning	-	-	-	-	-	-	-	-	-
Disposals	-	-	-	-	-	-	-	-	-
as at 31st March, 2018	-	39,61,359	1,59,32,730	88,15,053	3,36,25,619	3,77,42,720	10,00,77,481	-	10,00,77,481
Net Block									
as at 31st March, 2018	6,20,28,991	25,34,211	23,97,166	56,58,732	25,34,416	3,65,22,002	11,16,75,519	-	11,16,75,519
as at 31st March, 2017	6,20,28,991	34,23,544	49,68,496	82,43,891	62,60,077	4,46,78,205	12,96,03,204	-	12,96,03,204

CONSOLIDATED STATEMENT OF ASSETS & LIABILITIES AS ON MARCH 31, 2018

NOTE : 1(b) INVESTMENTS

Sr. No	Particulars	Amount in Rs.	
		As at 31 March 2018	As at 31 March 2017
1	Investment in Equity Instrument		
a)	Investment in 100% Subsidiary - Thumbspeed Tech Solutions Private Limited (10,000 Equity Shares)		
b)	Investment in 100% Subsidiary - Enpocket IT Services (India) Private Limited (10,000 Equity Shares)		
c)	Investment in Fourth Dimension Solutions PTE Ltd (Singapore)	4,13,100	-
	Total	4,13,100	-

NOTE : 1(c) TRADE RECEIVABLES

Sr. No	Particulars	As at 31 March 2018	As at 31 March 2017
a)	Secured, Considered Good	-	-
b)	Unsecured, Considered Good :	1,97,90,22,195	22,53,95,944
c)	Doubtful	-	-
	Total	1,97,90,22,195	22,53,95,944

NOTE : 1(d) LOANS

Sr. No	Particulars	As at 31 March 2018	As at 31 March 2017
a)	Security Deposit		
	Secured, Considered Good :		
	Earnest Money Deposit	1,74,37,035	6,09,91,065
	Other Deposits	97,66,197	1,24,32,286
b)	Advance for property	95,37,764	2,15,37,764
	Total	3,67,40,996	9,49,61,115

NOTE : 1(e) OTHERS - BANK DEPOSITS

Sr. No	Particulars	As at 31 March 2018	As at 31 March 2017
a)	Bank Deposits with more than 12 months maturity	6,20,07,140	8,19,81,694
	Total	6,20,07,140	8,19,81,694



CONSOLIDATED STATEMENT OF ASSETS & LIABILITIES AS ON MARCH 31, 2018

NOTE: 1(f) DEFERRED TAX (ASSET) / LIABILITY

Sr. No	Particulars	Amount in Rs.	
		As at 31 March 2018	As at 31 March 2017
1	Deferred tax liability:		
	Opening Balance	(1,10,54,096)	(1,10,54,096)
a)	On account of depreciation on fixed assets	51,41,425	-
	Sub total (1)	(59,12,671)	(1,10,54,096)
2	Deferred tax asset:		
a)	On account of disallowance/ adjustments under Income Tax Act, 1961	-	56,24,553
b)	On account of Provision for Gratuity & Leave Encashment	27,57,567	57,54,763
c)	On account of depreciation on fixed assets	-	24,67,848
	Sub total (2)	27,57,567	1,38,47,164
	Net Deferred tax (Asset) / Liability (1-2)	(86,70,238)	(2,49,01,260)

NOTE : 1(g) OTHER NON-CURRENT ASSETS

Sr. No	Particulars	As at 31 March 2018	As at 31 March 2017
1	Other non-current assets	17,15,249	17,15,249
2	Income Tax Refund Due	1,27,214	-
3	Long Term Loans & advances	1,15,65,876	-
	Total	1,34,08,339	17,15,249

(2) CURRENT ASSETS

NOTE : 2 (a) INVENTORIES

Sr. No	Particulars	As at 31 March 2018	As at 31 March 2017
1	Finished Goods	33,84,11,281	2,24,34,32,117
2	Goods in Transit	-	23,18,690
	Total	33,84,11,281	2,24,57,50,807

NOTE : 2 (b) TRADE RECEIVABLES

Sr. No	Particulars	As at 31 March 2018	As at 31 March 2017
a)	Secured, Considered Good :	-	-
b)	Unsecured, Considered Good :	2,27,22,68,036	3,06,65,36,094
c)	Doubtful	-	-
	Total	2,27,22,68,036	3,06,65,36,094

CONSOLIDATED STATEMENT OF ASSETS & LIABILITIES AS ON MARCH 31, 2018

NOTE : 2(c) CASH & CASH EQUIVALENT

Sr. No	Particulars	Amount in Rs.	
		As at 31 March 2018	As at 31 March 2017
1	Cash-in-Hand	31,80,597	19,83,921
2	Bank Balance	5,02,19,547	4,84,44,316
3	Cheques in Hand	-	23,22,000
	Total	5,34,00,144	5,27,50,237

NOTE : 2(d) LOANS

Sr. No	Particulars	Amount in Rs.	
		As at 31 March 2018	As at 31 March 2017
1	Advance to Suppliers	16,06,20,799	25,65,57,126
2	Balance with Subsidiaries	-	-
3	Security Deposits	1,80,000	-
	Total	16,08,00,799	25,65,57,126

NOTE : 2(e) OTHERS - BANK DEPOSITS

Sr. No	Particulars	Amount in Rs.	
		As at 31 March 2018	As at 31 March 2017
1	Bank Deposits with less than 12 months maturity	1,03,83,820	6,65,09,941
	Total	1,03,83,820	6,65,09,941

NOTE : 2(f) OTHER CURRENT ASSETS

Sr. No	Particulars	Amount in Rs.	
		As at 31 March 2018	As at 31 March 2017
1	Income Tax Refund Due (A.Y. 2013-14)	28,52,824	29,80,038
2	Staff Imprest (Net)	(7,766)	77,658
3	Balance With Revenue Authorities	98,820	-
4	Others Advances / Retention Assets	4,96,47,519	57,07,443
5	TDS amount to be recovered from FI	4,48,574	4,08,348
6	Prepaid Expenses	1,72,589	10,40,996
7	Interest Receivable on FDR	54,703	-
8	Unbilled Revenue	15,35,598	-
	Total	5,48,02,861	1,02,14,483



CONSOLIDATED STATEMENT OF ASSETS & LIABILITIES AS ON MARCH 31, 2018

II. EQUITY AND LIABILITIES

(3) EQUITY

NOTE : 3(a) EQUITY

Sr. No	Particulars	Amount in Rs.	
		As at 31 March 2018	As at 31 March 2017
1	AUTHORIZED CAPITAL 350,00,000 Equity Shares of Rs. 10/- each. (Previous Year 300,00,000 Equity Shares of Rs. 10/-Each)	35,00,00,000	30,00,00,000
		35,00,00,000	30,00,00,000
2	ISSUED , SUBSCRIBED & PAID UP CAPITAL 21,784,000 Equity Shares of Rs.10/- each fully Paid Up (Previous Year 21,784,000 Equity Shares of Rs. 10/-Each)	21,78,40,000	21,78,40,000
	Total	21,78,40,000	21,78,40,000

(i) Reconciliation of Shares

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

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

Class of shares / Name of shareholder	As at 31 March, 2018		As at 31 March, 2017	
	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	1,59,56,000	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	1,08,92,000 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	See note 3.b.i
f. Calls unpaid (showings aggregate value of calls unpaid by Directors and Officers)	
g. Forfeited shares (amount originally paid up)	

CONSOLIDATED STATEMENT OF ASSETS & LIABILITIES AS ON MARCH 31, 2018

NOTE 3(b) OTHER EQUITY

	Amount in Rs.										Total			
	Share ap- plication money pending allotment	Equity compo- nent of compound financial instru- ments	Capital Reserve	Securities Premium Reserve	Reserve and Surplus Other Reserves (specify Nature)	Retained Earnings	Debt in- struments through Other Compre- hensive Income	Equity In- struments through Other Compre- hensive Income	Effective portion of cash Flow Hedges	Reval- uation Surplus		Exchange differ- ences on translat- ing the financial state- ments of a foreign operation	Other items of Other Compre- hensive Income (specify nature)	Money received against share warrants
Balance at the beginning of the reporting period	-	-	-	-	-	47,19,11,319.55	-	-	-	-	-	-	-	47,19,11,319.55
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	-	-	-	-	-	47,19,11,319.55	-	-	-	-	-	-	-	47,19,11,319.55
Amount Re- ceived against share warrants	-	-	-	-	-	-	-	-	-	-	-	13,00,65,000.00	13,00,65,000.00	13,00,65,000.00
Total Compre- hensive Income for the year	-	-	-	-	-	38,71,05,269.96	-	-	-	-	-	-	-	38,71,05,269.96
Dividends	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Transfer to re- tained earnings	-	-	-	-	-	38,71,05,269.96	-	-	-	-	-	-	-	38,71,05,269.96
Any other change (to be specified)	-	-	-	-	-	(10,03,40,166.00)	-	-	-	-	-	-	-	(10,03,40,166.00)
Balance at the end of the reporting period	-	-	-	-	-	75,86,76,423.51	-	-	-	-	-	-	13,00,65,000.00	88,87,41,423.51



NOTES FORMING PART OF THE CONSOLIDATED STATEMENT OF ASSETS & LIABILITIES A/C AS ON MARCH 31, 2018

NOTE : 3 (b) (I) MONEY RECEIVED AGAINST WARRANTS

Particulars	Amount in Rs.			
	As at 31 March, 2018		As at 31 March, 2017	
	"No. of Convertible Warrants Allotted"	Amount	"No. of Convertible Warrants Allotted"	Amount
Convertible Warrants Issued during the year	66,70,000	6,67,00,000	-	-
Less: Convertible Warrants converted into Equity Shares during the year	-	-	-	-
Convertible Warrants at the end of the year	66,70,000	6,67,00,000	-	-

Money received against Convertible Warrants represents amount received towards Convertible Warrants which entitles the warrant holder, the option to apply for and be allotted equivalent number of equity shares of the face value of Rs. 10 each. The Company on preferential basis has allotted the following Convertible Warrants at issue price of Rs 68 in accordance with the provisions of SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2009

Name of allottee	"No. of Convertible Warrants Allotted"	Consideration	Amount received as % of issue price	Date of allotment
Convertible Warrants outstanding at end of year				
1. Aspire Emerging Funds	21,70,000	4,23,15,000	25%	Jaunary 20, 2018
2. Future Net Software Private Limited	19,00,000	3,70,50,000	25%	Jaunary 20, 2018
3. Manish Vyas	6,00,000	1,17,00,000	25%	Jaunary 20, 2018
4. M/s Aegis Investment Fund	20,00,000	3,90,00,000	25%	Jaunary 20, 2018
Sub Total	66,70,000	13,00,65,000		

The allottees at Sr. no. 1 to 4 above are entitled to apply for and be allotted one equity share for each Warrant held by them on payment of balance 75% of the issue price within 18 months from the date of allotment of Convertible Warrants.

(4) NON CURRENT LIABILITIES

NOTE : 4 (a) BORROWINGS

Sr. No	Particulars	As at 31 March 2018	As at 31 March 2017
1	Term Loans from Banks		
	a) Loan against Hyp of cars	33,30,032	45,04,429
	Total	33,30,032	45,04,429

NOTES FORMING PART OF THE CONSOLIDATED STATEMENT OF ASSETS & LIABILITIES A/C AS ON MARCH 31, 2018

NOTE : 4 (b) TRADE PAYABLES

Sr. No	Particulars	Amount in Rs.	
		As at 31 March 2018	As at 31 March 2017
a)	Secured, Considered Good	-	-
b)	Unsecured, Considered Good :	-	16,88,32,745
c)	Doubtful	-	-
	Total	-	16,88,32,745

NOTE : 4 (c) PROVISIONS

Sr. No	Particulars	As at 31 March	
		2018	2017
1	Provision for Gratuity	49,59,473	47,03,404
2	Provision for Leave Encashment	27,54,719	41,79,564
	Total	77,14,192	88,82,968

NOTE : 4 (d) OTHER NON-CURRENT LIABILITIES

Sr. No	Particulars	As at 31 March	
		2018	2017
1	Advances from Customers	-	2,57,94,87,940
2	Other non current liabilities	83,51,920	-
	Total	83,51,920	2,57,94,87,940

(5) CURRENT LIABILITIES

NOTE : 5 (a) BORROWINGS

Sr. No	Particulars	As at 31 March	
		2018	2017
1	Loans repayable on demand From Banks	1,78,79,819	-
	Total	1,78,79,819	-

NOTE : 5 (b) TRADE PAYABLES

Sr. No	Particulars	As at 31 March	
		2018	2017
a)	Secured, Considered Good	-	-
b)	Unsecured, Considered Good :	3,14,96,18,474	2,07,45,76,740
c)	Doubtful	-	-
	Total	3,14,96,18,474	2,07,45,76,740



NOTES FORMING PART OF THE CONSOLIDATED STATEMENT OF ASSETS & LIABILITIES A/C AS ON MARCH 31, 2018

NOTE : 5 (c) OTHER FINANCIAL LIABILITIES

Sr. No	Particulars	Amount in Rs.	
		As at 31 March 2018	As at 31 March 2017
1	Statutory Dues		
a)	Duties and Taxes	23,76,88,938	14,13,58,646
	Sub total (1)	23,76,88,938	14,13,58,646
2	Other Payables		
a)	Security Payable	1,79,14,444	1,11,96,101
b)	Expenses Payable	14,08,99,716	25,97,85,925
c)	Audit Fee Payable	12,19,800	13,29,000
d)	Car Loan Instalment payable with in one year	12,76,170	12,62,165
e)	Current Maturities of Loan From Banks	32,20,276	1,26,28,581
f)	Current Maturities of Loan From Financial Institutions	83,62,797	3,26,90,057
	Sub total (2)	17,28,93,202	31,88,91,829
	Total (1) + (2)	41,05,82,140	46,02,50,475

NOTE : 5 (d) OTHER CURRENT LIABILITIES

Sr. No	Particulars	As at 31 March 2018	As at 31 March 2017
1	Advances from Customers	18,97,134	17,42,90,147
2	Accrued Interest	1,32,468	-
3	Advances from Others	30,00,000	-
	Total	50,29,602	17,42,90,147

NOTE : 5 (e) PROVISIONS

Sr. No	Particulars	As at 31 March 2018	As at 31 March 2017
1	Provision for Gratuity	69,219	89,84,165
2	Provision for Leave Encashment	1,84,593	80,98,641
3	Provision for Corporate Social Responsibility	73,91,788	16,50,000
4	Provision for Expenses	27,000	-
	Total	76,72,600	1,87,32,806

NOTE : 5 (f) CURRENT TAX LIABILITIES

Sr. No	Particulars	As at 31 March 2018	As at 31 March 2017
1	Provision for Income Tax	38,56,97,213	7,80,20,979
	Total	38,56,97,213	7,80,20,979

NOTES FORMING PART OF THE CONSOLIDATED STATEMENT OF FINANCIAL RESULTS A/C AS ON MARCH 31, 2018

NOTE : 6 REVENUE FROM OPERATIONS

Sr. No	Particulars	Amount in Rs.	
		For the year ended 31.03.2018	For the year ended 31.03.2017
1	Sale of I.T. & Related Products		
	Gross Sales (Including Excise Duty)	4,28,16,55,518	13,33,15,03,965
	Less : Sales Returns	-	(46,55,000)
		<u>4,28,16,55,518</u>	<u>13,32,68,48,965</u>
2	Sale of Services		
	Receipts from services rendered (Gross)	99,79,37,000	1,60,39,97,170
	Less:-Service Receipts Cancelled	-	-1,85,57,250
		<u>99,79,37,000</u>	<u>1,58,54,39,920</u>
3	Other Operating revenues		
a)	UID Kit rent	-	1,50,000
b)	Other Operating revenues	2,247	-
	Total	<u>5,27,95,94,766</u>	<u>14,91,24,38,885</u>

NOTE : 7 OTHER INCOME

Sr. No	Particulars	For the year ended 31.03.2018	For the year ended 31.03.2017
1	Other non-operating income		
a)	Interest on FDR's & Others	86,88,704	2,06,89,417
b)	Discount/Misc. Income	2,23,86,411	59,65,934
	Total	<u>3,10,75,116</u>	<u>2,66,55,351</u>

NOTE : 8 COST OF MATERIAL CONSUMED

Sr. No	Particulars	For the year ended 31.03.2018	For the year ended 31.03.2017
1	Purchases		
a)	Purchases of I.T. & related Products (Gross)	2,19,39,02,441	13,22,34,90,401
	Less:-Purchase Returns	(19,38,57,678)	(30,06,12,894)
b)	Merchant Import Purchases	-	21,76,05,888
	Sub total (1)	<u>2,00,00,44,763</u>	<u>13,14,04,83,395</u>
2	Direct Expenses		
a)	Custom Duty Paid	-	3,16,21,572
b)	Custom Clearing Charges	-	5,27,386
c)	Service Charge Expenses (Gross)	26,25,83,554	1,26,31,76,928
d)	Less:-Service Charges Cancelled	-	(40,21,57,623)
	Sub total (2)	<u>26,25,83,554</u>	<u>89,31,68,263</u>
	Total (1) + (2)	<u>2,26,26,28,317</u>	<u>14,03,36,51,658</u>



NOTES FORMING PART OF THE CONSOLIDATED STATEMENT OF FINANCIAL RESULTS A/C AS ON MARCH 31, 2018

NOTE : 9 CHANGE IN INVENTORIES OF FINISHED GOODS

		Amount in Rs.	
Sr. No	Particulars	For the year ended 31.03.2018	For the year ended 31.03.2017
1	Opening Stock of Inventory	2,24,34,32,117	1,84,82,90,477
2	Closing Stock of Inventory	33,84,11,281	2,24,34,32,117
Total		1,90,50,20,836	(39,51,41,640)

NOTE : 10 EMPLOYMENT BENEFIT EXPENSES

Sr. No	Particulars	For the year ended 31.03.2018	For the year ended 31.03.2017
1	Salaries , Bonus & Incentive	23,80,41,740	46,80,94,555
2	Director's Remuneration	2,50,00,000	3,00,00,000
3	Contribution to Provident and Other Funds	2,75,85,334	5,37,67,857
4	Provision for Gratuity	32,31,666	89,84,165
5	Provision for Leave Encashment	18,31,666	80,98,641
6	Labour Charges	1,81,822	1,33,375
7	Staff Welfare	34,20,062	40,35,188
Total		29,92,92,290	57,31,13,781

NOTE : 11 FINANCIAL COST

Sr. No	Particulars	For the year ended 31.03.2018	For the year ended 31.03.2017
1	L.C. Issue Charges	-	11,715
2	Interest on Car loan	5,17,778	2,56,945
3	Interest on Loan Ag. FDR	69,94,856	84,084
4	Bank and other Charges	72,26,950	5,50,290
5	Processing Fee	17,87,848	9,59,252
7	Interest (Others)	19,67,767	42,51,340
10	Credit Card Interest & Charges	1,47,34,854	4,75,80,856
Total		3,32,30,052	5,36,94,483

NOTE : 12 DEPRECIATION & AMORTISED EXPENSES

Sr. No	Particulars	For the year ended 31.03.2018	For the year ended 31.03.2017
1	Depreciation on Property, Plant & Equipment	1,80,96,626	2,78,76,561
Total		1,80,96,626	2,78,76,561

NOTES FORMING PART OF THE CONSOLIDATED STATEMENT OF FINANCIAL RESULTS A/C AS ON MARCH 31, 2018

NOTE : 13 OTHER EXPENSES

		Amount in Rs.	
Sr. No	Particulars	For the year ended 31.03.2018	For the year ended 31.03.2017
1	Advertisement Expenses	1,71,51,296	2,34,17,923
2	Auditor's Remuneration	10,70,800	12,60,000
3	Business Promotion Expenses	58,53,930	1,12,97,272
4	Commission & Brokerage	28,65,466	42,05,090
5	Corporate Social Responsibility Expenses	57,41,788	36,50,000
6	Electricity & Fuel Expenses	25,17,515	31,49,397
7	Exchange Variation	77,349	18,04,859
8	Freight & Forwarding	16,41,616	1,09,76,106
9	General & Misc Expenses	23,05,372	4,02,357
10	Insurance	15,97,043	28,81,663
11	L.D. Charges	-	10,52,208
12	Legal & Professional Charges	2,13,51,369	89,89,319
13	Office Expenses	1,49,453	6,13,843
14	Postage & Courier	20,59,531	2,18,78,418
15	Printing & Stationery Charges	14,15,152	28,91,368
16	Interest on ESI	-	6,267
17	Rate Fees & Taxes	69,60,970	3,49,60,265
18	Rent	3,73,92,306	4,34,25,406
19	Repair & Maintenance	31,15,649	51,69,182
20	Security Expenses	48,53,083	65,56,545
21	Communication Expenses	67,73,653	83,43,919
22	Conveyance & Travelling	1,35,65,462	3,75,40,090
23	Vehicle Repair & Maintenance	16,89,856	9,35,802
24	Freight Inward	52,275	7,00,445
25	Project Expenses	76,05,315	2,41,24,071
26	Consumable Stores	2,72,944	63,99,835
27	Entertainment Expenses	44,700	
	Total	14,81,23,892	26,66,31,650



Notes forming part of the Consolidated Financial Statements for the period ended March 31, 2018

NOTE 14: SIGNIFICANT ACCOUNTING POLICIES & NOTES FORMING PART OF THE CONSOLIDATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2018

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 consolidated 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.

(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 & GST
- (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 Company is mainly engaged in IT goods and IT Services. These, in context of Indian Accounting Standard on Segment Reporting, as specified in the Companies (Accounting Standard) Rules, 2014, are considered to constitute one single primary segment. Hence, segment reporting is not required.

(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.



B. Notes to Accounts on Consolidated Financial Statement for the year ending March 31, 2018

1. Contingent Liabilities

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

S.No.	Particulars	Current Year
1.	Show cause / demand / notices by Income Tax authorities being disputed by the Company	2,15,76,350
2.	Estimated amount of contracts remaining to be executed on capital account (net of advances)	Nil
3.	Outstanding Bank Guarantees/LC	9,14,39,496
4.	Claims against the Company not acknowledged as debts	Nil
5.	Show cause / demand / notices by Goods and Service Tax authorities being disputed by the Company	1,71,93,866
6.	U.P. Vat Detention Money Deposited	Nil
7.	Show cause / demand / notices by VAT authorities being disputed by the Company	2,01,05,276

2. 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.
3. Disclosures relating to "Employee Benefits":

Defined contribution plans:

The Company's employee provident fund scheme is a defined contribution plans. A sum of Rs. 2,75,85,334/- (Previous Year Rs. 3,49,36,858/-) has been recognized as an expense in relation to the scheme and shown under Personnel Expenses in the Statement of Profit and Loss.

Defined Benefit plans:

The Company has made provisions for employee benefits in accordance with the Ind AS 24 "Employee Benefits". During the year, the Company has recognized the following amounts in its financial statements based on accounting standard 15 (Revised 2005) issued by the Institute of Chartered Accountants of India.

Gratuity

S.No.	Particulars	Current Year	Previous Year
a)	Present value of obligation as at the beginning of the period	1,36,87,569	47,03,404
b)	Acquisition adjustment	--	--
c)	Interest Cost	10,08,774	3,76,272
d)	Service Cost	16,09,822	86,91,688
e)	Past Service Cost including curtailment Gains/Losses	5,98,479	--
f)	Benefits Paid	--	--
g)	Total Actuarial (Gain)/Loss on Obligation	(1,18,75,952)	(83,795)
h)	Present value of obligation as at the End of the period	50,28,692	1,36,87,569

Leave encashment

S.No.	Particulars	Current Year	Previous Year
a)	Present value of obligation as at the beginning of the period	1,27,32,594	46,33,953
b)	Acquisition adjustment	--	
c)	Interest Cost	9,38,392	3,70,716
d)	Service Cost	8,93,274	72,48,691
e)	Past Service Cost including curtailment Gains/Losses	--	--
f)	Benefits Paid	(4,27,829)	(7,50,646)
g)	Total Actuarial (Gain)/Loss on Obligation	(1,11,97,119)	12,29,880
h)	Present value of obligation as at the End of the period	29,39,312	1,27,32,594

Discount Rate	7.80% Per annum
Salary Growth rate	5.5% Per annum
Mortality	IALM 2006-08 ultimate
Withdrawal rate	1%-3% per annum

The estimates of future salary increases, inflation, seniority, promotion and other relevant factors, considered in actuarial valuation such as supply and demand in the employment market. The rate used to discount post employment benefit obligations (both funded and unfunded) should be determined by reference to market yields at the balance sheet date on government bonds. The currency determined by reference to market yields at the balance sheet date on government bonds. The currency and term of the government bonds should be consistent with the currency and estimated term of the post employment benefit obligations.

5. Related Party Disclosure

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

Name of related parties	Relationship	Category
Amalendu Mukherjee	Managing Director	Key Management Personnel
Ashhish K Paanday	Company Secretary & CFO (KMP)	
Rajendra Kumar	Director	
Namita Mukherjee	Director	
Anant Prakash	Director	
Prashant Kumar Gupta	Director	
Bibekananda Mukherjee	Director	
Vijay Kumar Tiwari	Director	
Shipra Jain	Director	
Ajay Mittal	Additional Director	
Sandeep Singhal	Additional Director	
Pradeep Singhal	Additional Director	



Thumbspeed Tech Solutions Private Limited	Domestic Subsidiary	Subsidiaries
Enpocket IT Services (India) Private Limited	Domestic Subsidiary	
Fourth Dimension Solutions Pte Ltd, Singapore	Foreign Subsidiary	
Fourth Dimension Solutions DMCC, Dubai	Foreign Subsidiary	

- 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:-

Amount in (Rs)

Particulars	Current Period	Previous Year
Remuneration		
Amalendu Mukherjee	240,00,000	240,00,000
Namita Mukherjee	10,00,000	60,00,000
Rent payment		
Amalendu Mukherjee	NIL	NIL
Namita Mukherjee	14,00,000	NIL

6. Segment Reporting:

The Company is mainly engaged in IT goods and IT Services. These, in context of Indian Accounting Standard on Segment Reporting, as specified in the Companies (Accounting Standard) Rules, 2014, are considered to constitute one single primary segment. Hence, segment reporting is not required.

- The Company has claim pending against its key partner of Rs. 428.80 crores against debit note. Further a claim of Rs. 403.92 crores against same partner is the matter of sub-judice and pending before Hon’ble Arbitrators.
- 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 Rs.3,66,51,306/- (previous year Rs.4,31,05,406/-). Since the leases are cancellable in nature, other disclosures as required by Ind AS-17 are not applicable.
- a) Detail of foreign currency exposures that are not hedged by a derivative instrument or otherwise.

Particulars	Current Year	Previous Year
Trade Payables & Other Payables (USD/EURO)	Nil	Nil
Trade Receivables & Other Receivables (USD/EURO)	2,53,773	2,51,550

b) Foreign Exchange Earnings and Outgo

Particulars	Current Year	Previous Year
A. Earnings in Foreign Exchange: -	2,47,260	10,36,21,806
B. Expenditure in Foreign		
Currency:		
(On accrual basis)		
Imported Goods	Nil	15,93,44,086
Traveling & Others	19,52,495	2,00,19,758

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

Particulars	Amount in Rs.	
	Current Year	Previous Year
Salaries & Bonus	2,50,00,000	3,00,00,000
Value of perquisites (Gross)	Nil	Nil

11. Earning per Share:

Particulars	Current Year	Previous Year
Profit after tax	38,71,05,270	20,07,66,624
Less: Preference dividend Payable including dividend tax	Nil	Nil
Earnings attributable to equity shareholders	38,71,05,270	20,07,66,624
Weighted average number of equity shares	2,17,84,000	2,17,84,000
Earnings per share in Rs.	17.77	10.08

13. The Auditor's Remuneration comprises the following:

Particulars	Current Year	Previous Year
As Auditor	10,00,000	10,00,000
For Taxation Matters	-	1,75,000
For Company Law Matters	-	-
For Management Services	-	-
For Other Services	-	-
For Reimbursement of Expenses	-	25,000
Total	10,00,000	12,00,000

14. Corporate Social Responsibility

The Contribution to CSR for the F.Y. 2016-17 was made through "Presidium Educational & Charitable Trust" (PECT) a registered Trust under the Trust Act, 1882 vide Registration No. 56, 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, 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, for the F.Y. 2016-17 the total expenditure on CSR activities, as specified in Schedule VII of the Companies Act, 2013, was Rs. 20,00,000/- remaining Rs. 16,50,000/- to be paid in another phase in the F.Y. 2018-19.

The Provision for Contribution to CSR for Rs. 57,41,788 of F.Y. 2017-18 is made in the Statement of Profit and Loss.

Notes referred to above and notes attached there to form an integral part of Statement of Assets & Liabilities

As per our report of even date attached

For BAS & Associates

Chartered Accountants
Firm Reg. No.: 015871N

Sd-
CA Sanjay Sharma
Partner
Membership No. : 535339

Sd/-
Amalendu Mukherjee
Managing Director
DIN: 03544485

For and on behalf of Board

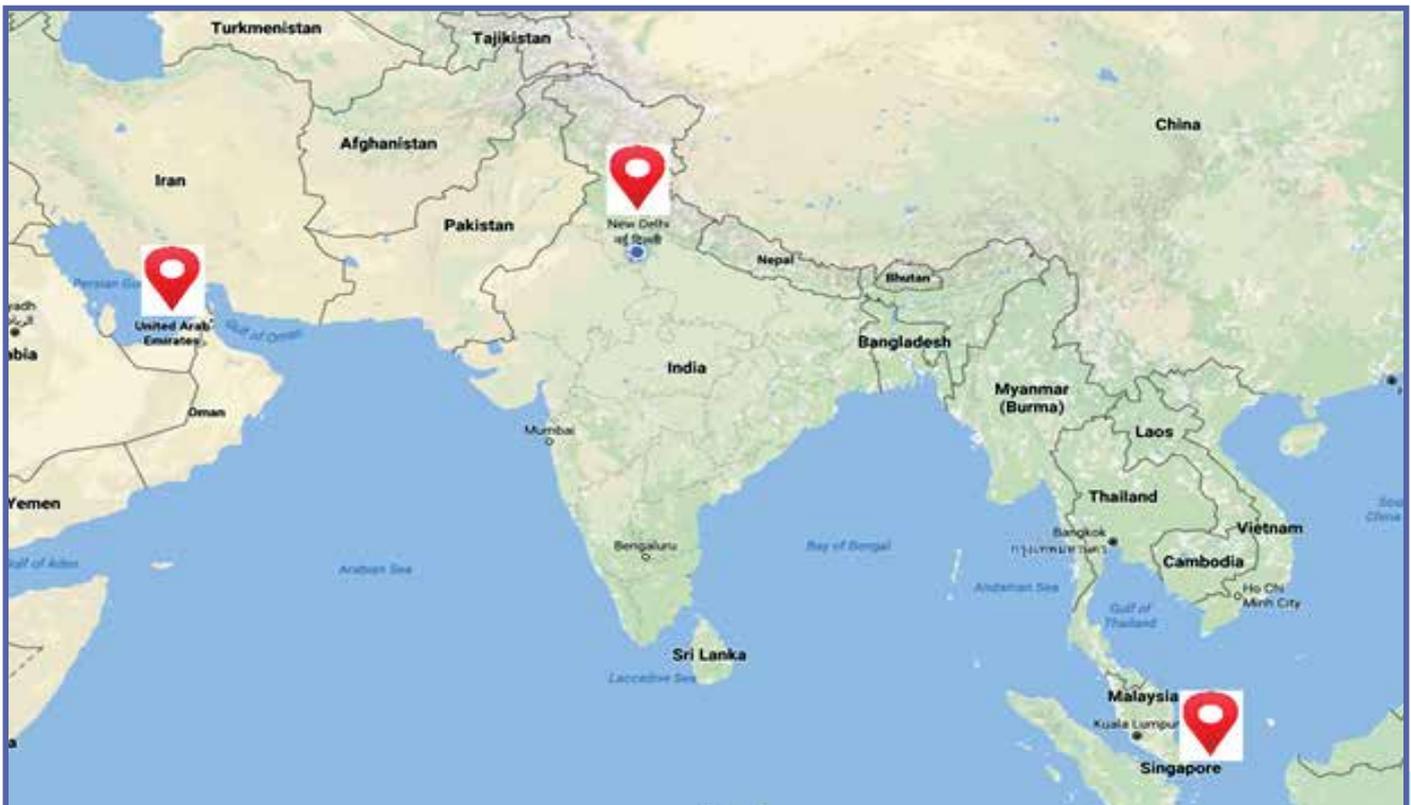
Sd/-
Namita Mukherjee
Director
DIN: 06561265

PLACE: New Delhi
DATE:-30.05.2018

Sd/-
Ashhish K Paanday
CS & CFO



OUR PRESENCE



NOTICE OF THE 7TH ANNUAL GENERAL MEETING

Notice is hereby given pursuant to Section 96 and 101 of the Companies Act, 2013 ("the Act") that the 7th Annual General Meeting of the members of Fourth Dimension Solutions Limited will be held on Friday, 28th Day of September, 2018 at 09:30 A.M at THE GRAND CORAL (Coral Bellss Banquet) at 26/1, Shivaji Marg, Moti Nagar, New Delhi – 110 015 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, 2018, 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, 2018, 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 Statutory Auditors and to fix their remuneration

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

Sd/-

Ashhish K Paanday
Company Secretary

Place: New Delhi
Date: 01.09.2018

NOTES:

1. 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 joint holding in same order of names are requested to send share certificates to Bigshare Services Pvt. Ltd., for consolidation in to single folio.

2. BOOK CLOSURE

The Register of Members and the Share Transfer Books of the Company will remain closed on Friday, 21st September, 2018 to Friday, 28th September, 2018 (Both days Inclusive).

3. 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 Thursday, 20th September, 2018 ("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.

4. 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 2017-18 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 2017-18 along with the Notice of Annual General Meeting, Attendance Slip and Proxy Form are being sent by the

permitted mode. Members may further note that the said documents will also be available on the Company's website www.fdsindia.co.in for download. Physical copies of the aforesaid documents will also be available at the Company's registered office for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's email id viz. secretarial@fdsindia.co.in.

- vi) Members holding shares in physical form are requested to consider converting their holdings to dematerialised form to eliminate risks associated with physical shares and for ease in portfolio management. Members can contact the Company or Bigshare Services Pvt. Ltd. for assistance in this regard.
- vii) Members are requested to furnish or update their email IDs with the Registrar for sending the soft copies of the Annual Report of the Company as required vide circular no. 17/2011 dated April 12, 2011 and circular no. 18/2011 and April 29, 2011 issued by the Ministry of Corporate Affairs and to avail remote e-voting facility in respect of the resolutions which would be passed at the Annual General Meeting of the Company.
- viii) Pursuant to the prohibition imposed vide Secretarial Standard on the General Meeting (SS-2) issued by ICSI and the MCA Circular, no gifts/coupons shall be distributed at the meeting.
- ix) Members may be kindly note that bags, eatables, laptops, mobiles, arms, ammunitions or any harmful dangerous objects are not allowed inside the Auditorium at the meeting venue.
- x) Members may also note that the Notice of 7th Annual General Meeting and the Annual Report for the Fiscal year 2017-18 is also available on the website of the Company (www.fdsindia.co.in) for the download.

5. 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.

6. 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, 21st September, 2018 (09:00 A.M. IST) to Thursday, 27th September, 2018 (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 Thursday, 20th September, 2018 (the Cut-Off Date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) Now Enter your User ID



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

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

- (vii) After entering these details appropriately, click on “SUBMIT” tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for “FOURTH DIMENSION SOLUTIONS LIMITED” on which you choose to vote.
- (xi) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.

- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non-Individual Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

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

7. 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 Annual General Meeting (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.

8. 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.

9. DECLARATION OF RESULTS

The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Managing Director or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

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



11. DEMATERIALIZATION

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

Place: New Delhi
Date: 01.09.2018

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

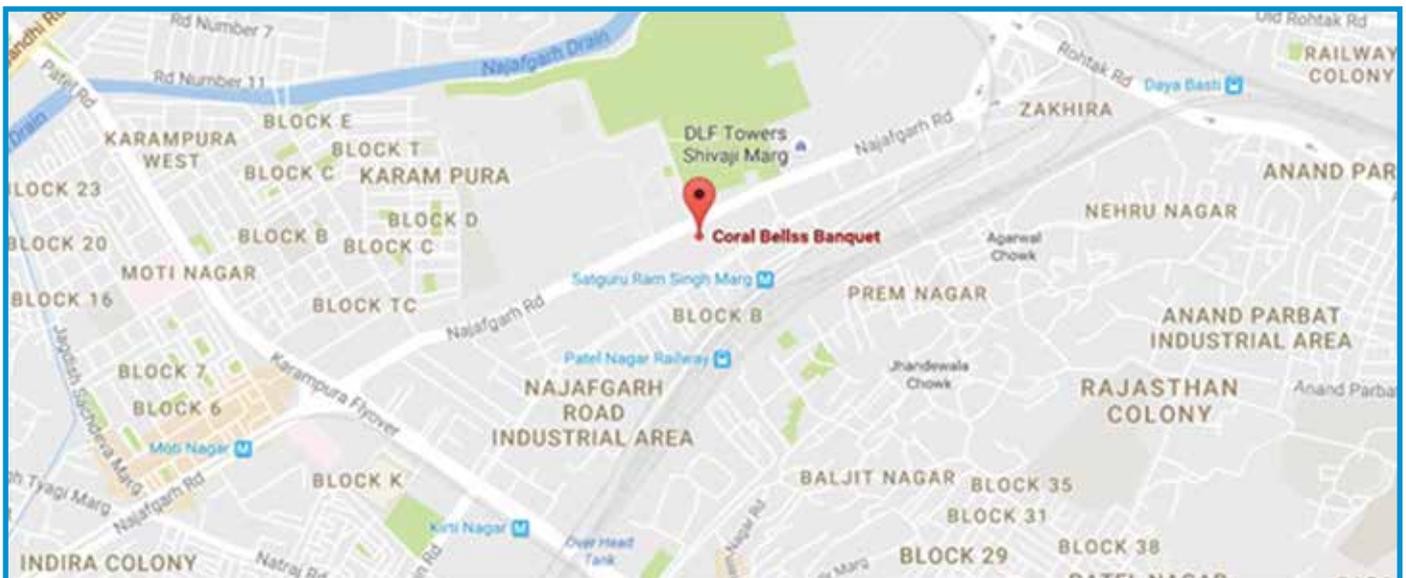
Sd/-
Ashhish K Paanday
Company Secretary

**INVITATION TO ATTEND THE 7TH ANNUAL GENERAL MEETING ON FRIDAY,
28TH DAY OF SEPTEMBER, 2018**

Dear Members,

You are cordially invited to attend the 7th Annual General Meeting of the Company on Friday, 28th day of September, 2018 at 09:30 A.M at THE GRAND CORAL (Coral Bellss Banquet) at 26/1, Shivaji Marg, Moti Nagar, New Delhi – 110 015

The notice convening the 7th Annual General Meeting is attached herewith.





ATTENDANCE SLIP

I / We hereby record my / our presence at the 7th Annual General Meeting of the Company on Friday, 28th day of September, 2018 at 09:30 A.M at THE GRAND CORAL (Coral Bellss Banquet) at 26/1, Shivaji Marg, Moti Nagar, New Delhi – 110 015

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

7th Annual General Meeting to be held on Friday, 28th September, 2018

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

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

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 7th Annual General Meeting of the Company, to be held on Friday, the 28th day of September, 2018 at 9:30 A.M. at THE GRAND CORAL (Coral Bellss Banquet) at 26/1, Shivaji Marg, Moti Nagar, New Delhi – 110 015, India.

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

Signed this day of 2018
 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



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FOURTH DIMENSION SOLUTIONS LTD.

DSM-340, DLF Trade Tower, Shivaji Marg, New Delhi – 110 015, India
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