

NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY FIRST ANNUAL GENERAL MEETING OF THE MEMBERS OF M/S. VINTRON INFORMATICS LIMITED SHALL BE HELD ON FRIDAY, THE 7TH DAY OF SEPTEMBER 2012 AT 2.30 P.M. AT SHREE DELHI GUJARATI SAMAJ (REGD.), MAHATMA GANDHI SANSKRITIK KENDRA, MPCU SHAH AUDITORIUM, 2, RAJ NIWAS MARG, CIVIL LINES, DELHI-110054 TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet of the Company as at 31st March 2012, the Profit & Loss Account for the year ended on that date together with the Auditors' Report thereon and the Directors' Report annexed thereto.
2. To appoint a Director in place of Shri Jagdish Singh Dalal, who retires by rotation and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 224(1B) and other applicable provisions, if any, of the Companies Act, 1956, M/s. O. P. Bagla & Company, Chartered Accountants, be and are hereby re-appointed as Statutory Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting of the Company, and that the Board of Directors/Audit Committee of the Board be and is hereby authorized to fix their remuneration."

By order of the Board
For VINTRON INFORMATICS LIMITED

Sd/-

(RAJ KUMAR GUPTA)
Chairman & Managing Director

Place: F-90/1A, Okhla Industrial Area Phase-I, New Delhi-110020

Date: 29/05/2012

NOTES:

- a) 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 THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.
- b) The documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays, Sundays and other public Holidays between 2.00 P.M. to 4.00 P.M. up to one day prior to the date of Annual General Meeting.
- c) The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, the 1st day of September 2012 to Friday, the 7th day of September 2012 (both days inclusive).
- d) Members are requested to bring their copies of Annual Report to the meeting, as spare copies will not be available.

RESUME OF DIRECTORS BEING RE-APPOINTED

Shri Jagdish Singh Dalal, a Master in Military Science from Madras University is a retired Govt. servant. He has worked with Indian Air Force as a Pilot Officer and Air Commodore till October 2000. During his period of employment with the Indian Air Force, he has handled very challenging and responsible assignments. He has commanded major equipment Depots and been Director-Purchase in Air HQ involving Foreign and Indigenous purchases. He has also been Director-Maintenance & Admn. involving financial responsibilities and he has been awarded "Vishisht Sewa Medal" and "Ati Vishisht Sewa Medal" by the President of India for his services of highest order. He has got specialization in inventory management, control of equipments and spares, personnel management, planning & control of funds and budgeting etc. Shri Jagdish Singh Dalal has been on the Board of Directors of the Company since 30.10.2002 and during the period since his association with the Company he has been of immense help by providing valuable advice and contribution in the entire process of reviving the Company from its sickness and further growth of the Company.

None of the Directors except Shri Jagdish Singh Dalal himself is interested in the said appointment. The Board recommends his re-appointment.

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DIRECTORS' REPORT AND MANAGEMENT DISCUSSION & ANALYSIS

Your Directors have pleasure in presenting the Twenty First Annual Report together with Audited Accounts of the Company for the year ended on 31st March 2012.

BUSINESS PHILOSOPHY

Your Company and its management has always been cautious of its brand and corporate image apart from its corporate social responsibility. Even within the limitation of having limited resources and infrastructure available at its disposal, the management of the Company has worked out a product basket and is consistently improving upon the same, so as to ensure that the products of the Company command its respect in terms of quality, service and acceptability apart from giving maximum return on investment thereby multiplying the investors fund. After sanction of the revival scheme from the Hon'ble BIFR, the Company has been consistently making its efforts to re-establish its brand and product in the market and with the emphasis on the quality and service, the Company shall be in a position to re-establish itself very shortly. The Company has always endeavoured to provide innovative products with quality and the said approach of the management of your Company stands more strengthened.

OUTLOOK

Although the financial Year 2011-2012 has been difficult and challenging for your Company because of various factors including amongst others, financial constraints, sickness of the Company during the immediate past, discontinuation of its products and presence in the users market and complete re-organization of the organizational structure. The same was also a challenging year as the Company was to ensure that on the one hand, it does not incur any loss despite of the acute shortage of working capital fund whereas on the other hand, it had to re-introduce itself in the market with new energy and strength. Your Company has made all its efforts to optimally utilize all the resources available at its disposal and achieve the maximum targeted result. The circumstances prevailing with the Company during the previous years have almost continued with little improvement. However, your Directors are working constantly towards a better future which has started showing the favourable results as well as is evident from the improved financials of the Company and acceptance of its products in the market. Having experienced the stiff competition in the market for electronic products, the Company has been very cautiously selecting its product basket with the objective to achieve improved optimum rotation of available finances and to ensure optimum profitability. With the more widely acceptable products having increased demand, your Directors are confident that with the infrastructure available with the Company and brand influence in the market having enjoyed for more than two decades, the Company shall revive its operations and re-gain the glory of its brand at the earliest. The Company is also making all its efforts to enter into manufacturing and trading of further innovative products having demand in the market and has accordingly, entered into products such as CCTV Cameras, Digital Video Recorders (DVR) as well and its accessories etc.

Your Company's performance during the year as compared to the last year is as under:

FINANCIAL RESULTS AND PERFORMANCE

We give below the financial highlights for the year under review :-

PARTICULARS	(RS. IN LACS)	
	Current Year	Previous Year
Turnover & Other Income/Income from Operations (Job work)	1,314.82	602.64
Profit/(Loss) before Depreciation, Interest/Financial Charges and Tax	288.03	197.83
Depreciation	65.69	67.69
Interest and Financial Charges	0.00	0.00
Profit/(Loss) before Extra-ordinary Items	222.35	130.14
Extra Ordinary Items Written Off	1.76	12.98
Profit/(Loss) after Extra-ordinary Items, but before Income Tax	220.59	117.16
Income Tax Adjustments	1.64	0.00
Profit/(Loss) after Tax	218.95	117.16
Surplus brought forward	(4,199.78)	(4,316.94)
Balance in Profit & Loss A/c	(3,980.83)	(4,199.78)

DIRECTORS' REPORT AND MANAGEMENT DISCUSSION & ANALYSIS Contd.

The Company commenced implementation of the Sanctioned Revival Scheme from July 2009. However, due to the acute shortage of working capital fund, the performance of the Company was under constraint. Despite of all the constraints, the Company and its Directors have made all attempts and efforts to optimally utilize all the resources available at their disposal and the net worth of the Company has shown remarkable improvement resulting into reduction of accumulated losses. Your management is pleased to note that the revenue of the Company has been more than doubled whereas the net profit has also been almost double as compared to the last year.

Your management is confident that during the current year, the working capital fund requirement of the Company shall also be slowly met by arranging fresh funds for which the Directors of the Company are making all their efforts and with the strength of its products, quality, marketing and other infrastructure facilities, the Company is confident that it will once again move forward. With this commitment to the investors, work force and society at large, the management reassures you that your directors are putting all their efforts to arrange the working capital, which may take some time in view of the past history of the Company. But, they are confident about the potential of the Company and express their gratitude for the confidence reposed by the investors and all other stake holders.

DIVIDEND

Considering the results of the Company and in view of the accumulated losses together with the huge requirement of working capital, the Board has not recommended dividend on shares.

INDUSTRY STRUCTURE AND DEVELOPMENT

Even though, IDC forecasts a substantial growth in India in PC / Laptop market but due to severe competition and erosion in selling prices, there has been no growth in value and profitability terms. With the introduction of low range Laptops in the market, even a sizeable segment of computer users have been shifting their choice to Laptops instead of Personal Computers. Considering the changing trend and product demand, the Company has entered into manufacturing and trading of other electronic products, having abundant demand in the contemporary market apart from being innovative and less competitive. The management is continuously keeping a vigilant approach as regards the fast changes taking place in the market with respect to demands of various electronic products in the industry and is all determined to adapt to the changing demand considering its infrastructure.

OUTLOOK ON THREATS, RISKS AND CONCERNS

The Company has an integrated approach to managing the risks inherent in various aspects of its business. As a part of this approach, the Board of Directors is responsible for monitoring risk levels on various parameters, and the Board of Directors supported by professionals in various fields is responsible for ensuring implementation of mitigation measures, if required. The Audit Committee provides the overall direction on the risk management policies.

The over all economic environment will have a strong bearing on how things shape in the coming years. Falling prices of the electronic products due to increasing competitiveness with the introduction of multiple variants in each product are potential risks. The over all Industrial and Business sentiment has been low during the last financial year. Your Company, therefore has planned to introduce high quality technically advanced gadgets in the Company's product basket once it meets the working capital requirement to start its operations in full capacity, which will expedite its revival scheme. Your Company, however, is confident that with the launch of high quality, competitively priced products, it will be able to expand its market share. With the objective to achieve maximum return on investment with quality of products and services, your Company has ventured into Security and Surveillance related electronic products and its accessories and your Directors have pleasure in informing you that the products of the Company are gaining appreciation in the market indicating a vast potential.

SEGMENT WISE PERFORMANCE

The Company has been operating in the electronic industry and dealing and manufacturing only electronic products including Security & Surveillance related electronic equipments. The Company's products are mainly electronic and therefore there is a single segment of operation. In view of the same, segment wise reporting is not required.

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DIRECTORS' REPORT AND MANAGEMENT DISCUSSION & ANALYSIS Contd.

INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Internal Control Systems of the Company are designed to provide adequate assurance on the efficiency of the operation and security of its assets, and the Company is committed to high standards in this regard. The accounting records are adequate for preparation of financial statements and other financial information. The adequacy and effectiveness of the Internal Control as well as compliance with laid down systems and policies are comprehensively monitored by your Company's Internal Auditors. The Audit Committee of the Board, which meets regularly, actively reviews Internal Control Systems as well as financial disclosures.

HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company continues to have excellent employee relations. Your Directors acknowledge and thank the employees for their continuous support. The Company has strong commitments to follow the best of the HR practices and believes in up-lifting the overall competence of its employees through regular training, workshops and seminars.

The total number of employees and workforce at the end of the year was 168 as against 121 employees including permanent and irregular work force at the end of the previous year.

ADDITIONAL INFORMATION REGARDING CONSERVATION OF ENERGY ETC.

Information in respect of conservation of energy, technology absorption etc. required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is annexed.

DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association, Shri Jagdish Singh Dalal, Director of the Company is retiring by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for re-appointment. The Board recommends his re-appointment. Shri Shiv Kumar Singhania, Director of the Company tendered his resignation from the office with effect from 30th day of January 2012 due to his pre-occupation and the same was accepted accordingly.

FIXED DEPOSITS

Your Company has neither invited nor accepted any deposits from public within the meaning of the Companies (Acceptance of Deposit) Rules, 1975, during the last financial year.

SUBSIDIARY COMPANY

The Company had incorporated a Wholly Owned Subsidiary by the name of VSOFTECH GLOBAL INC. at #107, 451 Village Green BLVD, ANN ARBOR, MI-48105 USA, with a total subscribed and paid-up capital of 1500 Capital Stocks held by your Company. Despite of all efforts by the management and Directors of the Company, the necessary documents and details including financials of the said subsidiary could not be obtained from the sole person who was looking after the affairs in USA. The said person is now untraceable and due to the limited resources of the Company, the huge expenditure which may be required to incur in finding the said person has become burdensome considering the small investment and prevailing financial constraints of the Company. The Company had sought appropriate relief from the Hon'ble BIFR from penal provisions as applicable in the case and the Hon'ble BIFR has directed to approach the concerned authorities for the same.

AUDITORS

The Auditors of the Company M/s. O. P. Bagla & Company, Chartered Accountants, New Delhi, retire on the conclusion of the ensuing Annual General Meeting in terms of the provisions of the Companies Act, 1956 and have offered themselves for re-appointment. The Company has received a certificate from the Auditors to the effect that their re-appointment, if made, would be within the prescribed limits specified under Section 224 (1B) of the Companies Act, 1956.

AUDITORS' REPORT

The Auditors' Report to the members together with Accounts for the year ended on 31st March 2012 and Notes thereon is attached, which are self-explanatory.

DIRECTORS' REPORT AND MANAGEMENT DISCUSSION & ANALYSIS Contd.

DIRECTORS VIEW ON AUDITORS OBSERVATIONS

There is no adverse observation in the Auditors Report which needs any comments on the part of the Directors. The queries raised by the Auditors have been explained to the satisfaction of the Auditors and hence no comments are made under this para. The auditors report is self explanatory.

DIRECTORS RESPONSIBILITY STATEMENT UNDER SECTION 217

As required under Section 217(2AA) of the Companies Act, 1956, your Directors state that:

- While preparing Annual Accounts, the applicable accounting standards have been followed.
- The Company had selected such accounting policies and applied them consistently and made judgements that are reasonable and prudent which gives true and fair view of affairs of the Company.
- The Company had taken proper & 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 irregularities.
- The Company had prepared accounts on a going concern basis.

PARTICULARS OF EMPLOYEES

Information as per Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 does not form part of this Report. No employee of your Company is covered as per provisions contained u/s 217(2A) of the Companies Act, 1956 in this regard.

LISTING FEES

The Equity Shares of the Company continue to be listed at the Stock Exchange(s) of Bombay and Calcutta, and as on the date of signing of this report, the listing fees for both the Stock Exchanges are yet to be paid. Further that in terms of the Revival Scheme of the Company as sanctioned by the Hon'ble BIFR vide its order dated 02.06.2009, it was directed to the Delhi Stock Exchange (DSE) to de-list the equity capital of the Company from DSE and the necessary intimation has been made to DSE.

ACKNOWLEDGMENTS

The Board appreciates the efforts put in by all employees for their commitment, and dedication to fulfil their corporate duties with diligence and integrity.

Your Directors are also pleased to place on record their appreciation for the excellent support received from Dealers, Business Associates and Customers by promoting and patronizing the products of the Company.

By order of the Board
For VINTRON INFORMATICS LIMITED

Sd/-

Place: **F-90/1A, Okhla Industrial Area Phase-I, New Delhi-110020**

Date: **29/05/2012**

(RAJ KUMAR GUPTA)
Chairman & Managing Director

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ANNEXURE TO DIRECTORS' REPORT

Information as per Section 217(1) of the Companies Act, 1956 read with Companies (Disclosure Of Particulars in the report of the Board Of Directors) Rules, 1988 and forming part of the Directors' Report for the Year ended 31st March 2012.

A. CONSERVATION OF ENERGY

Your Company is not covered under Industries, which are required to furnish the information in Form-A under Section 217(1)(e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988. The consumption of energy in the operation of the Company is not significant. However, the Company has taken all steps to optimise the use of energy through improved operational methods.

B. TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT (R & D)

Specific areas in which R & D is carried out : R & D is carried out for improvement in production process and by the Company quality of products.

Benefits derived as a result of the above R & D : The products have found better acceptability in the market.

Future plan of action : The Company is carrying on R & D to enhance the product features and improve their quality.

Expenditure on R & D

- Capital : NIL
- Recurring : NIL
- Total : NIL
- Total R & D expenditure as a percentage of total turnover : NIL

TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

None

FOREIGN EXCHANGE EARNINGS AND OUTGO

The foreign exchange earnings of the Company were Rs. NIL as compared to Rs. NIL in the previous year. However, the Company has imported capital goods, raw material, finished goods and travelling expenses for amount aggregating to Rs.275.13 Lacs as compared to Rs.41.78 Lacs during the previous year.

By order of the Board
For **VINTRON INFORMATICS LIMITED**

Sd/-

Place: **F-90/1A, Okhla Industrial Area Phase-I, New Delhi-110020**
Date: **29/05/2012**

(RAJ KUMAR GUPTA)
Chairman & Managing Director

CORPORATE GOVERNANCE REPORT

CORPORATE GOVERNANCE

In terms of the Code of Corporate Governance, as framed by Securities and Exchange Board of India and amended from time to time, the Company has taken various steps and endeavored to implement the requirements of code of Corporate Governance in terms of clause 49 of the listing agreement. The Company has further ensured timely and effective implementation of requirements as stipulated from time to time. Given below is a brief report on the practices followed by Vintron Informatics Limited towards achievement of good Corporate Governance.

1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Vintron Informatics Limited is committed to the concept and philosophy of Corporate Governance as a means of effective internal control, fair and transparent decision-making process and fullest support of the Board and Management for enhancing customer satisfaction and shareholders value. The basic mantras of Vintron "Customer satisfaction through Quality and Reliability of our products and services, to be achieved by our will to deliver better by consistently improving our products, systems and procedures" is the guideline to generate long term economic value for its shareholders while respecting the interest of customers and society as a whole, which is practised in your Company in its letter and spirit. The Company respects the inalienable rights of its members to information on the performance of the Company and considers itself a trustee of its members.

2. BOARD OF DIRECTORS - COMPOSITION

The Company maintains an appropriate mix of executive and independent directors to maintain the independence of the Board, and to separate the Board functions of governance and management. To ensure independence of the Board, the members of the Audit Committee is composed of suitable and competent independent directors. The current Board has five Independent Directors and one Executive Director. The Company does not pay any compensation to its non-executive Directors.

COMPOSITION AND CATEGORY OF DIRECTORS, AS OF MARCH 31, 2012

Category	No. of Directors	%
Executive Directors	1	16.67%
Non-Executive, Independent Directors	5	83.33%
Total	6	100.00%

The Chairman of the Board is an Executive Director.

RESPONSIBILITIES OF THE CEO

The current policy of the Company is to have an executive Chairman & Managing Director. The Chairman & Managing Director is responsible for corporate strategy, brand equity, planning, external contacts, and board matters. He is also responsible for all day-to-day operations, related issues and for the achievement of annual targets in customer satisfaction, sales, profitability, quality, productivity, recruitment, training and employee retention. The senior management makes periodic presentations to the board on their responsibilities, performance and targets.

Shri Raj Kumar Gupta, Chairman & Managing Director of the Company has certified to the Board and in terms of requirements of clause 49(V), that:

- a) They have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
 - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) They accept responsibility for establishing and maintaining internal controls and that they have evaluated the effectiveness of the internal control systems of the Company and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.

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CORPORATE GOVERNANCE REPORT Contd.

- d) They have indicated to the auditors and the Audit Committee
- i) significant changes in internal control during the year;
 - ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system.

SIZE OF THE BOARD

At present, the Board has six members.

BOARD MEETINGS HELD DURING THE YEAR

Normally, Board Meetings are scheduled at least 7-15 days in advance. Most of them are held at the Registered Office of the Company situated at F-90/1A, Okhla Industrial Area, Phase-I, New Delhi-110 020, India. Under supervision of the Chairman, drafts of the Agenda for each meeting, along with explanatory notes are prepared and distributed in advance to the Board members. Every Board member is free to suggest the inclusion of items in the agenda. Normally, the Board meets once a quarter to review the quarterly unaudited results and other items in the agenda. The Board also meets on the occasion of the Annual General Meeting of the members of the Company. If necessary, additional meetings are held. Independent Directors are normally expected to attend at least four Board Meetings in a year.

The Board has unfettered and complete access to any information within the Company, and to any employee of the Company. At the Meetings of the Board, it welcomes the presence of managers who can provide additional insights into the items being discussed.

Five Board meetings were held during the financial year 2011-2012. They were held on 15th April 2011, 27th May 2011, 29th July 2011, 24th October 2011 and 30th January 2012 respectively.

The table given below gives details of Directors, Attendance of Directors at Board meetings, last Annual General Meeting, Number of Memberships held by Directors in Committees/other Boards. None of the Directors holds Directorship in more than 15 listed Companies, and no Director is a member of more than ten Committees or the Chairman of more than five Committees across all Companies in which they are Directors.

Director	Category	No. of Board Meeting attended	Attendance Particulars Last AGM	Number of other Directorships and Committee Member/Chairmanships		
				Outside Directorship*	Committee Membership**	Committee Chairmanship**
Raj Kumar Gupta	CMD	5	Yes	2	3	2
Shiv K. Singhania @	NED	–	No	–	5	–
Jagdish S. Dalal	NED	5	Yes	–	4	–
Satish Chand	NED	5	Yes	–	1	2
Vikas Gulechha #	NED	–	–	1	–	–
Parvesh Ahuja #	NED	–	–	1	–	–
Satish Raychand Chopra #	NED	–	–	–	–	–

* Excludes Directors of Companies incorporated outside India, and includes Directorships held in Private Limited Companies by the Directors of the Company.

** This includes Chairmanship/Membership of Audit Committee, Compensation Committee, Investor Grievance Committee, Share Transfer Committee and Remuneration Committee, constituted by the Company.

@ Shri Shiv Kumar Singhania has resigned from the Board of Directors and Committees thereof with effect from 30/01/2012.

Shri Vikas Gulechha has joined on 24/10/11 and Shri Parvesh Ahuja and Shri Satish Raychand Chopra have joined the Board of Directors w.e.f. 30/01/2012 respectively.

TENURE

As per the statute two third of the total strength of the Board of Directors should be subject to retirement by rotation. Further one third of the retiring Directors are required to retire by rotation every year and if eligible, qualify for

CORPORATE GOVERNANCE REPORT Contd.

re-appointment. Accordingly, Shri Jagdish Singh Dalal retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

1. BOARD COMMITTEES

Committees of the Board

Currently, the Board has five Committees: the Audit Committee, Compensation Committee, Share Transfer Committee, Remuneration Committee and the Investor Grievance Committee. All the Committees are composed of suitable and competent independent Directors.

Frequency and Duration of Committee Meetings and Committee Agenda

Under the supervision of the Chairman of the Company, and the Committee Chairman, the frequency and duration of the Committee Meetings are determined. Normally, the Committees meet depending on the issues, which need the attention of the particular Committee. However, the meeting of Audit Committee takes place normally Four to Five times a year. The recommendations of the Committee are submitted to the full Board for approval and necessary noting.

Quorum for the Meetings

The quorum is either two members or one-third of the members of the Committees, whichever is higher.

AUDIT COMMITTEE

The Audit Committee of the Board of Directors of the Company was constituted on 3rd day of May 2001 whereafter it has been re-constituted from time to time with the sufficient number of directors with requisite qualifications. The terms of reference of the Audit Committee has been varied from time to time and the role of Audit Committee have been lastly re-defined and the same are as under:

Role of Audit Committee

The role of the Audit Committee includes the following:

1. Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the 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 to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Clause (2AA) of Section 217 of the Companies Act, 1956;
 - 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 judgement 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; and
 - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
7. 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.
8. Discussion with internal auditors of any significant findings and follow up thereon.
9. 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.

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10. 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.
11. 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.
12. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

In addition thereto the Audit Committee is also assigned with the role to 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 the management;
3. Management letter and letters of internal control weaknesses issued by the statutory auditors;
4. Internal audit reports relating to internal control weaknesses; and
5. The appointment, removal and terms of remuneration of the Chief Internal Auditor subject to review by the Audit Committee.

The Committee comprises of one Executive Director, and three Non-executive Directors. The Chairman of the Committee is Shri Satish Chand who is a Chartered Accountant by profession, and an Independent Director on the Board of the Company. The Committee met five times during the financial year 2011-2012, on 15th April 2011, 26th May 2011, 28th July 2011, 24th October 2011 and 30th January 2012. The below mentioned table gives the details of attendance of members at the meetings of the Audit Committee held during 2011-2012:

Members	No. of Meetings Attended
Shri Raj Kumar Gupta	5
Shri Shiv Kumar Singhania *	–
Shri Jagdish Singh Dalal	5
Shri Satish Chand	5

* Shri Shiv Kumar Singhania has resigned from the Board of Directors and committees thereof with effect from 30/01/2012.

REMUNERATION COMMITTEE

The Board had delegated the authority to approve fixation/revision of remuneration and terms and conditions of appointment of Managing Director / Whole Time Directors. The Remuneration Committee comprises of one Executive and two Independent Directors, Shri Raj Kumar Gupta being Executive Director, whereas Shri Jagdish Singh Dalal and Shri Satish Chand being Non-executive/Independent Directors on the Board of the Company. This Committee meets depending on the requirements of the Company, and takes its views on fixation/revision of terms and benefits in respect of Managing Director / Whole Time Directors. However, no meeting of the Remuneration Committee has taken place during year under consideration.

Remuneration to Directors

Shri Raj Kumar Gupta, Chairman & Managing Director is the only Whole Time Director who was appointed as such during the previous Annual General Meeting held on 10.09.2009 and is drawing salary as approved by the members in previous Annual General Meeting in terms of the resolution passed there at. Accordingly he has been paid salary and remuneration as approved by the General Meeting.

All other Directors on the Board or any committee thereof who are ordinary directors and are not paid any fixed remuneration, are paid sitting fee and conveyance expenses for attending the meetings.

INVESTOR GRIEVANCE COMMITTEE

The Board has constituted the Investor Grievance Committee to take care of the complaints/grievances of the shareholders/members of the Company and redressal thereof. The Investor Grievance Committee comprises of one Executive and one Independent Director namely Shri Raj Kumar Gupta being an Executive Director, and Shri Jagdish Singh Dalal being Non-executive/Independent Directors. This Committee meets from time to time depending on the needs and nature of shareholders/members complaints and grievance, and take appropriate decisions for redressal thereof. As informed by RTA, during the financial year 2011-2012, the Company has received a total number of one complaint, the detail whereof is as under:

CORPORATE GOVERNANCE REPORT Contd.

Received from	No. of Complaints	Remarks
SEBI	1	Redressed
Stock Exchanges/ROC	-	-
NSDL/CDSL	-	-
Investors	-	-

SHARE TRANSFER COMMITTEE

The Board had delegated the authority to approve transfer of shares to a Committee of Directors. The Share Transfer Committee comprises of one Executive and one Independent Directors. Two meetings of the Committee are held every month to approve transfer, transmission, splitting and consolidation, Dematerialization and Re-materialization of shares issued by the Company. The minutes of the Meetings of the Share Transfer Committee are placed before the first next meeting of the Board of Directors for its information and ratification thereof.

COMPENSATION COMMITTEE

The Compensation Committee of the Board of Directors of the Company consists of one Executive Director, and two Non-executive/Independent Directors. The Chairman of the Committee is Shri Raj Kumar Gupta, an Executive Director. No meeting of the Compensation Committee has taken place during the year under consideration.

4. GENERAL BODY MEETING

Date, Venue and Time for the last three Annual General Meetings:

Year	Venue	Date	Time
2009	Shree Delhi Gujarati Samaj (Regd.) Mahatma Gandhi Sanskritik Kendra, MPCU Shah Auditorium 2, Raj Niwas Marg, Civil Lines, Delhi-110054.	10/09/2009	11.00 a.m.
2010	- Do -	25/08/2010	11.00 a.m.
2011	- Do -	24/08/2011	01.00 p.m.

The following Special Resolutions were passed by the Company at the aforementioned General Meetings:

AGM	Details of Special Resolution
18th Annual General Meeting	<ol style="list-style-type: none"> Appointment of Shri Raj Kumar Gupta as Chairman & Managing Director of the Company for a period of five years with effect from 01/10/2009 Splitting/Sub-division/re-classification of existing authorized/subscribed/paid-up equity capital of the Company Alteration of Clause 5(a) of the Articles of Association of the Company Reduction of total Paid-up Equity Capital by 90% Issuance of 72500000 equity shares of Re.1/- each to M/s. Goodworth Build Invest Private Limited on preferential basis
19th Annual General Meeting	- None -
20th Annual General Meeting	<ol style="list-style-type: none"> U/S 293(1)(a) of the Companies Act, 1956 authorizing the Board for Sale, Lease or dispose off the properties, assets and undertakings.

5. COMPLIANCE

The Company has a competently staffed legal department, which ensures compliance with the legal requirements of the Company. Secretarial Department is presently looked after and supervised by the Chairman and Managing Director of the Company who is responsible for compliance in respect of Companies Act and other allied laws, rules and regulations of SEBI and Stock Exchanges. Additionally, Shri Uma Shankar Lakhera, Sr. Officer – Secretarial of the Company, has been nominated as the Compliance Officer of the Company.

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CORPORATE GOVERNANCE REPORT Contd.

6. MEANS OF COMMUNICATION

- a) The quarterly results published in the Proforma prescribed by the Stock Exchanges are approved and taken on record by the Board of Directors of the Company within the stipulated period of the close of the relevant quarter. The approved results are forthwith sent to all the Stock Exchanges with whom the Company has listing arrangements. Further, the results in the prescribed Proforma alongwith the detailed press release is published within 48 hours of the conclusion of the meeting of the Board of Directors in the media ensuring wider publicity.
- b) The management discussion & analysis report forms part of the Directors' Report.

7. MANAGEMENT INFORMATION SYSTEMS

As a matter of transparency and good governance, key operational and financial data, and also other relevant information are furnished to the Directors in every meeting of the Board.

8. INVESTOR INFORMATION

ANNUAL GENERAL MEETING:

Day & Date	:	Friday, 7th day of September 2012
Time	:	2.30 P.M.
Financial Year	:	2011-2012
Venue	:	Shree Delhi Gujarati Samaj (Regd.) Mahatma Gandhi Sanskritik Kendra, MPCU Shah Auditorium, 2 Raj Niwas Marg, Civil Lines, Delhi-110054
Book Closure	:	Saturday, the 1st day of September 2012 to Friday, the 7th day of September 2012 (both days inclusive)
Registrar & Share Transfer Agent	:	M/s. Skyline Financial Services Pvt. Ltd. D-153/A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Phone: 011-26812682, 26812683 Fax: 91-11-26812683 E-mail: admin@skylinerta.com
Compliance Officer	:	Shri U. S. Lakhera, Sr. Officer-Secretarial
ISIN No.	:	INE043B01028

INVESTOR CORRESPONDENCE:

The shareholders may address their communication to the Registrar and Transfer Agent at their address mentioned herein above or to the Compliance Officer, Vintron Informatics Limited, F-90/1A, Okhla Industrial Area, Phase-I, New Delhi-110020. Phone(s): 011-26810815, 26810816, Fax: 011-26813681.

PROFILE OF DIRECTORS RETIRING BY ROTATION

Shri Jagdish Singh Dalal

Shri Jagdish Singh Dalal, a Master in Military Science from Madras University is a retired Govt. servant. He has worked with Indian Air Force as a Pilot Officer and Air Commodore till October 2000. During his period of employment with the Indian Air Force, he has handled very challenging and responsible assignments. He has commanded major equipment Depots and been Director-Purchase in Air HQ involving Foreign and Indigenous purchases. He has also been Director-Maintenance & Admn. involving financial responsibilities and he has been awarded "Vishisht Sewa Medal" and "Ati Vishisht Sewa Medal" by the President of India for his services of highest order. He has got specialization in inventory management, control of equipments and spares, personnel management, planning & control of funds and budgeting etc. Shri Jagdish Singh Dalal has been on the Board of Directors of the Company since 30.10.2002 and during the period since his association with the Company he has been of immense help by providing valuable advice and contribution in the entire process of reviving the Company from its sickness and further growth of the Company.

LISTING ON STOCK EXCHANGES

The Company's Equity Shares are listed on the following Stock Exchange/s:

- i) The Bombay Stock Exchange Limited, Floor-25, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai-400001
- ii) The Calcutta Stock Exchange Ltd., 7 Lyons Range, Calcutta - 700 001
- iii) The Delhi Stock Exchange Limited, DSE House, 3/1 Asaf Ali Road, New Delhi-110002
(De-listing is sought in terms of the sanctioned revival scheme)

CORPORATE GOVERNANCE REPORT Contd.

STOCK CODE

The Stock code for the Company's Equity Shares is as follows:

- The Bombay Stock Exchange Limited "517393"
- The Calcutta Stock Exchange Limited "10032155"
- The Delhi Stock Exchange Limited "122073"

STOCK PRICE DATA

(Amount in Rs.)

2011-2012 Month	The Stock Exchange, Mumbai	
	High	Low
April 2011	4.50	3.27
May 2011	6.27	3.25
June 2011	5.88	3.74
July 2011	5.82	4.05
August 2011	4.32	3.14
September 2011	5.43	3.62
October 2011	4.64	3.53
November 2011	4.50	2.85
December 2011	3.16	2.45
January 2012	4.15	2.43
February 2012	4.27	3.34
March 2012	4.30	3.31

Based on the figures available at official website of the Bombay Stock Exchange Limited.

DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH 2012

No. of Shares	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Upto 500	11,209	89.97%	1,565,117	2.00%
501-1000	677	5.43%	569,265	0.73%
1001-5000	460	3.70%	974,502	1.24%
5001-10000	60	0.48%	434,046	0.55%
10001 onwards	52	0.42%	74,812,870	95.48%
Total	12,458	100.00%	78,355,800	100.00%

CATEGORY WISE SHAREHOLDING PATTERN AS ON 31ST MARCH 2012

Category	No. of Shares Held	% of Shares Held
Promoters	781,700	1.00%
Persons acting in Concert	72,560,599	92.60%
Mutual Funds	0	0.00%
Financial Institutions	0	0.00%
Foreign Institutional Investors	0	0.00%
Banks	0	0.00%
Corporate Bodies	431,795	0.55%
NRIs / OCBs	429,498	0.55%
Public	4,152,208	5.30%
Total	78,355,800	100.00%
Number of Shares in Physical Form	1,196,802	1.53%
Number of Shares in Electronic Form	77,158,998	98.47%
Total	78,355,800	100.00%

REGISTERED / CORPORATE OFFICE AND PLANT:

F-90/1A, Okhla Industrial Area, Phase-I, New Delhi-110020

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AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER CLAUSE 49 OF THE LISTING AGREEMENT(S)

To
the members of
Vintron Informatics Limited
New Delhi

We have reviewed the implementation of Corporate Governance procedures by Vintron Informatics Limited during the year ended 31st March, 2012 with the relevant records and documents maintained by the Company, furnished to us for our review and the report on Corporate Governance as approved by the Board of Directors.

The compliances of conditions of Corporate Governance is the responsibility of the management, our examination was limited to a review of procedures and implementations thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

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.

On the basis of our review and according to the information and explanations given to us, the conditions of Corporate Governance as stipulated in Clause 49 of the listing agreement(s) with the stock exchange(s) have been complied with in all material respect by the Company and that no investor grievance(s) is/are pending for a period exceeding one month against the Company as per the records maintained by the Share Transfer Committee/Shareholders Grievance Committee.

For O. P. BAGLA & CO.
CHARTERED ACCOUNTANTS

Sd/-
RAKESH KUMAR
PARTNER

Membership No. 87537
FIRM REGN. NO. 000018N

PLACE : **NEW DELHI**
DATED : **29/05/2012**

AUDITORS' REPORT

To

The Members of
VINTRON INFORMATICS LIMITED
NEW DELHI

We have audited the attached Balance Sheet of **VINTRON INFORMATICS LIMITED** as at 31st March 2012 and the annexed Statement of Profit & Loss and Cash Flow statement for the year ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

- 1) As required by the Companies (Auditors' Report) Order 2003 as amended by Companies (Auditors' Report)(Amendment) Order, 2004 issued by the Central Government in terms of Section 227(4A) of the Companies Act, 1956, we enclose in the annexure, a statement on the matters specified in paragraph 4 & 5 of the said order so far as applicable to the Company.
- 2) Further to our comments in the annexure referred to in paragraph 1 above, we report that: -
 - a) We have obtained all the information and explanations, which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as appears from our examination of such books.
 - c) The Balance Sheet, Statement of Profit & Loss and Cash Flow Statement dealt with by this report are in agreement with the books of account.
 - d) In our opinion the Balance Sheet, Statement of Profit & Loss and Cash Flow statement comply with the Accounting Standards referred in sub-section 3(c) of section 211 of the Companies Act, 1956 except provision of employee benefits, which is not in line with the provisions of relevant Accounting Standard AS-15. However, in our opinion the same would not have any material impact during the year.
 - e) On the basis of written representations received from the directors as on 31st March, 2012 and taken on record by the Board of Directors, we report that none of the directors of the Company is disqualified from being appointed as Director as at 31st March, 2012 in terms of section 274(1) (g) of the Companies Act, 1956.

In our opinion and to the best of our information and according to the explanations given to us, the said accounts read together **with Significant Accounting Policies and Notes thereon** give the information as required by the Companies Act, 1956 in the manner so required and give true and fair view in conformity with the accounting principles generally accepted in India:-

- i) In the case of the Balance Sheet of the state of affairs of the Company as at 31.03.2012.
- ii) In the case of the Statement of Profit & Loss of the **PROFIT** for the year ended on that date.
- iii) In the case of Cash Flow Statement of the cash flows for the year ended on that date.

For O. P. BAGLA & CO.
CHARTERED ACCOUNTANTS

Sd/-

RAKESH KUMAR
PARTNER

Membership No. 87537
FIRM REGN. NO. 000018N

PLACE: **NEW DELHI**
DATED: **29/05/2012**

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ANNEXURE REFERRED TO IN PARAGRAPH 1 OF THE AUDITORS' REPORT ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2012

1. a) *During the year under audit the Company could not produce the fixed assets records/registers, before us for verification, which as explained to us are under preparation. In view of above we are unable to comment on the matter.*
 - b) As explained to us, major fixed assets have been physically verified by the management during the year. We have been informed that the discrepancies noticed on such verification as compared to book record were not material and have been properly dealt with in the books of account. In our opinion the frequency of verification is reasonable.
 - c) During the year the Company has disposed off fixed assets comprising land and building which were not in use of the Company and was not considered significant for operations of the Company hence clause 4 (i) (c) of the Order is not applicable.
2. a) As explained to us physical verification has been conducted by the management at reasonable intervals in respect of finished goods, stores, spare parts and raw materials lying at the factory premises of the Company.
 - b) In our opinion and according to the information and explanation given to us, the procedure of physical verification of these stocks followed by the management is reasonable and adequate in relation to the size of the Company and the nature of its business.
 - c) In our opinion the Company is maintaining proper records of inventories. As explained to us the discrepancies noticed on such verification between the physical stocks and book records were not significant and the same has been properly dealt with in the books of account.
3. a) According to the information and explanations given to us, the Company has not granted any loans, secured or unsecured to Companies, firms or other Parties covered in the register maintained under section 301 of the Companies Act, 1956. Accordingly, relevant part of the paragraphs 4 (iii) (a) to (d) of the order are not applicable.
 - b) According to the information and explanations given to us, the Company has obtained loan, secured and unsecured, amounting to Rs.864.55 Lacs from a Company covered in the register maintained under section 301 of the Companies Act, 1956.
 - c) According to the information and explanations given to us the terms and conditions of the loan are not prima facie prejudicial to the interest of the Company. Further the loan is a non interest bearing loan.
 - d) As explained to us the repayment of loan is done as stipulated and there are no irregularities in the same.
4. In our opinion and according to the information and explanations given to us there is an adequate internal control system commensurate with the size of the Company and the nature of its business with regard to purchase of fixed assets and goods and for the sale of goods and services. During the course of audit, no major weakness has been noticed in the underlying internal controls.
5. According to the information and explanation given to us the particulars of contracts or arrangements referred to in section 301 of the Act have been entered in the register required to be maintained under that section and in our opinion the transactions made in pursuance of such contracts or arrangements have been made at prices which are reasonable having regard to the prevailing market prices at the relevant time.
6. According to the information and explanations given to us, the Company has not accepted any deposits within the meaning of provisions of section 58A, 58AA or any other relevant provisions of the Companies Act, 1956 and the Companies (Acceptance of Deposits) Rules, 1975.
7. In our opinion and according to the information and explanations given to us, the Company has to strengthen its internal audit system which though conducted but is not in commensurate with its size and nature of its business.
8. As explained to us maintenance of cost records have not been prescribed by the Central Government under clause (d) of sub-section (1) of section 209 of the Act for the Company.

**ANNEXURE REFERRED TO IN PARAGRAPH 1 OF THE AUDITORS' REPORT
ON ACCOUNTS FOR THE YEAR ENDED 31st MARCH, 2012 Contd.**

9. a) As per information and explanations given to us the Company has been depositing the undisputed statutory dues including Provident Fund, Employees State Insurance, Income Tax, and other statutory dues with the appropriate Authorities which were generally delayed on most of the occasions. However there are no undisputed statutory liabilities lying unpaid as at the year end for a period of more than six months from the date they become payable.
- b) We have been informed that following statutory dues have not been deposited on account of disputes and appeals for the same are pending with different forums as mention herein.

NATURE OF DEMAND	AMOUNT INVOLVED (Rs. in Lacs)	FORUM BEFORE WHICH THE CASE IS PENDING
Customs Act	606.47 3.98	Hon'ble Calcutta High Court Commissioner of Customs (Exports)
Sales Tax Demand	86.70	Commissioner/Appellate Tribunals
Demand under Foreign Exchange Laws	12.00	Hon'ble High Court of Delhi
ESI Demand	44.15	Hon'ble High Court of Delhi

10. The accumulated losses of the Company as at the end of the financial year have exceeded 50% of its net worth. The Company has not incurred cash losses in the financial year under audit and in the immediately preceding financial year.
11. According to information and explanations given to us, the Company has not given any guarantees for loans taken by others from Banks/Financial Institutions.
12. According to the information and explanations given to us, the term loans taken by the Company in earlier years were applied for the purposes for which the loans were obtained.
13. According to the information and explanations given to us, the funds raised on short-term basis have not been utilized for long-term investment.
14. According to the information and explanations given to us, the Company has not made any preferential allotment of shares during the year.
15. Based upon the audit procedures performed and information and explanations given by the management, we report that, no fraud on or by the Company has been noticed or reported during the course of our audit for the year ended 31st March 2012.
16. Other clauses of the order are not applicable to the Company for the year under report.

For O. P. BAGLA & CO.
CHARTERED ACCOUNTANTS

Sd/-
RAKESH KUMAR
PARTNER

Membership No. 87537
FIRM REGN. NO. 000018N

PLACE: **NEW DELHI**
DATED: **29/05/2012**

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BALANCE SHEET AS AT 31st MARCH, 2012			
PARTICULARS	NOTE	AS AT 31-3-2012	AS AT 31-3-2011
EQUITY AND LIABILITIES			
Shareholders' funds			
Share Capital	2	78,365,650	78,365,650
Reserves and Surplus	3	(24,575,174)	(44,871,248)
		53,790,476	33,494,402
Non-current liabilities			
Long-term Borrowings	4	86,455,000	68,465,000
		86,455,000	68,465,000
Current liabilities			
Trade Payables	5	31,494,853	14,178,443
Other Current Liabilities	6	2,475,864	13,747,557
Short Term Provisions	7	376,715	351,450
		34,347,432	28,277,450
TOTAL		174,592,908	130,236,852
ASSETS			
Non-current assets			
Fixed Assets			
Tangible Assets	8	66,806,980	78,260,932
Long-term Loans & Advances	9	321,198	280,498
Other Non Current Assets	10	4,600,000	4,600,000
		71,728,178	83,141,430
Current assets			
Inventories	11	52,712,725	6,274,137
Trade Receivables	12	38,129,001	26,484,205
Cash and Bank Balances	13	5,274,997	3,624,662
Short-term Loans and Advances	14	4,448,539	9,128,861
Other Current Assets	15	2,299,469	1,583,557
		102,864,730	47,095,422
TOTAL		174,592,908	130,236,852
SIGNIFICANT ACCOUNTING POLICIES	1		
The accompanying notes form an integral part of these financial statements.			
IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED		FOR AND ON BEHALF OF THE BOARD	
FOR O. P. BAGLA & CO.			
CHARTERED ACCOUNTANTS			
FIRM REGN. NO. 000018N			
Place : New Delhi	Sd/-	Sd/-	Sd/-
Dated : 29/05/2012	(RAKESH KUMAR)	(R. K. GUPTA)	(SATISH CHAND)
	Partner	Managing Director	Director
			Sd/-
			(KAJAL GUPTA)
			Company Secretary

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2012

PARTICULARS	NOTE	FOR THE YEAR ENDED 31-3-2012	FOR THE YEAR ENDED 31-3-2011
Revenue from Operations			
Sales		96,166,663	20,340,650
Less: Excise Duty		(2,526,246)	(1,030,397)
		93,640,417	19,310,253
Job Work Receipts		30,269,949	36,062,135
Total Revenue from Operations		123,910,366	55,372,388
Other Income	16	7,571,932	2,523,910
Total Revenue		131,482,299	57,896,298
Expenses:			
Cost of Material consumed		16,202,778	6,465,747
Purchase of Trading Goods		107,265,471	14,870,373
Changes in inventories	17	(42,098,487)	(2,368,046)
Employee benefits Expenses	18	13,356,793	10,172,049
Depreciation & Amortisation	8	6,569,331	6,769,253
Manufacturing Administration & Other Expenses	19	7,951,931	8,973,431
Provision for bad & doubtful debts		175,933	1,297,549
Total Expenses		109,423,749	46,180,356
Profit before exceptional and extraordinary items & tax		22,058,549	11,715,942
Tax expense:			
Income tax Adjustment for earlier years		(163,475)	0
		(163,475)	0
Profit for the year from continuing operation		21,895,074	11,715,942
Earnings per Share		0.28	0.15

SIGNIFICANT ACCOUNTING POLICIES 1

The accompanying notes form an integral part of these financial statements.

IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED FOR AND ON BEHALF OF THE BOARD

FOR O. P. BAGLA & CO.
CHARTERED ACCOUNTANTS
FIRM REGN. NO. 000018N

Place : New Delhi
Dated : 29/05/2012

Sd/-
(RAKESH KUMAR)
Partner

Sd/-
(R. K. GUPTA)
Managing Director

Sd/-
(SATISH CHAND)
Director

Sd/-
(KAJAL GUPTA)
Company Secretary

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CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2012		
PARTICULARS	FOR THE YEAR ENDED 31-3-2012	FOR THE YEAR ENDED 31-3-2011
A. Cash Flow from Operating Activities		
Net Profit before tax and extra ordinary items	22,058,549	11,715,942
Adjustment for :		
Depreciation	6,569,331	6,769,253
Profit on sale of fixed assets	(5,598,011)	0
Interest Paid	0	0
Dividend Received	0	0
Interest Received	(787,357)	(741,296)
	183,963	6,027,957
Operating Profit before Working Capital Facilities	22,242,512	17,743,899
Adjustment for :		
Trade & Other Receivable	(7,721,086)	(16,160,498)
Inventories	(46,438,588)	(1,911,576)
Advance written off	(1,599,000)	0
Trade Payable	6,069,982	4,216,267
	(49,688,693)	(13,855,807)
Cash generated from operation	(27,446,180)	3,888,092
Income Tax Paid/TDS Adjustment	(163,475)	(899,956)
Interest Paid	0	0
	(163,475)	(899,956)
Net Cash Flow from operating activities	(27,609,655)	2,988,136
B. Cash Flow From Investing activities		
Purchase of fixed assets	(2,399,987)	(1,837,920)
Sale of Fixed Assets	12,882,620	0
Investments in CWIP	0	0
Sale of Investments	0	0
Purchase of Investments	0	0
Interest Received	787,357	741,296
Dividend Received	0	0
Investment in FDR (Non Cash items)	0	0
	11,269,990	(1,096,624)
Net Cash used in investing activities	11,269,990	(1,096,624)

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH, 2012 Contd.

PARTICULARS	FOR THE YEAR ENDED 31-3-2012	FOR THE YEAR ENDED 31-3-2011
C. Cash Flow from Financing Activities		
Proceed from issue of Share Capital	0	0
Proceed from Long Term Borrowings	0	0
Repayment of Long term borrowings	17,990,000	(1,700,000)
Proceed from Short Term Borrowings	0	0
Repayment of Finance/Lease Liabilities	0	0
Dividend Paid	0	0
Income Tax Paid/Provisions	0	0
	17,990,000	(1,700,000)
Net Cash used in financing activities	1,650,335	191,512
Cash & Cash equivalent Opening	702,239	510,727
Cash & Cash equivalent Closing	2,352,574	702,239

Note :-

- 1 Figures in brackets indicate cash outflow
- 2 Significant Accounting Policies and Notes on Accounts form an integral part of the Cash Flow Statement.

This is the Cash Flow Statement referred to in our report of even date.

IN TERMS OF OUR REPORT OF EVEN DATE ANNEXED

FOR AND ON BEHALF OF THE BOARD

FOR O. P. BAGLA & CO.
CHARTERED ACCOUNTANTS
FIRM REGN. NO. 000018N

Place : New Delhi
Dated : 29/05/2012

Sd/-
(RAKESH KUMAR)
Partner

Sd/-
(R. K. GUPTA)
Managing Director

Sd/-
(SATISH CHAND)
Director

Sd/-
(KAJAL GUPTA)
Company Secretary

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NOTES

NOTE No. 1 to the Financial Statement

SIGNIFICANT ACCOUNTING POLICIES

1. **Basis of Accounting:**

The Company prepares its financial statements on historical cost basis and in accordance with applicable accounting standards and generally accepted accounting principles and also in accordance with the requirements of the Companies Act, 1956.

2. **Income & Expenditure:**

Accounting of Income & Expenditure is done on accrual basis.

3. **Revenue Recognition:**

Revenue from job work charges is accounted for on the basis of raising the invoice on completion of jobs. Revenue from sales is recognized on actual dispatch of goods along with transfer of risk and rewards thereof.

4. **Fixed Assets & Depreciation:**

- a) Fixed Assets are stated at their original cost of acquisition, inclusive of inward freight, duties and expenditure incurred in the acquisition, construction/ installation.
- b) Assets acquired from the partnership firm on its dissolution are shown as addition to fixed assets and WDV as on date of dissolution is considered as cost.
- c) Depreciation is charged on Straight Line Method in accordance with the rates provided in Schedule XIV of the Companies Act, 1956.
- d) Modvat credit availed on Capital Goods is accounted for by credit to respective Fixed Assets.

5. **Inventories:**

Method of Valuation

- a) **Raw Materials** - at cost or market price whichever is less.
- b) **Finished Goods** - at cost or market price whichever is less.

6. **Contingent Liabilities:**

Contingent Liabilities are determined on the basis of available information and are disclosed by way of Notes to the Accounts.

7. **Foreign Currency Transactions**

Foreign currency transactions are initially recorded at the exchange rates prevailing at the time of execution of the transaction. Monetary items are revalued at the year end exchange rates and difference is charged to the statement of profit and loss.

8. **Employee Benefit**

The Employee benefits comprising defined benefit plan and defined contribution plan. Defined contribution plan is recognized as expenses on accrual basis to the extent of Company's contribution as an employer. Defined benefit plan of gratuity and the same are provided as expenses on the basis of demand raised by insurance Company. Leave encashment benefit is accounted for on the basis of accumulated entitlement of the employee as at the end of the year and valued on last salary drawn.

9. **Sales**

Sales are stated net of discounts allowed and excise duty paid.

10. **Excise Duty**

Excise Duty is accounted for as expense at the time of goods cleared. Also provision has been made for excise duty payable on closing stock of finished stock as at the end of the year.

11. Unless specifically stated to be otherwise, these policies are consistently followed

NOTES Contd.

PARTICULARS	AS AT 31-3-2012	AS AT 31-3-2011
Note No. 2 to the Financial Statements		
SHARE CAPITAL		
AUTHORISED		
Equity Share Capital		
16,00,00,000 shares of par value of Rs.1/- each (Previous year 16,00,00,000 shares of par value of Rs.1/- each)	160,000,000	160,000,000
Preference Share Capital		
4,00,000 shares of par value of Rs.100/- each (Previous year 4,00,000 shares of par value of Rs.100/- each)	40,000,000	40,000,000
Total	200,000,000	200,000,000
ISSUED, SUBSCRIBED AND FULLY PAID-UP		
7,83,55,800 shares of par value of Rs.1/- each (Previous year 7,83,55,800 shares of par value of Rs.1/- each)	78,355,800	78,355,800
Add Shares Forfeited Amount Originally Paid up	9,850	9,850
Total	78,365,650	78,365,650

NOTES:

a) During the year the Company has neither issued nor bought back any share (equity or preference).

PARTICULARS	AS AT 31.3.2012	AS AT 31.3.2011
Number of shares outstanding as at the beginning of the year	78,355,800	78,355,800
Number of shares outstanding as at the closing of the year	78,355,800	78,355,800

b) The holders of the equity shares are entitled to receive dividends as declared from time to time, and are entitled to vote at meetings of the Company.

c) Of the above 7,25,00,000 equity shares (Previous Year 7,25,00,000 equity shares) are held by holding Company M/s. Goodworth Build Invest Pvt Ltd. that comprises 92.53% of share capital. Besides this none of the share holders is holding more than 5% of total share capital of the Company.

d) Of the above 7,25,00,000 equity shares have been issued for a consideration other than cash by way of conversion of loans into equity pursuant to revival scheme as approved by the BIFR.

Note No. 3 to the Financial Statements

RESERVES AND SURPLUS

Capital Reserve As per Last Balance Sheet	332,776,685	332,776,685
Less Amount withdrawn on advance written off*	(1,599,000)	0
	331,177,685	332,776,685
Securities Premium Account as per Last Balance Sheet	42,330,000	42,330,000
Surplus		
As per last balance sheet	(419,977,933)	(431,693,875)
Add: Profit for the year from Statement of Profit & Loss	21,895,074	11,715,942
	(398,082,859)	(419,977,933)
Total	(24,575,174)	(44,871,248)

*Note: Advance given in earlier years have been considered as irrecoverable during the year and written off through capital reserve considering the same of capital nature expenditure.

21st Annual Report 2011-2012

NOTES Contd.		
PARTICULARS	AS AT 31-3-2012	AS AT 31-3-2011
Note No. 4 to the Financial Statements		
LONG-TERM BORROWINGS		
Loans		
From Holding Company (A Related Party)		
Secured	19,375,000	19,375,000
Unsecured	67,080,000	49,090,000
Total	86,455,000	68,465,000
A. Details of security in respect of long term borrowings disclosed in note no. 4 above		
1 Secured loan of Holding Company is secured by way of first charge on immovable property of the Company.		
B. Other Disclosures related to long term borrowings		
2 Loans from holding Company is non interest bearing and no stipulations are determined for repayment of the same.		
Note No. 5 to the Financial Statements		
TRADE PAYABLES		
For goods & services	31,494,853	14,178,443
Total	31,494,853	14,178,443
1. There is no amount payable to Micro and Small Enterprises under MSMED Act, 2006 as at the end of the year.		
Note No. 6 to the Financial Statements		
OTHER CURRENT LIABILITIES		
Advance against sale of property	0	10,000,000
Advance from customers	120,054	0
Other liabilities*	2,355,810	3,747,557
Total	2,475,864	13,747,557
* It includes amount payable towards statutory dues.	460,417	747,687
Note No. 7 to the Financial Statements		
SHORT TERM PROVISIONS		
Provision for employee benefits		
Opening Balance	351,450	276,696
Additions/(adjustments) during the year	25,265	74,754
Closing Balance	376,715	351,450
Total	376,715	351,450

NOTE NO. 8 to the Financial Statements
FIXED ASSETS
TANGIBLE ASSETS

PARTICULARS	GROSS BLOCK		DEPRECIATION		NET BLOCK	
	As At 01.04.2011	As At 31.03.2012	Upto 31.03.2011	Upto 31.03.2012	As At 31.03.2012	As At 31.03.2011
	Additions During the Year	Adjust- ment	For the Year	Adjust- ment	Upto 31.03.2012	Upto 31.03.2011
LAND-Leasehold	17,004,974	12,682,140	0	0	12,682,140	17,004,974
BUILDING	15,558,013	15,780,305	2,305,740	607,410	8,341,418	7,972,065
PLANT & EQUIPMENT	116,763,358	114,711,391	65,250	877,836	41,365,345	47,549,491
FURNITURES & FIXTURES	9,242,185	8,691,634	0	304,196	751,599	1,548,134
VEHICLES	2,628,765	2,628,765	0	0	707,257	733,385
OFFICE EQUIPMENTS	17,647,501	17,676,498	28,997	0	2,959,221	3,452,883
CURRENT YEAR	178,844,796	172,170,733	2,399,987	1,789,442	66,806,980	78,260,932
PREVIOUS YEAR	177,006,876	178,844,796	4,713,261	56,021	78,260,932	83,192,267

Note: Leasehold land has not been amortised over the period of lease as necessary formalities for conversion of the same into freehold are underway.

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NOTES Contd.		
PARTICULARS	AS AT 31-3-2012	AS AT 31-3-2011
Note No. 9 to the Financial Statements		
LONG TERM LOANS AND ADVANCES		
(Unsecured Considered good, unless otherwise stated)		
CAPITAL ADVANCES	40,700	0
DEPOSITS		
Other Security Deposits	280,498	280,498
Total	321,198	280,498
Note No. 10 to the Financial Statements		
OTHER NON CURRENT ASSETS		
(Unsecured Considered good, unless otherwise stated)		
Non current bank balances (Refer Note 13)	4,600,000	4,600,000
Total	4,600,000	4,600,000
Note No. 11 to the Financial Statements		
INVENTORIES		
Raw Material	4,947,202	607,101
Finished Goods	15,175	5,344
Stock in Trade	47,750,348	5,661,692
Total	52,712,725	6,274,137
a) Inventory items have been valued considering the Significant Accounting Policy No.5 disclosed in Note no. 1 to these financial statements.		
Note No. 12 to the Financial Statements		
TRADE RECEIVABLES		
(Unsecured Considered good, unless otherwise stated)		
Debts outstanding over six months		
Considered Good	7,652,174	1,999,351
Considered doubtful	1,473,482	1,297,549
Less: Provision for Bad and Doubtful Debts	(1,473,482)	(1,297,549)
Other debts		
Considered Good	30,476,827	24,484,854
Total	38,129,001	26,484,205
Note No. 13 to the Financial Statements		
CASH & BANK BALANCES		
CASH & CASH EQUIVALENTS		
Balances with banks	2,082,590	76,229
Cash on hand	269,984	626,010
Total - A	2,352,574	702,239
OTHER BANK BALANCES:		
Balance held as margin money against bank guarantees	7,522,423	7,522,423
Less : Amount disclosed in Other Non current assets	4,600,000	4,600,000
Total - B	2,922,423	2,922,423
Total - (A + B)	5,274,997	3,624,662

NOTES Contd.

PARTICULARS	AS AT 31-3-2012	AS AT 31-3-2011
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Note No. 14 to the Financial Statements

SHORT TERM LOANS AND ADVANCES

(Unsecured Considered good, unless otherwise stated)

ADVANCES

Employees	111,229	295,533
Contractors & Suppliers	2,300,585	4,647,505
Others*	898,470	2,153,283
Balance with Excise Authorities	250,476	18,765
Advance tax deposit & tax deducted at source	887,779	2,013,775

Total	4,448,539	9,128,861
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* Includes Rs. 313,833/- due from Vintron Electronics Pvt. Ltd., a Company in which Director of the Company is also Director.

Note No. 15 to the Financial Statements

OTHER CURRENT ASSETS

Interest Accrued

Term Deposits	2,299,469	1,583,557
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Total	2,299,469	1,583,557
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Note No. 16 to the Financial Statements

OTHER INCOME

Interest

From Banks on Term Deposits	787,357	741,296
From Others	93,679	0
Profit on sale of Fixed Assets	5,598,011	0
Rent Received	222,000	480,000
Miscellaneous Income	870,885	1,302,614

Total	7,571,932	2,523,910
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Note No. 17 to the Financial Statements

CHANGES IN INVENTORIES

AS AT THE BEGINNING OF THE YEAR

- Finished Goods	5,344	5,344
- Stock in Trade	5,661,692	3,293,646

Total - A	5,667,036	3,298,990
------------------	------------------	-----------

AS AT THE CLOSING OF THE YEAR

- Finished Goods	15,175	5,344
- Stock in Trade	47,750,348	5,661,692

Total - B	47,765,523	5,667,036
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Total - (A - B)	(42,098,487)	(2,368,046)
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NOTES Contd.		
PARTICULARS	AS AT 31-3-2012	AS AT 31-3-2011
Note No. 18 to the Financial Statements		
EMPLOYEE BENEFITS EXPENSE		
Salaries and wages	11,973,933	8,983,879
Contribution to provident and other funds	926,538	783,149
Staff welfare expenses	85,022	18,683
Contribution to Gratuity Fund/Gratuity Paid	371,300	386,338
Total	13,356,793	10,172,049
Managerial Remuneration paid/ payable to Managing Director is included above		
Salary	540,000	540,000
Contribution to provident and other funds	9,360	9,360
Other Perquisites	117,670	115,631
Total	667,030	664,991
Note No. 19 to the Financial Statements		
MANUFACTURING ADMINISTRATION & OTHER EXPENSES		
Power & Fuel	2,695,397	2,991,108
Packing & Forwarding Charges	732,892	501,864
Repairs and Maintenance		
- Machinery	233,746	2,232,114
- Others	250,547	47,842
Advertisement Expenses	397,122	121,272
AGM Expenses	167,117	79,989
Auditors Remuneration		
- As Audit fees	84,270	77,210
- As Tax Audit Fees	6,618	5,515
- For Other Matters	18,202	18,201
Bad debts/Sundry Balances written off	(168,058)	372,616
Bank Charges	83,792	10,585
Communication Expenses	340,952	289,060
Net Loss in foreign Exchange Rate Variations	270,180	(89,844)
Insurance charges	14,262	0
Legal & Professional Charges	735,485	921,116
Miscellaneous Expenses	129,306	323,943
Printing & Stationery Expenses	94,902	84,835
Rent, Rate & Taxes	851,742	0
Security Service Charges	472,799	467,563
Selling Expenses	13,818	64,434
Travelling & Conveyance Expenses	289,566	228,220
Vehicle Running & Maintenance Expenses	237,275	225,789
Total	7,951,931	8,973,431

NOTES Contd.

OTHER NOTES ON ACCOUNTS

20. Contingent Liabilities not provided for in the books of accounts :-

	AS AT 31.03.2012 (Rs. In Lakhs)	AS AT 31.03.2011 (Rs. in Lakhs)
a) Counter Guarantee issued against outstanding - Bank Guarantees	80.95	80.95
b) Demand under Foreign Exchange Laws (Pending being disputed)	12.00	12.00
c) Demand under Custom Act	610.45	610.45
d) Sales Tax disputed demand	86.70	86.70
e) ESI Demand	44.15	44.15

21. In the opinion of the Management the Current Assets, Loans and Advances have a value on realization in ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet, except otherwise stated elsewhere.

22. Claim against the Company (not acknowledged as Debts) – **Rs. 53.68 Lakhs** (Previous Year Rs.53.68 Lakhs)

23. Rupee equivalent as at 31.03.2012 of export obligation to be completed by the Company under EPCG Scheme **Rs. 2,644.00 Lakhs** (Previous Year Rs. 2,644.00 Lakhs). Pursuant to the relief granted under the revival scheme the Company has got extension of time limit for fulfillment of the obligation upto the financial year ending on 31.03.2014.

24. Balance confirmation certificates from number of parties, included in debtors, creditors and advance recoverable were not available for verification.

25. No claim has been received from any of the Suppliers of their being a micro & small enterprise unit under Micro, Small and Medium Enterprises Development Act, 2006. Hence, amount due to such entities is not ascertainable.

26. Taxation

Current Year Tax

In view of the unabsorbed losses as per income tax record the Company is not liable to pay tax on profit for the year. Also no tax liability is attracted on book profit of the Company under the provisions of Sec 115JB of Income Tax Act related to Minimum Alternate Tax (MAT).

Deferred Tax

Keeping in view the unabsorbed losses of the Company in Income Tax records and uncertainty of sufficient profit in the future years, Deferred Tax Asset in accordance with the provisions of Accounting Standard 22 on 'Taxes on Income' has not been recognized and provided in the accounts.

27. Related party transactions during the year in terms of the provisions of AS-18 of "Related Party Disclosures".

Name of the Associate	: Goodworth Build Invest Pvt. Ltd.
Transactions during the year	: Loan outstanding as at end of the year Rs.864.55 Lakhs (Previous Year Rs.684.65 Lakhs.) Loan obtained during the year Rs.179.90 Lakhs (Previous Year Nil)
Name of the Key Managerial Personnel	: Shri R. K. Gupta, Managing Director
Transactions during the year	: Remuneration Rs.6.67 Lakhs (Previous Year Rs.6.65 Lakhs)

21st Annual Report 2011-2012

NOTES Contd.

28. There are no reportable segments in the Company (Physical or geographical) hence segment-wise information in terms of the provisions of AS-17 on Segment Reporting' is not given.

29. The "Employee Benefits" as required to be provided under AS-15 issued by ICAI and the same are accounted for by the Company on the basis as enumerated hereunder. The quantum of defined benefit plans are to be valued by an actuary in terms of provisions of the Standard. Disclosures of Employees Benefits provided by the Company is as under :-

Defined Contribution Plan:

The Company pays fixed contribution to Provident Fund at predetermined rates to regional authorities as per law. The contribution to the fund for the period is recognized as expense and is charged to the statement of profit & loss. The obligation of the Company is limited to such fixed contribution. An amount of Rs.9.26 Lakhs (Previous Year Rs.7.83 Lakhs) has been recognized as expense for defined contribution plan (Contributory Provident Fund).

Defined Benefit Plan:

a) **Earned Leave Benefit:** Accrual of 20 day leave per annum is credited by the Company. Encashment is available at the time of retirement or superannuation. Amount as per entitlement as at the end of the year is recognized as expense. During the year Rs.0.25 Lakhs (Previous Year Rs.0.74 Lakhs) has been provided towards leave encashment expenses.

b) **Gratuity:** The Company has obtained policy from an insurance Company towards gratuity benefit. The Company's contribution towards the policy is recognized as expense. During the year Rs.3.71 Lakhs (Previous Year Rs.3.86 Lakhs) has been provided towards the gratuity contribution.

30. Earning per share (EPS)–The numerators and denominators used to calculate Basic and Diluted Earning per share:

	(Amount in Rs.)	
	Year Ended on 31.03.2012	Year Ended on 31.03.2011
Profit/(Loss) attributable to the Equity Shareholders – (A)	21,895,074	11,715,942
Basic / Weighed average number of Equity Shares outstanding during the year – (B)	78,355,800	78,355,800
Nominal value of Equity Shares	1.00	1.00
Basic/ Diluted Earning/(Loss) per share – (A) / (B)	0.28	0.15
Calculation of Profit attributable to Shareholders:		
Profit/(Loss) After Tax	22,058,549	11,715,942
Less: Income Tax Adjustment / FBT Provision	(163,475)	0
Profit/(Loss) attributable to Shareholders	21,895,074	11,715,942

NOTES Contd.

31. Additional information pursuant to para 5 of the Schedule VI of Companies Act 1956:

		(Amount in Rs.)	
		2011-12	2010-11
DETAILS REGARDING STOCK AND SALES			
Opening Stock			
Traded Goods			
Multimedia Devices		0	2,493,484
Multimedia Speakers		0	800,263
Populated PCB		4,327,850	0
CCTV Camera		1,333,842	0
Manufactured Goods			
Populated PCB		5,344	5,344
Purchases of trading goods			
Populated PCB		32,351,935	13,493,600
CCTV Camera		18,392,630	1,376,773
Communication Products		56,520,906	0
Sales			
Traded Goods			
Multimedia Devices		0	10,159,832
Multimedia Speakers		0	
Populated PCB		0	
CCTV Camera		12,110,576	59,050
Communication Products		57,395,530	0
Manufactured Goods			
CCTV Camera		16,801,874	
Modem		9,858,683	10,121,768
Closing Stock			
Traded Goods			
Populated PCB		36,679,785	4,327,850
CCTV Camera		11,070,563	1,333,842
Manufactured Goods			
Populated PCB		0	5,344
CCTV Camera		15,175	0
Raw Material Consumed			
Populated PCB Assembly/Modem		7,063,509	5,883,386
CCTV Camera Assembly		8,532,168	0
Other Misc Material		607,101	582,361
Break-up of raw material consumed			
	%	Amount	%
Indigenous	6	890,420	39
Imported	94	15,312,358	61
VALUE OF IMPORTS ON CIF BASIS			
Raw Material/Stores		15,343,974	4,114,981
Finished Goods		12,121,946	0
EXPENDITURE IN FOREIGN CURRENCY			
Travelling Expenses		47,312	64,038

32. Previous Year figures have been regrouped or re-casted wherever considered necessary.

FOR O. P. BAGLA & CO.
CHARTERED ACCOUNTANTS
FIRM REGN. NO. 000018N

FOR AND ON BEHALF OF THE BOARD

Place : New Delhi Dated : 29/05/2012	Sd/- (RAKESH KUMAR) Partner	Sd/- (R. K. GUPTA) Managing Director	Sd/- (SATISH CHAND) Director	Sd/- (KAJAL GUPTA) Company Secretary
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QUALITY POLICY

“Customer satisfaction through quality and reliability of our products and services to be achieved by our will to delivery better by consistently improving our products, systems and procedures.”

Sd/-
(Raj Kumar Gupta)
Chairman & Managing Director

VINTRON INFORMATICS LTD.

Regd. Office : F-90/1A, Okhla Industrial Area, Phase-I, New Delhi-110020

PROXY FORM

I/We.....having
Regd. Folio No./DP-ID & Client ID.....of.....being member /members
of VINTRON INFORMATICS LTD. hereby appoint.....of.....or
failing him /her.....of.....or
my /our proxy to attend and vote me /us on my /our behalf at the Twenty First Annual General Meeting of the Company
to be held at Shree Delhi Gujarati Samaj (Regd.), Mahatma Gandhi Sanskritik Kendra, MPCU Shah Auditorium,
2, Raj Niwas Marg, Civil Lines, Delhi-110054 on Friday, the 7th day of September, 2012 at 2.30 p.m. and at any
adjournment thereof.

Signed this.....day of.....2012.

Affix
Revenue
Stamp

Note : The proxy must be returned so as to reach Registered Office of the Company not less than 48 hours before
the time for holding the meeting. The proxy need not be a member of the Company.

VINTRON INFORMATICS LTD.

Regd. Office : F-90/1A, Okhla Industrial Area, Phase-I, New Delhi-110020

ATTENDANCE SLIP

I/We hereby record my /our presence at the Twenty First Annual General Meeting being held at Shree Delhi Gujarati
Samaj (Regd.), Mahatma Gandhi Sanskritik Kendra, MPCU Shah Auditorium, 2, Raj Niwas Marg, Civil Lines,
Delhi-110054 on Friday, the 7th day of September, 2012 at 2.30 p.m.

Particulars of the member(s)

Name.....S/o, D/o, W/o.....

Folio No./DP-ID & Client ID.....

No. of Shares held.....

Note : Members /Proxies are requested to bring the Attendance Slip and sign the same at the time of handing over
at the Meeting Hall.

For convenience of Member, persons other than Members /Proxies will not be admitted.

Attendance Slip in Photocopy will not be entertained.

No Gift /Coupon will be distributed to the members.

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BOARD OF DIRECTORS

Shri Raj Kumar Gupta, Chairman & Managing Director

Shri Jagdish Singh Dalal, Director

Shri Satish Chand, Director

Shri Vikas Gulechha, Additional Director

Shri Parvesh Ahuja, Additional Director

Shri Satish Raychand Chopra, Additional Director

COMPANY SECRETARY

Mrs. Kajal Gupta

STATUTORY AUDITORS

M/s. O. P. Bagla & Co.

8/12, Kalkaji Extension

New Delhi-110019

INTERNAL AUDITORS

M/s. S. Agarwal & Co.

123, Vinoba Puri, Lajpat Nagar-II

New Delhi - 110 024

SHARE TRANSFER AGENT

M/s. Skyline Financial Services Pvt. Ltd.

123, Vinoba Puri, Lajpat Nagar-II

New Delhi - 110 024

Also at :

D-153/A, First Floor

Okhla Industrial Area, Phase-I

New Delhi - 110 020

BANKERS

HDFC Bank Limited

The J & K Bank Limited

Registered Office & Works :

F-90/1A, Okhla Industrial Area,

Phase-I, New Delhi - 110 020

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VINTRON INFORMATICS LIMITED
Regd. Office : F-90/1A, Okhla Industrial Area
Phase-I, New Delhi - 110 020

Vintron

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Vintron Informatics Limited