

Vintron

Vintron Informatics Limited



26th Annual Report 2016-2017

BOARD OF DIRECTORS

Shri Raj Kumar Gupta, Chairman & Whole Time Director

Shri Arvind Sharma, Managing Director

Shri Varun Gupta, Whole Time Director & CEO

Shri Jagdish Singh Dalal, Independent Director

Shri Satish Chand, Independent Director

Mrs. Neelam Anand Sexena, Independent Director

COMPANY SECRETARY

Ms. Kajal Gupta

CHIEF FINANCIAL OFFICER

Shri Dinesh Kumar Gupta

STATUTORY AUDITORS

M/s. APAS & Co.

8/14, Kalkaji Extension, New Delhi - 110019

INTERNAL AUDITORS

M/s. S. Agarwal & Co.

123, Vinoba puri, Iajpat Nagar-II

New Delhi - 110024

SECRETARIAL AUDITORS

M/s. Mahesh Gupta & Co.

Chamber No. 110, Wadhwa Complex,

D-288-289/10, Laxmi Nagar, Delhi - 110092

SHARE TRANSFER AGENT

M/s. Skyline Financial Services Pvt. Ltd.

D-153/A, First Floor

Okhla Industrial Area, Phase-I

New Delhi - 110020

BANKERS

HDFC Bank Limited

Plot No. 4, Capital Trust House-II

Maa Anandmayi Marg,

Okhla Indl. Area Phase-II

New Delhi - 110020

Registered Office & Works :

F-90/1A, Okhal Industrial Area,

Phase-I, New Delhi - 110020

CIN: L72100DL1991PLC045276

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DIRECTORS' REPORT

To
The Members,

Your Directors have pleasure in presenting the Twenty Sixth Annual Report together with Audited Financial Statements which includes Balance Sheet, Profit & Loss Account and Cash Flow Statement of the Company for the year ended on 31st March, 2017.

BUSINESS AFFAIRS & 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 product basket considering the strength of the Company and market acceptability and is consistently improving upon the same, so as to ensure that the products of the Company command its respect and demand in the market in terms of quality, service, acceptability, competitiveness etc. 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. With emphasis on quality, competitiveness and service, the Company and its management is confident to itself on the rapid growth path 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 by every passing moment.

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: -

	(RS. IN LACS)	
PARTICULARS	Current Year	Previous Year
Turnover & Other Income/Income from Operations (including Job work)	2,215.62	1,470.56
Profit/(Loss) before Depreciation, Interest/Financial Charges and Tax	(758.17)	(93.32)
Depreciation	80.25	79.64
Interest and Financial Charges	82.34	85.61
Profit/(Loss) before Extra-ordinary Items	(920.76)	(258.57)
Extra Ordinary Items Written Off	0.00	0.00
Profit/(Loss) after Extra-ordinary Items, but before Income Tax	(920.76)	(258.57)
Income Tax Adjustments	0.00	0.00
Profit/(Loss) after Tax	(920.76)	(258.57)
Surplus brought forward	(3,967.22)	(3,708.65)
Balance in Profit & Loss A/c	(4,887.98)	(3,967.22)

Despite of all the constraints including non-adequate working capital and inability of the Company in raising fresh funds because of the recent rehabilitation from sickness of the Company in the recent past, the Company and its Directors have made all attempts and efforts to optimally utilize all the resources available at their disposal, however, due to limitation and constraints upon the available working capital coupled with the unfavourable market condition, the financial result of the Company for year under consideration has been negative. Although, the revenue of the Company has increased by 50.67% whereas the operational result has decreased substantially as compared to the last year with the same resources thereby incurring a net loss of Rs. 9.21 Crores, resulting thereby the accumulated losses of the company has exceeded the entire networth of the company during the past few years.

Your management is confident that during the current year, the working capital fund requirement of the Company shall 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 make a sizeable market and profitability in its operations. 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.

DIRECTORS' REPORT Contd.

TRANSFER TO RESERVES

No amount has been transferred to general reserves during the year under review.

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.

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 161 as against 201 employees including permanent and irregular work force at the end of the previous year.

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

Information in respect of conservation of energy, technology absorption, and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed herewith as Annexure-1

FIXED DEPOSITS

The Company has neither invited nor accepted any deposits from public within the meaning of the Companies (Acceptance of Deposit) Rules, 2014, during the last financial year.

SUBSIDIARY COMPANY

The Company does not have any subsidiary.

CHANGES IN THE COMPOSITION OF BOARD

There is no change in composition of the Board during the year under review.

DIRECTORS

In accordance with the provisions of the Companies Act, 2013 and the Company's Articles of Association, Shri Varun Gupta, 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. Consequent upon re-appointment he will continue to be the Whole Time Director of the Company for the remaining period of his appointment.

Brief resume of the above Director proposed to be appointed / re-appointed, nature of his expertise in specific functional areas, as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, are given in the notes to the Notice convening the Annual General Meeting.

EVALUATION OF THE BOARD'S PERFORMANCE

In compliance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation of the Board was carried out during the year under review. The Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board based on the criteria laid down by Nomination and Remuneration Committee which includes attendance, contribution at the meetings and otherwise, independent judgement, safeguarding of minority shareholders interest, adherence to Code of Conduct and business ethics, monitoring of regulatory compliance, risk management and review of internal control system etc.

DECLARATION UNDER SECTION 149 (7) OF THE COMPANIES ACT, 2013

The Board hereby declares that Shri Jagdish Singh Dalal, Shri Satish Chand and Mrs. Neelam Anand Saxena (appointed in place of Mrs. Tripti Pande Desai) are the Independent Directors on the Board of Directors of the Company and they, in the opinion of the Board, are the persons of the integrity and possess relevant expertise and experience. They are neither promoter of the Company nor its holding, subsidiary or associate Company. It is further declared that they are not related to any promoter or Director in the Company, its holding, subsidiary or associate Company.

The aforesaid independent Directors neither directly nor through any of their relatives, has any pecuniary relationship with the Company, its holding, subsidiary or associate Company or their promoters or directors during two immediately financial years or during the current financial year.

All the Independent Directors have given Declarations that they meet the criteria of Independence as laid down under section 149(6) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

DIRECTORS' REPORT Contd.

DIRECTORS RESPONSIBILITY STATEMENT UNDER SECTION 134 OF THE COMPANIES ACT, 2015

On the basis of the discussions with the Statutory Auditors / Internal Auditors of the Company from time to time, and as required under Section 134(3)(c) of the Companies Act, 2013, your Directors state that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) 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 this 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; and
- (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.

STATUTORY AUDITORS

Pursuant to the provisions of Section 139 (2) of the Companies Act, 2013 read with Illustration-II under Rule 6 of the Companies (Audit and Auditors) Rules, 2014, the term of M/s. O. P. Bagla & Company, Chartered Accountants (Firm Registration No.000018N), New Delhi, as the Statutory Auditors of the Company expires at the conclusion of the ensuing Annual General Meeting.

The Board of Directors of the Company at their meeting held on 8th July, 2017, on the recommendation of the Audit Committee, have made its recommendation for appointment of M/s. APAS & Co., Chartered Accountants (Firm Registration No. 000340C) as the Statutory Auditors of the Company by the Members at the 26th Annual General Meeting of the Company for an initial term of 5 years. Accordingly, a resolution, proposing appointment of M/s. APAS & Co., Chartered Accountants (Firm Registration No. 000340C), as the Statutory Auditors of the Company for a term of five consecutive years i.e. from the conclusion of 26th Annual General Meeting till the conclusion of 31st Annual General Meeting of the Company pursuant to Section 139 of the Companies Act, 2013, forms part of the Notice of the 26th Annual General Meeting of the Company. The Company has received their written consent and a certificate that they satisfy the criteria provided under Section 141 of the Act and that the appointment, if made, shall be in accordance with the applicable provisions of the Act and rules framed thereunder. The Report given by M/s. O. P. Bagla & Co., Chartered Accountants (Firm Registration No. 000018N), Statutory Auditors on the financial statement of the Company for the year 2016-17 is part of the Annual Report. There has been no qualification, reservation or adverse remark or disclaimer in their Report.

The Report of the Auditors on the financial statements including relevant notes on the accounts for the Financial Year ended 31st March, 2017 are self-explanatory and therefore do not call for any further comments.

SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Secretarial Audit has been carried out by M/s. Mahesh Gupta & Company, Practicing Company Secretary, and his report is annexed as Annexure-2.

INTERNAL AUDITORS

The Board of Directors of your Company has re-appointed M/s. S. Agarwal & Company, Chartered Accountants, New Delhi (Firm Registration No.000808N) as Internal Auditors pursuant to the provisions of Section 138 of the Companies Act, 2013 for the financial year 2017-2018.

STATUTORY AUDITORS' REPORT

The Independent Statutory Auditors' Report to the members together with Accounts for the year ended on 31st March 2017 and Notes thereon is attached, which are self-explanatory.

SECRETARIAL AUDITOR'S REPORT

Pursuant to the provisions of the Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the Company appointed Mr. Mahesh Kumar Gupta, Proprietor of M/s. Mahesh Gupta & Company, Practicing Company Secretary in whole time practice to undertake the secretarial audit of the Company for the financial year ended on 31st March 2017. The report of secretarial auditor is annexed herewith have observed the following qualifications:

DIRECTORS' REPORT Contd.

1. The promoter's holding is more than 75% and SEBI has issued an order dated 2nd September, 2014 against the Company, its Directors, Promoters and promoters' group under section 19 of the Securities and Exchange Board of India, 1992 read with section 11(1), 11(2)(i), 11(4) and 11B thereof and section 12A of the Securities Contracts (Regulation) Act, 1956 for non compliance of minimum public shareholding (MPS) norms as stipulated under Rule 19(2)(b) and 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. **(MINIMUM PUBLIC SHAREHOLDING COMPLIANCE HAS DONE BY COMPANY UNDER THIS AUDIT PERIOD BY WAY OF OFS DONE ON 28.02.2017 TO 01.03.2017 AND 22.03.2017 TO 23.03.2017)**
2. *As per Sub-regulation 1 of regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Company shall appoint a qualified Company Secretary as the compliance officer but Company has appointed Mr. U. S. Lakhera as the compliance officer of the Company instead of Ms. Kajal Gupta, Company Secretary.*
3. *As per Sub-regulation 2 of regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 100% shareholding of promoter(s) and promoter group shall be in dematerialized form but VINTRON COMPUTERS PVT LTD (Promoter Company) holds 900 shares in physical form.*

DIRECTORS VIEW ON AUDITORS OBSERVATIONS

There is no adverse observation in the Statutory Auditors' Report which needs any comments on the part of the Directors. The queries raised by the Statutory Auditors have been explained to the satisfaction of the Statutory Auditors. The Statutory Auditors' Report is self explanatory.

In accordance with Section 134(3)(f) of the Companies Act, 2013, response to the abovementioned observations in the Secretarial Audit Report are as under:

- 1) The Directors, Promoters and Promoters Group have complied with the provisions of Minimum Public Shareholding (MPS) before 31.03.2017 by way of OFS done on 28.02.2017 to 01.03.2017 and 22.03.2017 to 23.03.2017 and maintained the promoters shareholding to the level of 75% as required under section 19 of the Securities and Exchange Board of India, 1992 read with section 11(1), 11(2)(i), 11(4) and 11B thereof and section 12A of the Securities Contracts (Regulation) Act, 1956 for non compliance of minimum public shareholding (MPS) norms as stipulated under Rule 19(2)(b) and 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and intimated the SEBI and the concerned stock exchanges accordingly.
- 2) Mr. U. S. Lakhera, Manager-Secretarial/Administration of the Company has been associated with the secretarial functions of the Company since 1993 and is well versed with the secretarial records, stake holders and other compliance related activities including public relation with the shareholders. Under his able control of compliances, the Company has been able to succeed in redressing all the grievances of the shareholders as arisen from time to time and therefore, it was considered that he should continue to be the Compliance Officer.
- 3) The demat account(s) of the promoters were ISIN level freeze by virtue of Order passed by the Hon'ble Members of the SEBI vide dated 04.06.2013 due to non-compliance of minimum public shareholding by the Company/promoters of the Company. Hence, the Company and its promoters have now complied with norms of the MPS, the demat account of M/s. Vintron Computers Private Limited is still suspended for debit / credit under ISIN level freeze. The promoter group Company M/s. Vintron Computers Private Limited shall get the balance 900 shares dematerialized as and when the aforesaid stay is vacated on the instructions of SEBI / Depositories.

PARTICULARS OF EMPLOYEES

Information in accordance with the provisions of 134 and 197(12) of the Companies Act, 2013, read with Rule 5(1) the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, regarding employees is given in Annexure-3. Further that Rule 5(2) and 5(3) are not applicable to the Company.

CORPORATE SOCIAL RESPONSIBILITY

With the enactment of Section 135 of the Companies Act, 2013 and the Companies (Corporate Social Responsibility) Rules, 2014 read with the various clarifications issued by the Ministry of Corporate Affairs. As per the Financial Statements attached hereto, the contents of Section 135 are not applicable to the Company.

VIGIL MECHANISM & WHISTLE BLOWER POLICY

The Company has a vigil mechanism for Directors and Employees to report their concerns about unethical behaviour, actual or suspected fraud or violation of the Company's Code of Conduct. The mechanism provides for adequate

DIRECTORS' REPORT Contd.

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 of the Board. The whistle blower policy is available at the Company's website http://vintroninformatics.com/wp-content/uploads/2016/09/Whistle-Blower-Policy_Final.pdf

NOMINATION AND REMUNERATION POLICY

The Company follows a policy on nomination and remuneration of Directors and Senior Management Employees. The policy is approved by the Nomination and Remuneration Committee of the Board. More details in this respect are prescribed in the Corporate Governance Report.

CORPORATE GOVERNANCE

A separate report of the Board of Directors of the Company on Corporate Governance is included in the Annual Report as Annexure-4 and the certificate from M/s. APAS & Co., Statutory Auditors of the Company confirming compliance with the requirements of Corporate Governance as stipulated in the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is attached as annexure-5.

LOANS & INVESTMENT BY THE COMPANY

The Board declares that it has neither made any loan or investment to any person or other body corporate(s) nor given any guarantee or security in connection with a loan to any other body corporate(s) or person(s). It is further declare that the Company has not acquired, whether by way of subscription, purchase or otherwise, the securities of any other Body Corporate(s).

RELATED PARTY TRANSACTIONS

The Board declares that it has not entered into any contract, transactions or arrangement with any related party with respect to any sale, purchase or supply of any goods, material, property, services, appointment of agent(s), underwriting the subscription of any securities or derivatives of any Company or for appointment to any office or place of profit in the Company, its subsidiary or associate Company. The policy in respect of Related Party Transactions is disseminated on the Company's website http://vintroninformatics.com/wp-content/uploads/2016/09/RELATED-PARTY-TRANSACTIONS-POLICY_FINAL.pdf

AUDIT COMMITTEE

During the year all the recommendations of the Audit Committee were accepted by the Board. The Composition of the Audit Committee is as described in the Corporate Governance Report.

EXTRACT OF ANNUAL RETURN

The details forming part of the extract of the Annual Return in Form_MGT-9 is annexed herewith as Annexure-6.

MEETINGS

During the year five (5) Board Meetings and five (5) Audit Committee Meetings were convened and held. The details of which are given in Corporate Governance Report.

MATERIAL CHANGES AFFECTING FINANCIAL POSITIONS OF THE COMPANY

No material changes have occurred and commitments made, affecting the financial position of the Company, between the end of the financial year of the Company and the date of this report.

SIGNIFICANT AND MATERIAL ORDERS PASSED BY THE REGULATORS OR COURTS

There is no order passed by any regulator or Court or Tribunal against the Company, impacting the going concern concept or future operations of the Company.

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 all Stock Exchanges is yet to be paid for the current financial year i.e. 2017-2018. 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.

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

Internal Complaints Committee (ICC) has been set up to redress complaints received regarding sexual harassment of women employee(s). There were no complaint received from any employee during the financial year 2016-2017 and hence no complaint is outstanding as on 31.03.2017 for redressal.

DIRECTORS' REPORT Contd.

MANAGEMENT DISCUSSION & ANALYSIS

OUTLOOK

The Company has reviewed its product basket and in consistency with the market demand and business prospect, it has been concentrating on security related products. In view of the financial constraints, the Company has been doing trading as well as manufacturing activities in security related products and services. Your Company, during limited period and under limited resources, has been able to create and capture a sizeable portion of security industry by trading and manufacturing digital video recorders, CCTV Cameras, and other products including accessories thereof. With the growth of crime and awareness in the society, the size of consumer is phenomenally increasing by every passing day in security related products and even the middle class of the Country has become a substantial portion of consumers of this industry. With the increase of spending power and corresponding individual threats, the demand in security related products are multiplying by every passing day as is even evident from the demand of the products of your Company. With the current trend, your Company, with its quality and services, is confident to become a market leader in northern India within a very short span of time and the management is confident to achieving the same at its earliest.

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. The Company has already ventured into manufacturing and dealing of high quality CCTV cameras and Digital Video Recorders (DVR) meant for CCTV Cameras. Your Company, however, is confident that with further improvement in quality, competitively priced products and their utility, it will be able to expand its market share.

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.

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.

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/-
(RAJ KUMAR GUPTA)

Place: F-90/1A, Okhla Industrial Area Phase-I, New Delhi-110020
Date : 11th August, 2017

Chairman & Whole Time Director
DIN: 00019125

ANNEXURE TO DIRECTORS' REPORT

ANNEXURE-1

INFORMATION AS PER SECTION 134 (3) (m) OF THE COMPANIES ACT, 2013 READ WITH COMPANIES (ACCOUNTS) RULES, 2014 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH 2017.

A. CONSERVATION OF ENERGY

Your Company is not covered under Industries, which are required to furnish the information in Form-A under Section 134 (3) (m) read with Rule 8(3) of the Companies (Accounts) Rules, 2014. 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 by the Company : R & D is carried out for improvement in production process and 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

C. TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

None

D. 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 raw material/Stores/finished goods etc. including travelling expenses for amount aggregating to Rs.1,377.50 Lacs as compared to Rs. 584.77 Lacs during the previous year.

By order of the Board
FOR VINTRON INFORMATICS LIMITED

Sd/-
(RAJ KUMAR GUPTA)

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

Date : 11th August, 2017

Chairman & Whole Time Director
 DIN: 00019125

ANNEXURE-2

To
 The Members
 VINTRON INFORMATICS LIMITED
 F-90/1A, Okhla Industrial Area
 Phase-I, New Delhi-110020

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **VINTRON INFORMATICS LIMITED** (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our 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, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on 31st March, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made thereunder;

ANNEXURE TO DIRECTORS' REPORT Contd.

- (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'):-
 - 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
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 - **Not Applicable as the Company did not issue any securities during the financial year under review.**
 - d) The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 - **Not Applicable as the Company has not granted any Options to its employees during the financial year under review.**
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008 - **Not Applicable as the Company has not issued any debt securities during the financial year under review.**
 - 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- **Not Applicable as the Company is not registered as Registrars to an Issue and Share Transfer Agents during the financial year under review.**
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 - **The Company had applied for delisting with Delhi Stock Exchange (DSE) as per BIFR order dated 2nd June, 2009.**
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 - **Not Applicable as the Company has not bought back any of its securities during the financial year under review.**
- (vi) The management has identified and informed the following laws as being specifically applicable to the Company:
 - 1. Factories Act, 1948
 - 2. Employee's Provident Fund and Miscellaneous Provisions Act, 1952
 - 3. Payment of Wages Act, 1936
 - 4. Payment of Gratuity Act, 1972

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

- (i) Secretarial Standards issued by The Institute of Company Secretaries of India
- (ii) The Listing Agreement entered into by the Company with Stock Exchange (s) and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards etc. mentioned except those mentioned in **Annexure-A**:

We further report that

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 Act.

Adequate notice is given to all Directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

All decision at Board Meetings and Committee meetings are carried out unanimously and the views of dissenting members, if any, are captured and recorded as part of the minutes of Board of Directors or committees of the Board, as the case may be.

We further report that based on the compliance mechanism established by the Company and on the basis of the Certificates issued by the Departmental Heads of the Company taken on record by the Board of Directors at their meeting(s), we are of the opinion that the management has adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period no major action having a bearing on the Company's affairs in pursuance of the above referred laws, rules, regulations, guidelines, standards etc. above have taken place.

**For Mahesh Gupta and Company
Company Secretaries**

Sd/-

MAHESH KUMAR GUPTA

Proprietor

Place : Delhi
Date : 11th August, 2017

FCS No.: 2870; C P No.: 1999

ANNEXURE TO DIRECTORS' REPORT Contd.

This report is to be read with our letter of even date which is annexed as 'Annexure-B' and form an integral part of this report.

ANNEXURE-2A

- The promoter's holding is more than 75% and SEBI has issued an order dated 2nd September, 2014 against the Company, its Directors, Promoters and promoters' group under section 19 of the Securities and Exchange Board of India, 1992 read with section 11(1), 11(2)(i), 11(4) and 11B thereof and section 12A of the Securities Contracts (Regulation) Act, 1956 for non compliance of minimum public shareholding (MPS) norms as stipulated under Rule 19(2)(b) and 19A of the Securities Contracts (Regulation) Rules, 1957 and Regulation 38 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. **(MINIMUM PUBLIC SHAREHOLDING COMPLIANCE HAS DONE BY COMPANY UNDER THIS AUDIT PERIOD BY WAY OF OFS DONE ON 28.02.2017 TO 01.03.2017 AND 22.03.2017 TO 23.03.2017)***
- As per Sub-regulation 1 of regulation 6 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 Company shall appoint a qualified Company Secretary as the compliance officer but Company has appointed Mr. U. S. Lakhera as the compliance officer of the Company instead of Ms. Kajal Gupta, Company Secretary.*
- As per Sub-regulation 2 of regulation 31 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, 100% shareholding of promoter(s) and promoter group shall be in dematerialized form but VINTRON COMPUTERS PVT LTD (Promoter Company) holds 900 shares in physical form.*

ANNEXURE-2B

To
The Members
VINTRON INFORMATICS LIMITED
F-90/1A, Okhla Industrial Area
Phase-I, New Delhi-110020

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

- Maintenance of secretarial records is the responsibility of the management of the Company. Our responsibility is to express an opinion on these Secretarial records based on our audit.
- 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 verifications were 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.
- We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
- Where ever required, we have obtained the Management Representation about the compliance of Laws, Rules and Regulation and happening of events etc.
- The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of the management. Our examination was limited to the verification of procedures on the test basis.

The Secretarial Audit Report is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

**For Mahesh Gupta and Company
Company Secretaries**

Sd/-

MAHESH KUMAR GUPTA

Proprietor

Place : Delhi
Date : 11th August, 2017

FCS No.: 2870; C P No.: 1999

26th Annual Report 2016-2017

ANNEXURE TO DIRECTORS' REPORT Contd.

ANNEXURE-3

PARTICULARS OF EMPLOYEES PURSUANT TO THE PROVISIONS OF SECTION 134 AND 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:

Name of the Director	Category	Ratio of Median Remuneration
Shri Raj Kumar Gupta	Chairman and Whole Time Director	1218.48
Shri Jagdish Singh Dalal	Non-Executive Independent Director	0.00
Shri Satish Chand	Non-Executive Independent Director	0.00
Ms. Tripti Pande Desai	Non-Executive Independent Director	0.00
Shri Arvind Sharma	Managing Director	1259.10
Shri Varun Gupta	Whole Time Director and CEO	365.55

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

Name of the Person	Designation	% increase in Remuneration
Shri Raj Kumar Gupta	Chairman & Whole Time Director	0.00
Shri Jagdish Singh Dalal	Non-Executive Independent Director	0.00
Shri Satish Chand	Non-Executive Independent Director	0.00
Ms. Tripti Pande Desai	Non-Executive Independent Director	0.00
Shri Arvind Sharma	Managing Director	0.00
Shri Varun Gupta	Whole Time Director and CEO	0.00
Ms. Kajal Gupta	Company Secretary	6.38
Shri Dinesh Kumar Gupta	Chief Financial Officer	96.74

- iii) The percentage increase in the median remuneration of Employees in the financial year: **36.79%**
- iv) The number of permanent employees on the rolls of Company: **179 employees**
- v) The explanation on the relationship between average increase in Remuneration and Company Performance:
On an average, employees received an increase of 36.79%. The increase in remuneration is in line with the market trends. In order to ensure that remuneration reflects Company performance, the performance pay is linked to organizational performance.
- vi) Comparison of the Remuneration of the Key Managerial Personnel against the performance of the Company:

Particulars	Rs. In Lacs
Remuneration of Key Managerial Personnel (KMP) during financial year 2016-2017 (aggregated)	12.65
Revenue from Operations	2,215.62
Remuneration as % of revenue	0.57%
Profit Before Tax (PBT)	-920.76
Remuneration as % of PBT	-1.37%

- vii) Variation in the Market Capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer

ANNEXURE TO DIRECTORS' REPORT Contd.

in case of listed companies and in case of unlisted companies, the variations in the net worth of the Company as at the close of the current financial year and previous financial year:

Particulars	Unit	As at 31/03/2017	As at 31/03/2016	Variation%
Closing rate of Shares at BSE	Rs.	1.15	3.42	-66.37%
Earnings per Share	Rs.	-1.17	-0.33	254.55%
Market Capitalization	Rs.	90,109,170.00	267,976,836.00	-66.37%
Price Earnings Ratio	Ratio	-0.98	-10.36	-9.38%

- viii) Average percentile increase already made in the salaries of employees other than managerial personnel in the last financial year and its comparison with percentile increase in the Managerial Remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the Managerial Remuneration:

The average increase in salaries of employees in 2016-2017 was 36.79%. Percentage increase in the Managerial Remuneration for the year was 68.45%

- ix) Comparison of each Remuneration of the Key Managerial Personnel against the performance of the Company:

Particulars	Chairman-cum-WTD	Managing Director	WTD-cum-CEO	Chief Financial Officer	Company Secretary
Remuneration (Rs. In Lacs)	17.84	18.60	5.40	10.15	2.50
Revenue (Rs. In Lacs)	2215.62	2215.62	2215.62	2215.62	2215.62
Remuneration as % of revenue	0.81%	0.84%	0.24%	0.46%	0.11%
Profit Before Tax (PBT) (Rs. In Lacs)	-920.76	-920.76	-920.76	-920.76	-920.76
Remuneration as % of PBT	-1.94%	-2.02%	-0.59%	-1.10%	-0.27%

- x) The key parameters for any variable component of Remuneration availed by the Directors:
The Remuneration & Perquisites of Chairman, Managing Director and Whole Time Director were approved by the members.
- xi) The Ratio of the Remuneration of the highest paid Director to that of Employees who are not Directors but receive Remuneration in excess of the highest paid Director during the year: **Not Applicable**
- xii) Affirmation that the Remuneration is as per the Remuneration Policy of the Company:

The Company's Remuneration Policy is driven by the success and performance of the individual employees and the Company. Through its compensation package, the Company endeavors to attract, retain, develop and motivate a high performance staff. The Company follows a compensation mix of fixed pay, benefits and performance base variable pay. Individual performance pay is determined by business performance and the performance of the individuals measured through the annual appraisal process. The Company affirms Remuneration is as per the Remuneration Policy of the Company.

ANNEXURE TO DIRECTORS' REPORT Contd.

ANNEXURE-4

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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. 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 shareholder's 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 three Independent Directors and three Executive Directors. The Company does not pay any compensation to its non-executive Directors. The Chairman of the Board is an Executive Director.

BOARD PROCEDURE, MEETINGS AND ATTENDANCE RECORD OF EACH DIRECTOR

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 one Board Meeting 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 2016-2017. They were held on 29th April 2016, 30th May 2016, 25th July 2016, 14th November 2016, and 30th January 2017 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. A declaration from all independent directors has been received that they are not independent in more than 7 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 Director-ship*	Committee Member-ship**	Committee Chairman-ship**
Raj Kumar Gupta	Chairman and WTD	5 of 5	No	2	3	2
Jagdish Singh Dalal	NEID	5 of 5	Yes	1	3	2

ANNEXURE TO DIRECTORS' REPORT Contd.

Director	Category	No. of Board Meeting attended	Attendance Particulars Last AGM	Number of other Directorships and Committee Member/Chairmanships		
				Outside Director-ship*	Committee Member-ship**	Committee Chairman-ship**
Satish Chand	NEID	5 of 5	No	-	2	1
Tripti Pande Desai	NEID	4 of 5	Yes	4	3	-
Arvind Sharma	Managing Director	5 of 5	Yes	4	3	-
Varun Gupta	WTD and CEO	5 of 5	Yes	1	-	-

* 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, Stakeholders Relationship Committee, Share Transfer Committee and Nomination and Remuneration Committee, constituted by Vintron Informatics Limited.

Shri Varun Gupta, Whole Time Director-cum-CEO is the son of Shri Raj Kumar Gupta, Chairman-cum-whole Time Director of the Company.

Shri Satish Chand, the Non-Executive Independent Director held 14023 equity shares of the Company.

FAMILIARIZATION PROGRAMME FOR DIRECTORS

The letter of appointment(s) are issued to all Independent Directors setting out in detail, the terms of appointment, duties, responsibilities and expected time commitments. Each newly appointed Director is taken through a formal induction program including the presentation from the Chairman on the Company's manufacturing, marketing, finance and other important aspects. The details of programme for Independent Directors are available at Company's website at <http://vintroninformatics.com/wp-content/uploads/2016/11/DETAIL-OF-FAMILIARIZATION-PROGRAMME-IMPARTED-TO-INDEPENDENT-DIRECTORS.pdf>

SEPARATE MEETINGS OF INDEPENDENT DIRECTORS

One meeting of the Independent Directors was held on 31st March 2017 during the financial year under review.

3. AUDIT COMMITTEE

The Audit Committee of the Board of Directors of the Company was constituted on 3rd day of May 2001 where after it has been re-constituted from time to time with the sufficient number of directors with requisite qualifications.

The Committee comprises of one Executive Director viz. Shri Raj Kumar Gupta, and two Non-executive Independent Directors viz. Shri Satish Chand and Shri Jagdish Singh Dalal. 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 terms of reference, role and power of Audit Committee as revised and stipulated by the Board of Directors from time to time are in conformity and in line with the statutory and regulatory requirements as prescribed under Section 177 of the Companies Act, 2013 and as per provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which includes the following:

Powers of Audit Committee

The Audit Committee shall have powers, which should include the following:

1. To investigate any activity within its terms of reference.
2. To seek information from any employee.
3. To obtain outside legal or other professional advice.
4. To secure attendance of outsiders with relevant expertise, if it considers necessary.

Role of Audit Committee

The role of the Audit Committee includes the following:

1. Oversight 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;

ANNEXURE TO DIRECTORS' REPORT Contd.

2. Recommendation for appointment, remuneration and terms of appointment of auditors of the Company;
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 and auditor's report thereon 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 (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. 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, 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 utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
7. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
8. Approval or any subsequent modification of transactions of the Company with related parties;
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 of 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;
19. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
20. 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 letters/letters of internal control weaknesses issued by the statutory auditors;
 4. Internal audit reports relating to internal control weaknesses; and

ANNEXURE TO DIRECTORS' REPORT Contd.

5. The appointment, removal and terms of remuneration of the Chief Internal Auditor subject to review by the Audit Committee.

Details of Meetings and Attendance

The Committee met Five times during the financial year 2016-2017, on 29th April 2016, 30th May 2016, 25th July 2016, 14th November 2016 and 30th January 2017 respectively. The below mentioned table gives the details of attendance of members at the meetings of the Audit Committee held during 2016-2017:

Name of the Director	Position	Category	No. of Meetings held	No. of Meetings Attended
Shri Satish Chand	Chairman	Non-Executive Independent Director	5	5
Shri Jagdish Singh Dalal	Member	Non-Executive Independent Director	5	5
Shri Raj Kumar Gupta	Member	Executive Promoter Director	5	5

The Internal Auditors and Statutory Auditors are permanent invitees to the Audit Committee Meetings. Further, representatives from various departments of the Company also attended the meetings as and when desired by the members of the Committee to answer and clarify questions raised at the Audit Committee. The Company Secretary shall act as the secretary to the committee.

4. NOMINATION AND 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 / Non-Executive Independent Directors. The Nomination and Remuneration Committee comprises of one executive and three independent Directors, Shri Raj Kumar Gupta being Executive Director, whereas Shri Jagdish Singh Dalal (Chairman of the Committee), Shri Satish Chand and Mrs. Tripti Pande Desai being Non-executive Independent Directors on the Board of the Company. Shri Jagdish Singh Dalal is the Chairman of the Committee. The Company Secretary shall act as the secretary to the committee.

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.

The Committee did not meet during the financial year 2016-2017.

PERFORMANCE EVALUATION CRITERIA FOR INDEPENDENT DIRECTORS

The criteria for performance evaluation covered the areas relevant to the functioning as Independent Directors such as preparation, participation, conduct and effectiveness. The performance evaluation of Independent Directors was done by the entire Board of Directors and in the evaluation the Directors who are subject to evaluation had not participated.

5. REMUNERATION TO DIRECTORS

Details of Remuneration paid to Managing / Whole-time Directors for the year ended 31.03.2017 is given below:

Name	Salary (Rs.)	Perquisites & Allowances (Rs.)	Commission (Rs.)	Total (Rs.)	Service Term
Raj Kumar Gupta	1,500,000.00	284,000.00	0.00	1,784,000.00	5 Years
Arvind Sharma	1,860,000.00	0.00	0.00	1,860,000.00	5 Years
Varun Gupta	540,000.00	0.00	0.00	540,000.00	5 Years

There are no pecuniary relationship and/or transactions between Non-Executive Independent Directors and the Company's management.

All non- executive Directors on the Board or any committee thereof are ordinary directors and are not paid any fixed remuneration, are paid conveyance expenses for attending the meetings.

6. STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board has constituted the Stakeholders Relationship Committee to take care of the complaints/grievances of the shareholders/members of the Company and redressal thereof. This Committee comprises of one executive and

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ANNEXURE TO DIRECTORS' REPORT Contd.

one independent Director namely Shri Raj Kumar Gupta being an Executive Director, and Shri Jagdish Singh Dalal being Non-executive/Independent Directors.

Shri Jagdish Singh Dalal is the Chairman of the Committee and the Company Secretary shall act as the secretary to the committee. Shri U. S. Lakhera, Manager-Secretarial/Administration is designated as Compliance Officer of the Company since a long period.

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, the Company has not received any complaints during the financial year 2016-2017:

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

7. GENERAL BODY MEETING

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

Year	Venue	Date	Time
2014	Arya Auditorium, Desraj Campus, C-Block, East of Kailash, New Delhi-110065	29/09/2014	10.30 a.m.
2015	Arya Auditorium, Desraj Campus, C-Block, East of Kailash, New Delhi-110065	14/09/2015	10.00 a.m.
2016	Arya Auditorium, Desraj Campus, C-Block, East of Kailash, New Delhi-110065	27/09/2016	10.00 a.m.

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

AGM	Details of Special Resolution
23rd Annual General Meeting	Re-appointment of Shri Raj Kumar Gupta as Chairman & Managing Director for another period of five years
24th Annual General Meeting	1. Approval and authorization to the Board of Directors for sale, lease or dispose off the properties, assets and undertakings 2. Appointment of Shri Arvind Sharma as Managing Director of the Company and remunerations payable to him for a period of five years with effect from 1st June 2015 3. Appointment of Shri Varun Gupta as Whole Time Director of the Company and remunerations payable to him for a period of five years with effect from 1st June 2015
25th Annual General Meeting	4. Re-designation of Shri Raj Kumar Gupta as Whole Time Director and Chairman of the Company for the remaining period of his previous appointment till 30th September 2019 - None -

8. MEANS OF COMMUNICATION

Timely disclosure of consistent, relevant and reliable information on financial performance is at the core of good governance. Towards this end, major steps taken are as under:

- The quarterly results of the Company were announced within stipulated 45 days of end of quarter and audited annual results along with results for the fourth quarter were announced within stipulated 60 days of the end of

ANNEXURE TO DIRECTORS' REPORT Contd.

the financial year. The approved financial results of the Company during the financial year 2016-2017 are forthwith sent to all the Stock Exchanges with whom the Company has listing arrangements. Further, the results in the prescribed Proforma along with the detailed press release is published within 48 hours of the conclusion of the meeting of the Board of Directors in leading English and Hindi dailies having wide circulation across the country. Financial results are also displayed on the website of the Company.

- Updated information relating to shareholding pattern, financial results etc. is available on BSE Listing Centre in addition to the Company's website.
- The website of the Company contains dedicated section 'Investor Zone' having updated relevant information for shareholders.
- The management discussion & analysis report forms part of the Directors' Report.

9. INVESTOR INFORMATION

a) ANNUAL GENERAL MEETING:

Day & Date	:	Tuesday, 26th day of September, 2017
Time	:	10.00 a.m.
Financial Year	:	2016-2017
Venue	:	Arya Auditorium, Desraj Campus, C-Block, East Of Kailash, New Delhi 110065
Book Closure	:	Wednesday, the 20th day of September, 2017 to Tuesday, the 26th day of September, 2017 (both days inclusive)
Address for Correspondence of Registrar & Share Transfer Agent	:	M/s. Skyline Financial Services Pvt. Ltd. Registered Office: D-153/A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Phone: 011-26812682-83, 64732681-88; Fax: 91-11-26812683; E-mail: admin@skylinerta.com; website: www.skylinerta.com
Compliance Officer	:	Shri U. S. Lakhera, Manager-Secretarial/Administration
ISIN No.	:	INE043B01028

TENTATIVE FINANCIAL CALENDER

Results for the quarter ending 30.06.2017	:	2nd week of August, 2017
Results for the quarter / half year ending 30.09.2017	:	2nd week of November, 2017
Results for the quarter / nine months ending 31.12.2017	:	2nd week of February, 2018
Results for the quarter / year ending 31.03.2018	:	4th week of May, 2018

b) LISTING ON STOCK EXCHANGES

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

- The BSE Limited, Floor-25, Phiroze Jeejeebhoy Towers, Dalal Street, Fort, Mumbai – 400 001
- The Calcutta Stock Exchange Ltd., 7 Lyons Range, Calcutta - 700 001
- 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)

c) STOCK CODE

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

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

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ANNEXURE TO DIRECTORS' REPORT Contd.

d) STOCK PRICE DATA * (Amount in Rs.)

2016-2017 Month	BSE Limited, Mumbai	
	High	Low
April 2016	3.41	2.85
May 2016	2.81	2.14
June 2016	2.90	2.09
July 2016	2.51	1.88
August 2016	2.48	2.00
September 2016	2.29	1.97
October 2016	2.35	1.95
November 2016	2.27	1.86
December 2016	1.94	1.62
January 2017	1.96	1.56
February 2017	1.86	1.33
March 2017	1.39	1.02

* Based on the figures available at official website of the BSE Limited

e) SHARE TRANSFER SYSTEM

Presently the shares, which are received in physical form, are transferred within a period of 10-12 days from the date of receipt, subject to the documents being valid and complete in all respects.

f) DISTRIBUTION OF SHAREHOLDING AS ON 31ST MARCH 2017

No. of Shares	No. of Shareholders	% of Shareholders	No. of Shares	% of Shares
Upto 5000	11,699	98.49	3,304,613	4.22
5001-10000	85	0.72	628,412	0.80
10001-20000	37	0.31	534,581	0.68
20001-30000	16	0.13	429,922	0.55
30001-40000	8	0.07	277,895	0.35
40001-50000	6	0.05	282,474	0.36
50001-100000	6	0.05	380,363	0.49
100001 onwards	21	0.18	72,517,540	92.55
Total	11,878	100.00	78,355,800	100.00

CATEGORY WISE SHAREHOLDING PATTERN AS ON 31ST MARCH 2017

Category	No. of Shares Held	% of Shares Held
Promoters	781,700	1.00
Persons acting in Concert	57,985,150	74.00
Mutual Funds	0	0.00
Financial Institutions	0	0.00
Foreign Institutional Investors	0	0.00
Banks	0	0.00
Bodies Corporate	6,636,923	8.47
NRIs / OCBs	554,076	0.71
Hindu Undivided Family / Public Trusts	1,090,913	1.39
Clearing Members / House / NBFC	12,645	0.02
Public	11,294,393	14.41
Total	78,355,800	100.00
Number of Shares in Physical Form	1,182,002	1.51
Number of Shares in Electronic Form	77,173,798	98.49
Total	78,355,800	100.00

ANNEXURE TO DIRECTORS' REPORT Contd.

g) DEMATERIALIZATION OF SHARES AND LIQUIDITY

Nearly 98.49% of total equity share capital is held in dematerialized form upto 31/03/2017 with NSDL/ CDSL. The shares of the Company are listed on BSE, CSE and DSE, which provide sufficient liquidity to the investors.

h) REGISTERED/CORPORATE OFFICE AND PLANT:

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

i) ADDRESS FOR CORRESPONDENCE

The shareholders may address their communication/grievances/queries/ suggestions to:

Company	Registrar and Share Transfer Agents
VINTRON INFORMATICS LIMITED F-90/1A, Okhla Industrial Area, Phase-I, New Delhi-110020 Phone: 011-43740000; Fax: 011-43740040 E-mail: vil_vintron@hotmail.com Website: www.vintroninformatics.com	SKYLINE FINANCIAL SERVICES PVT. LTD. Registered Office: D-153/A, First Floor, Okhla Industrial Area, Phase-I, New Delhi-110020 Phone: 011-26812682-83, 64732681-88 Fax: 91-11-26812683; E-mail:admin@skylinerta.com website: www.skylinerta.com

The above report has been placed before the Board at its meeting held on 11th day August, 2017 and the same was approved.

10. DISCLOSURES

- During the financial year ended on 31st March 2017, there were no materially significant related party transactions that may potential conflict with the interests of the Company at large.
- Neither were any penalties imposed, nor were any strictures passed by Stock Exchange or SEBI or any Statutory Authority or any capital market related matters during the last three years.
- The Company has announced Whistle Blower Policy. All the personnel of the Company have the access to the Audit Committee.
- The Company has not received any proceeds from public issue, rights issue and/or preferential issue(s) during the financial year under review.
- The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable, and prepared the accounts on going concern basis.
- The Company has complied with the mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as well as listing agreement entered with the Stock Exchange/s.
- Information pertaining to particulars of the Directors to be appointed and re-appointed at the forthcoming Annual General Meeting is being included in the notice / explanatory statement to the Notice convening the 26th Annual General Meeting.
- The Company has in place a comprehensive Code of Conduct (the Code) applicable to all the Directors and Senior Management. The Code gives guidance and support needed for ethical conduct of business and compliance of law. A copy of the Code has been put on the Company's website (www.vintroninformatics.com). The Code has been circulated to all the members of the Board and Senior Management and its compliance is affirmed by them
- The Board in its Report to the Members of the Company have confirmed that the Annual Accounts for the year ended March 31, 2017 have been prepared as per applicable Accounting Standards and policies and that sufficient care has been taken for maintaining adequate accounting records.
- The management discussions and analysis report forms part of the Annual Report.
- The website link for policy on dealing with related party transactions is http://vintroninformatics.com/wp-content/uploads/2016/09/RELATED-PARTY-TRANSACTIONS-POLICY_FINAL.pdf

11. NON- MANDATORY REQUIREMENTS UNDER THE PROVISIONS OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

The Company has adopted following Non-mandatory requirements of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015:

ANNEXURE TO DIRECTORS' REPORT Contd.

i. The Board

The Chairman of the Company is the Executive Chairman.

All the Directors including Independent Directors are appointed/re-appointed by the Board from time to time. The Board of Directors of the Company appointed the Independent Directors for 5 consecutive years.

ii. Shareholders' Rights

The quarterly, half-yearly and annual financial results of the Company are published in the newspapers and are also posted on the Company's website. The complete Annual Report is sent to each and every shareholder of the Company.

iii. Audit Qualifications

There are no Audit Qualifications in the Company's financial statements for the year under reference.

iv. Reporting of Internal Auditors

The Internal Auditors directly report to the Audit Committee.

12. COMPLIANCE CERTIFICATE

Compliance Certificate for Corporate Governance from M/s. APAS & Co., the Statutory Auditors of the Company is annexed herewith.

Annexure-5

AUDITORS' CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE UNDER THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

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, 2017 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 the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 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/Stakeholder's Relationship Committee.

For APAS & Co.
Chartered Accountants
Firm Regn. No. 000340C

Sd/-
Sumit Kathuria
Partner

Membership No. 520078

Place : **New Delhi**
Dated : **11-08-2017**

ANNEXURE TO DIRECTORS' REPORT Contd.

Annexure-6

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN
As on financial year ended on 31.03.2017**

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

I. REGISTRATION & OTHER DETAILS:

1. CIN	L72100DL1991PLC045276
2. Registration Date	06-08-1991
3. Name of the Company	VINTRON INFORMATICS LIMITED
4. Category/Sub-category of the Company	COMPANY LIMITED BY SHARES INDIAN NON-GOVERNMENT COMPANY
5. Address of the Registered office & contact details	F-90/1A, Okhla Industrial Area, Phase-I Near ESIC Hospital, New Delhi-110020 Phone: 011-43740000; Fax: 011-43740040
6. Whether listed Company	YES
7. Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/S. Skyline Financial Services Private Limited D-153/A First Floor, Okhla Industrial Area Phase-I, New Delhi-110020 Phone: 011-26812682-83; 64732681-88 e-mail: admin@skylinerta.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)

Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the Company
Printed Circuit Boards /CCTV CAMERAS / DVR'S ETC.	26104	89.51%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% age of Shares held	Applicable Section
Goodworth Build Invest Private Limited E-20 1st & 2nd Floor, Hauz Khas, New Delhi-110016	U67120DL1996PTC080563	Holding	73.93	2(46)

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ANNEXURE TO DIRECTORS' REPORT Contd.

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

A) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year [As on 01-April-2016]				No. of Shares held at the end of the year [As on 31-March-2017]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/ HUF	781700	0	781700	1.00	781700	0	781700	1.00	
b) Central Govt	0	0	0	0.00	0	0	0	0.00	
c) State Govt(s)	0	0	0	0.00	0	0	0	0.00	
d) Bodies Corporate	72559699	900	72560599	92.60	57984250	900	57985150	74.00	-18.60
e) Banks / FI	0	0	0	0.00	0	0	0	0.00	
f) Any other	0	0	0	0.00	0	0	0	0.00	
Sub-Total (A) (1)	73341399	900	73342299	93.60	58765950	900	58766850	75.00	-18.60
(2) Foreign									
a) NRIs – Individuals	0	0	0	0.00	0	0	0	0.00	
b) Other – Individuals	0	0	0	0.00	0	0	0	0.00	
c) Bodies Corporates	0	0	0	0.00	0	0	0	0.00	
d) Banks / FI	0	0	0	0.00	0	0	0	0.00	
e) Any Other	0	0	0	0.00	0	0	0	0.00	
Sub-Total (A) (2)	0	0	0	0.00	0	0	0	0.00	
Total Shareholding of Promoters (A) = (A)(1)+ (A)(2)	73341399	900	73342299	93.60	58765950	900	58766850	75.00	-18.60
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	
b) Banks / FI	0	0	0	0.00	0	0	0	0.00	
c) Central Govt	0	0	0	0.00	0	0	0	0.00	
d) State Govt(s)	0	0	0	0.00	0	0	0	0.00	
e) Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	
g) FIs	0	0	0	0.00	0	0	0	0.00	
h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	
i) Others (specify)	0	0	0	0.00	0	0	0	0.00	
Sub-total (B)(1):-	0	0	0	0.00	0	0	0	0.00	
2. Non-Institutions									
a) Bodies Corp.									
i) Indian	368134	2200	370334	0.47	6634223	2200	6636423	8.47	8.00
ii) Overseas	500	0	500	0.00	500	0	500	0.00	
b) Individuals									
i) Individual shareholders holding nominal share capital upto Re. 1.00 lakh	3072808	978702	4051510	5.17	3908556	976602	4885158	6.23	1.06
ii) Individual shareholders holding nominal share capital in excess of Re. 1.00 lakh	0	0	0	0.00	6409235	0	6409235	8.18	8.18

ANNEXURE TO DIRECTORS' REPORT Contd.

c) Others (HUF)	160962	0	160962	0.21	1090813	0	1090813	1.39	1.18
Non Resident Indians	228995	200200	429195	0.55	353876	200200	554076	0.71	0.16
Overseas Corporate Bodies	0	0	0	0.00	0	0	0	0.00	
Foreign Nationals	0	0	0	0.00	0	0	0	0.00	
Clearing Members	900	0	900	0.00	7645	0	7645	0.01	0.01
Trusts	100	0	100	0.00	100	0	100	0.00	
Foreign Bodies - D R	0	0	0	0.00	0	0	0	0.00	
NBFCs Registered with RBI	0	0	0	0.00	5000	0	5000	0.01	0.01
Sub-total (B)(2):-	3832399	1181102	5013501	6.40	18409948	1179002	19588950	25.00	18.60
Total Public Shareholding (B)=(B)(1)+ (B)(2)	3832399	1181102	5013501	6.40	18409948	1179002	19588950	25.00	18.60
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	
Grand Total (A+B+C)	77173798	1182002	78355800	100.00	77175898	1179902	78355800	100.00	0.00

B) Shareholding of Promoter(s)

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding 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	Uma Gupta	328800	0.42	0	328800	0.42	0	
2	Raj Kumar Gupta	452900	0.58	0	452900	0.58	0	
3	Vintron Electronics Limited	4170	0.00	0	4170	0.00	0	
4	Ritika Electronics Private Limited	23000	0.03	0	23000	0.03	0	
5	Vintron Computers Private Limited	33429	0.04	0	33429	0.04	0	
6	Goodworth Build Invest Pvt. Ltd.	72500000	92.53	0	57924551	73.93	0	-18.60
	Total	73342299	93.60	0	58766850	75.00	0	-18.60

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

S. No.	Particulars	Date	Reason	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	At the beginning of the year	01-04-2016		73342299	93.60	73342299	93.60
2	Changes during the year	12-08-2016	Decreased by way of transfer to Net Access Communication Limited vide Hon'ble High Court Order dated 21-01-2015	-6400000	-8.17	66942299	85.43
		28-02-2017 to 23-03-2017	Decreased by way of OFS between 28-02-2017 to 01-03-2017 and 22-03-2017 to 23-03-2017	-8175449	-10.43	58766850	75.00
3	At the end of the year (1+2)	31-03-2017		58766850	75.00	58766850	75.00

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ANNEXURE TO DIRECTORS' REPORT Contd.

D) Shareholding Pattern of top ten Shareholders:-
(Other than Directors, Promoters and Holders of GDRs and ADRs):

S. No.	For Each of the Top 10 Shareholders	Date of Change/ become part of Top-10	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.	Suresh Kumar Chauhan		223995	0.29	223995	0.29
2.	Sajjan Duggar #		180000	0.23	180000	0.23
3.	Stitch-Line Finance Private Limited #		79500	0.10	79500	0.10
4.	Mahender Kumar Duggar #		70000	0.09	70000	0.09
5.	Shri Parasram Holdings Private Limited #		55387	0.07	51973	0.07
6.	Shashikant C Shah #		54853	0.07	53853	0.07
7.	Blue Bell Finance Limited #		49000	0.06	49000	0.06
8.	Pramod Kumar Mittal #		41500	0.05	41500	0.05
9.	Ruchika Gupta #		37500	0.05	37500	0.05
10.	Ritu Agrawal #		35200	0.04	35200	0.04
11.	Net Axxess Communications Limited ###	12-08-2016	-	N.A.	5796356	7.40
12.	Manisha Narang ##	03-03-2017	-	N.A.	2073511	2.65
13.	Yash Vardhan Singhania ##	03-03-2017	-	N.A.	847149	1.08
14.	N Rama Subramanian ##	03-03-2017	-	N.A.	847149	1.08
15.	Girish Singhania ##	03-03-2017	-	N.A.	847148	1.08
16.	Rekha Singhania ##	03-03-2017	-	N.A.	829649	1.06
17.	Girish Narang ##	03-03-2017	-	N.A.	700000	0.89
18.	Ritesh Kumar Garg ##	03-03-2017	-	N.A.	340000	0.43
19.	Sunita Kantilal Vardhan ##	24-03-2017	-	N.A.	208093	0.27
20.	Master Capital Services Ltd ###	04-11-2016	-	N.A.	117233	0.15
21.	Dharmesh Gosalia ###	03-02-2017	-	N.A.	58273	0.07
22.	Geojit BNP Paribas Financial Services Limited ###	28-10-2016	-	N.A.	5345	0.01

Shareholders were the part of Top-10 shareholders as at the beginning of year. But, ceased to be amongst Top-10 shareholders at the end of year.

Not amongst Top-10 shareholders as at the beginning of the year.

Not amongst Top-10 shareholders as at the beginning of the year, became part of Top-10 during the year and ceased to be amongst Top-10 shareholders at the end of the year.

E) Shareholding of Directors and Key Managerial Personnel:-

S. No.	Shareholding of each Directors and each Key Managerial Personnel	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.	Raj Kumar Gupta	452900	0.58	452900	0.58
2.	Jagdish Singh Dalal	0	0.00	0	0.00
3.	Satish Chand	14023	0.02	14023	0.02
4.	Arvind Sharma	1200	0.00	1200	0.00
5.	Varun Gupta	0	0.00	0	0.00
6.	Tripti Pande Desai	0	0.00	0	0.00
7.	Kajal Gupta, Company Secretary (KMP)	0	0.00	0	0.00
8.	Dinesh Kumar Gupta, CFO (KMP)	0	0.00	0	0.00

ANNEXURE TO DIRECTORS' REPORT Contd.

F) INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	57,039,705.00	41,072,608.00	0.00	98,112,313.00
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	57,039,705.00	41,072,608.00	0.00	98,112,313.00
Change in Indebtedness during the financial year				
* Addition	0.00	40,900,000.00	0.00	40,900,000.00
* Reduction	6,651,017.00	0.00	0.00	6,651,017.00
Net Change	6,651,017.00	40,900,000.00	0.00	47,551,017.00
Indebtedness at the end of the financial year				
i) Principal Amount	50,388,688.00	81,972,608.00	0.00	132,361,296.00
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	50,388,688.00	81,972,608.00	0.00	132,361,296.00

V. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL(S)

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

S. No.	Particulars of Remuneration	Shri Raj Kumar Gupta, Chairman-cum-Whole Time Director	Shri Arvind Sharma, Managing Director	Shri Varun Gupta, Whole Time Director-cum-CEO	Total Amount
1.	Gross salary				
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	1,500,000.00	1,860,000.00	540,000.00	3,900,000.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	284,000.00	0.00	0.00	284,000.00
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	0.00	0.00	0.00	0.00
2.	Stock Option	0.00	0.00	0.00	0.00
3.	Sweat Equity	0.00	0.00	0.00	0.00
4.	Commission				
	- as % of profit	0.00	0.00	0.00	0.00
	- others, specify...	0.00	0.00	0.00	0.00
5.	Others, please specify	0.00	0.00	0.00	0.00
	Total (A)	1,784,000.00	1,860,000.00	540,000.00	4,184,000.00
	Ceiling as per the Act				4,200,000.00

B. Remuneration to other Director(s):- None

S. No.	Particulars of Remuneration	Name of Director(s)			Total Amount
		Jagdish Singh Dalal	Satish Chand	Tripti Pande Desai	
1.	Independent Directors				
	Fee for attending board committee meetings	0.00	0.00	0.00	0.00
	Commission	0.00	0.00	0.00	0.00
	Others, please specify	0.00	0.00	0.00	0.00
	Total (1)	0.00	0.00	0.00	0.00

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ANNEXURE TO DIRECTORS' REPORT Contd.

S. No.	Particulars of Remuneration	Name of Director(s)			Total Amount
		Jagdish Singh Dalal	Satish Chand	Tripti Pande Desai	
2	Other Non-Executive Directors	0.00	0.00	0.00	0.00
	Fee for attending board committee meetings	0.00	0.00	0.00	0.00
	Commission	0.00	0.00	0.00	0.00
	Others, please specify	0.00	0.00	0.00	0.00
	Total (2)	0.00	0.00	0.00	0.00
	Total (B)=(1+2)	0.00	0.00	0.00	0.00
	Total Managerial Remuneration	0.00	0.00	0.00	0.00
	Overall Ceiling as per the Act	0.00	0.00	0.00	0.00

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:-

S. No.	Particulars of Remuneration	Key Managerial Personnel		
		Company Secretary	Chief Financial Officer	Total
1.	Gross salary			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	250,200.00	1,015,200.00	1,265,400.00
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	0.00	0.00	0.00
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.00	0.00	0.00
2.	Stock Option	0.00	0.00	0.00
3.	Sweat Equity	0.00	0.00	0.00
4.	Commission	0.00	0.00	0.00
	- as % of profit	0.00	0.00	0.00
	others, specify...	0.00	0.00	0.00
5.	Others, please specify	0.00	0.00	0.00
	Total (C)	250,200.00	1,015,200.00	1,265,400.00

VI. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:- NONE

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 OFFICER IN DEFAULT					
Penalty					
Punishment					
Compounding					

By order of the Board
FOR VINTRON INFORMATICS LIMITED

Place : F-90/1A, Okhla Industrial Area Phase-I, New Delhi-110020
Date : 11th August, 2017

Sd/-
(RAJ KUMAR GUPTA)
Chairman & Whole Time Director
DIN: 00019125

INDEPENDENT AUDITORS' REPORT

**TO
THE MEMBERS OF
VINTRON INFORMATICS LIMITED**

Report on the Standalone Financial Statements

We have audited the accompanying standalone financial statements of **VINTRON INFORMATICS LIMITED** ("the Company"), which comprise the Balance Sheet as at 31st March, 2017, the Statement of Profit and Loss, the Cash Flow Statement for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Standalone 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 and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of 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 financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement. An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give 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 financial statements.

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March 2017, and its loss, and its cash flows for the year ended on that date.

Emphasis of Matter

We draw out attention to

- a) Note no 26 regarding erosion of net worth of the Company as at 31st March 2017 due to loss incurred during the year on account of impairment of value of inventories due to obsolescence. In view of management's perception considering the loss/erosion of net worth as temporary and excess of current assets over current liabilities, financial statements are being prepared on going concern basis.

We have not modified our opinion on this matter.

Report on Other Legal and Regulatory Requirements

1. As required by the 'Companies (Auditor's Report) Order, 2016', issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act (hereinafter referred to as the "Order"), we give in the Annexure 'I' a statement on the matters specified in paragraphs 3 and 4 of the Order.

INDEPENDENT AUDITORS' REPORT Contd.

2. As required by Section 143 (3) of the Act, we report that:
- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - (c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement 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 Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March, 2017 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2017 from being appointed as a director in terms of Section 164 (2) of the Act.
 - (f) In our opinion the matter referred in Note 'a' in "Emphasis of Matter" above may have an adverse effect on the functioning of the Company.**
 - (g) We are enclosing herewith a report in Annexure II for our opinion on adequacy of internal financial controls system in place in the Company and the operating effectiveness of such controls.
 - (h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
 - i. The Company has disclosed the impact of pending litigations on its financial position in its financial statements – Refer Note 23 & 24 to the financial statements.
 - ii. According to the information and explanations provided to us, the Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. There has been no amount, required to be transferred during the year, to the Investor Education and Protection Fund by the Company.
 - iv. The Company has provided requisite disclosures in its Note No. 13 the financial statements as to holdings as well as dealings in Specified Bank Notes during the period from 8th November, 2016 to 30th December, 2016. Based on audit procedures and relying on the management representation we report that the disclosures are in accordance with books of account and records maintained by the Company and as produced to us by the Management.

For O. P. BAGLA & CO.
CHARTERED ACCOUNTANTS
FIRM REGN. No. 000018N

Sd/-
(RAKESH KUMAR)
PARTNER

Membership No. 087537

PLACE : **NEW DELHI**
DATED : **30/05/2017**

ANNEXURE- I TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 1 under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)

- i. In respect of its fixed assets:
 - 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, fixed assets have been physically verified by the management in a phased periodical manner, which in our opinion is reasonable, having regard to the size of the Company and nature of its assets. As in informed to us no material discrepancies were noticed on such physical verification.
 - c) Title deed in respect of immovable property is held in the name of the Company.
- ii. As explained to us physical verification has been conducted by the management at reasonable intervals in respect of inventories of finished goods, stores, spare parts and raw materials. We were explained that no material discrepancies have been noticed on physical verification.

ANNEXURE TO AUDITORS' REPORT

- iii. As informed to us the Company has not granted any loans, secured or unsecured to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under section 189 of the Companies Act, 2013.
- iv. According to the information and explanations given to us, the Company has no transactions in respect of loans, investments, guarantees and securities covered under the provisions of Section 185 and 186.
- v. According to the information and explanations given to us the Company has not accepted any deposits, in terms of the directives issued by the Reserve Bank of India and the provisions of sections 73 to 76 or any other relevant provisions of the Companies Act, 2013 and the rules framed there under.
- vi. In respect of business activities of the Company maintenance of cost records has not been specified by the Central Government under sub-section (l) of section 148 of the Companies Act read with rules framed thereunder.
- vii. 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 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	Directorate of Revenue Intelligence
Sales Tax Demand	86.70	Commissioner/Appellate Tribunals

- viii. Based on our audit procedures and on the basis of information and explanations given to us by the management, we are of the opinion that there is no borrowings from the banks/ financial institution/Government and the Company has not issued any debentures.
- ix. As explained to us term loans obtained during the year were applied for the purpose for which the loans were obtained by the Company. The Company has not raised any money during the year by way initial or further public offer.
- x. Based upon the audit procedures performed and information and explanations given by the management, we report that, no fraud by the Company or on the Company by its officers or employees has been noticed or reported during the course of our audit for the year ended 31.03.2017.
- xi. According to information and explanations given to us, the managerial remuneration paid and provided by the Company during the year is in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V of the Companies Act, 2013.
- xii. The provisions of clause (xii) of the Order are not applicable as the Company is not a Nidhi Company as specified in the clause.
- xiii. According to information and explanations given to us we are of the opinion that all related party transactions are in compliance with the Section 177 and 188 of Companies Act, 2013. Necessary disclosures have been made in the financial statements as required by the applicable Accounting Standards.
- xiv. According to information and explanations given to us the Company has not made any preferential allotment or private placement of shares or debentures during the year.
- xv. According to information and explanations given to us the Company has not entered into any non-cash transaction with the director or any person connected with him during the year.
- xvi. In our opinion, in view of its business activities, the Company is not required to be registered under section 45IA of Reserve Bank of India Act, 1934.

For O. P. BAGLA & CO.
 CHARTERED ACCOUNTANTS
 FIRM REGN. No. 000018N

Sd/-

(RAKESH KUMAR)
 PARTNER

Membership No. 087537

PLACE : NEW DELHI
 DATED : 30/05/2017

ANNEXURE TO AUDITORS' REPORT Contd.

ANNEXURE- II TO THE INDEPENDENT AUDITOR'S REPORT

(Referred to in paragraph 2(f) under 'Report on Other Legal and Regulatory Requirements' section of our report of even date)
We have audited the internal financial controls over financial reporting of **VINTRON INFORMATICS LIMITED** ("the Company") as of 31st March 2017 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

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

Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, 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 sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

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

Opinion

In our opinion, the company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31st March 2017, based on the internal control over financial reporting criteria established by the company considering the essential components of internal control stated in the Guidance Note on "Audit of Internal Financial Controls Over Financial Reporting" issued by the Institute of Chartered Accountants of India.

For O. P. BAGLA & CO.
CHARTERED ACCOUNTANTS
FIRM REGN. No. 000018N

Sd/-

(RAKESH KUMAR)

PARTNER

Membership No. 087537

PLACE : NEW DELHI
DATED : 30/05/2017

BALANCE SHEET AS AT 31ST MARCH, 2017

PARTICULARS	Note	AS AT 31.03.2017	AS AT 31.03.2016
EQUITY AND LIABILITIES			
Shareholders' funds			
Share Capital	2	78,365,650	78,365,650
Reserves and Surplus	3	(115,289,577)	(23,213,540)
		(36,923,927)	55,152,110
Non-current liabilities			
Long-term Borrowings	4	132,361,296	98,112,313
		132,361,296	98,112,313
Current liabilities			
Trade Payables	5	41,369,154	37,714,222
Other Current Liabilities	6	15,796,718	16,600,209
Short Term Provisions	7	570,543	541,352
		57,736,415	54,855,783
TOTAL		153,173,784	208,120,206
ASSETS			
Non-current assets			
Fixed Assets			
Tangible Assets	8	49,955,837	51,896,865
Intangible Assets	8A	1,374,809	1,734,383
Long-term Advances	9	8,956,788	695,498
Other Non Current Assets	10	6,043,409	5,639,735
		66,330,843	59,966,481
Current assets			
Inventories	11	33,145,244	87,279,487
Trade Receivables	12	44,085,335	50,622,150
Cash and Bank Balances	13	1,773,856	2,418,585
Short-term Loans and Advances	14	7,838,506	7,833,503
		86,842,941	148,153,725
TOTAL		153,173,784	208,120,206

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

Sd/-
(R. K. GUPTA)
 Chairman & WTD
 DIN: 00019125

Sd/-
(ARVIND SHARMA)
 Managing Director
 DIN: 00012177

Sd/-
(J. S. DALAL)
 Director
 DIN: 02251250

Place : New Delhi
 Dated : 30/05/2017

Sd/-
(RAKESH KUMAR)
 Partner

Sd/-
(DINESH K. GUPTA)
 CFO
 PAN: AFLPG9534M

Sd/-
(KAJAL GUPTA)
 Company Secretary
 PAN: AKQPG0886Q

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STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2017

PARTICULARS	Note	FOR THE YEAR ENDED 31.03.2017	FOR THE YEAR ENDED 31.03.2016
REVENUE FROM OPERATIONS			
Sales	15	198,330,547	129,910,343
Less: Excise Duty		(8,982,128)	(15,846,505)
Less: Discount & Rate Diffrence		(2,563,320)	(1,834,560)
		186,785,099	112,229,278
Job Work Receipts		32,652,737	33,145,749
Total Revenue from Operations		219,437,836	145,375,027
Other Income	16	2,124,483	1,681,011
Total Revenue		221,562,319	147,056,038
EXPENSES			
Cost of Material consumed	17	170,988,636	122,549,975
Purchase of Trading Goods		8,726,008	9,297,555
Changes in inventories	18	52,885,213	(32,153,457)
Employee benefits Expenses	19	42,133,475	36,126,485
Finance Costs	20	8,234,094	8,560,661
Depreciation & Amoritisation	9	8,025,081	7,963,732
Manufacturing Administration & Other Expenses	21	22,645,849	20,567,075
Total Expenses		313,638,356	172,912,026
Profit (Loss) before exceptional and extraordinary items & tax		(92,076,037)	(25,855,988)
Tax expense:			
Income tax Adjustment for earlier years		0	0
Profit (Loss) for the year from continuing operation		(92,076,037)	(25,855,988)
Earnings per Share		(1.17)	(0.33)

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

Sd/-
(R. K. GUPTA)
 Chairman & WTD
 DIN: 00019125

Sd/-
(ARVIND SHARMA)
 Managing Director
 DIN: 00012177

Sd/-
(J. S. DALAL)
 Director
 DIN: 02251250

Place : New Delhi
 Dated : 30/05/2017

Sd/-
(RAKESH KUMAR)
 Partner

Sd/-
(DINESH K. GUPTA)
 CFO
 PAN: AFLPG9534M

Sd/-
(KAJAL GUPTA)
 Company Secretary
 PAN: AKQPG0886Q

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2017

PARTICULARS	FOR THE YEAR ENDED 31.03.2017	FOR THE YEAR ENDED 31.03.2016
A. Cash Flow from Operating Activities		
Net Profit before tax and extra ordinary items	(92,076,037)	(25,855,988)
Adjustment for :		
Depreciation	8,025,081	7,963,732
Interest Received	(471,693)	(674,984)
	7,553,388	7,288,748
Operating Profit before Working Capital Facilities	(84,522,649)	(18,567,240)
Adjustment for :		
Trade & Other Receivable	(1,729,478)	3,575,753
Inventories	54,134,243	2,256,029
Trade Payable	2,030,736	13,915,907
	54,435,501	19,747,689
Cash generated from operation	(30,087,148)	1,180,449
Income Tax Paid/TDS Adjustment	0	0
	0	0
Net Cash Flow from operating activities	(30,087,148)	1,180,449
B. Cash Flow From Investing activities		
Purchase of fixed assets	(5,724,479)	(1,040,615)
Interest Received	471,693	674,984
Investment in FDR (Non Cash equivalent items)	(403,674)	0
	(5,656,460)	(365,631)
Net Cash used in investing activities	(5,656,460)	(365,631)
C. Cash Flow from Financing Activities		
Proceed from Long Term Borrowings	35,098,879	(828,503)
Repayment of Long term borrowings	0	0
	35,098,879	(828,503)
Net Cash used in financing activities	35,098,879	(828,503)
NET INCREASE IN CASH AND CASH EQUIVALENTS	(644,729)	(13,685)
Cash & Cash equivalent Opening	2,418,585	2,432,270
Cash & Cash equivalent Closing	1,773,856	2,418,585
COMPONENTS OF CASH AND CASH EQUIVALENTS		
Cash on hand	418,674	830,310
Balance with Banks	1,355,182	1,588,275
	1,773,856	2,418,585

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.
- 3 Items comprising cash and cash equivalents are shown in Note No.13

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

Sd/-
(R. K. GUPTA)
Chairman & WTD
DIN: 00019125

Sd/-
(ARVIND SHARMA)
Managing Director
DIN: 00012177

Sd/-
(J. S. DALAL)
Director
DIN: 02251250

Place : New Delhi
Dated : 30/05/2017

Sd/-
(RAKESH KUMAR)
Partner

Sd/-
(DINESH K. GUPTA)
CFO
PAN: AFLPG9534M

Sd/-
(KAJAL GUPTA)
Company Secretary
PAN: AKQPG0886Q

NOTES

NOTE NO. 1 TO THE FINANCIAL STATEMENT **SIGNIFICANT ACCOUNTING POLICIES**

1. Basis of Accounting:

The financial statements are prepared under the historical cost convention, on accrual basis of accounting in accordance with Indian Generally Accepted Accounting Principles comprising Accounting Standards as specified in Section 133 of Companies Act, 2013 read with Rule 7 of Companies (Accounts) Rules, 2014 and also in accordance with the requirements of the Companies Act, 2013.

2. Use of Estimates

The preparation of the financial statements in conformity with GAAP requires that the management makes estimates and assumptions that affect the reported amount of assets and liabilities, disclosures of contingent liabilities as at the date of the financial statements and the reported amount of revenue and expenses during the reported period. Examples of such estimates include future obligation under employee benefit plans, income tax liability and useful life of fixed assets. Contingencies are recorded when the same is probable of cash out flow and amount can be reliably estimated. Other contingencies are disclosed as Contingent liability. Actual results can differ in case of estimates.

3. Income & Expenditure:

Accounting of Income & Expenditure is done on accrual basis.

4. 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.

5. Fixed Assets-Tangible/Intangible & Depreciation/Amortization:

- 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) Depreciation is charged on Straight Line Method in accordance with the useful life of the asset provided in Schedule II of the Companies Act, 2013.
- c) Cenvat credit availed on Capital Goods is accounted for by credit to respective Fixed Assets.
- d) Intangible assets are amortized over the period of useful life of the asset subject to maximum life of amortization as referred in Accounting Standards - 26 on 'Intangible Assets'.

6. Inventories:

Method of Valuation

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

7. Contingent Liabilities:

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

8. 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 yearend exchange rates and difference is charged to the Statement of profit and loss.

9. 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.

10. Sales

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

11. 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.

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

NOTES Contd.

PARTICULARS	AS AT 31.03.2017	AS AT 31.03.2016
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Note No. 2 to the Financial Statements

SHARE CAPITAL

AUTHORISED

Equity Share Capital

16,00,00,000 shares of par value of Re.1/- each

(Previous year 16,00,00,000 shares of par value of Re.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

200,000,000

200,000,000

ISSUED, SUBSCRIBED AND FULLY PAID-UP

7,83,55,800 shares of par value of Re.1/- each

(Previous year 7,83,55,800 shares of par value of Re.1/- each)

78,355,800

78,355,800

Add Shares Forfeited Amount Originally Paid up

9,850

9,850

78,365,650

78,365,650

NOTES:

a) During the year the company has not issued any share (equity or preference). Following is the reconciliation of shares outstanding as at the beginning and end of the year.

PARTICULARS	AS AT 31.03.2017	AS AT 31.03.2016
-------------	------------------	------------------

Number of shares outstanding as at the beginning of the year

- Equity

78,355,800

78,355,800

Number of shares outstanding as at the closing of the year

- Equity

78,355,800

78,355,800

b) The company has only one class of issued shares. 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 5,79,24,551 equity shares (Previous Year 7,25,00,000 equity shares) are held by holding company M/s. Goodworth Build Invest Pvt. Ltd. (Refer Note No. 32)

d) Following share holders held more than 5% of the total Equity in the company as at the end of the year.

Particulars	No of shares (%)	No of shares (%)
-------------	------------------	------------------

Goodworth Build Invest Private Limited

5,79,24,551 (73.93%)

7,25,00,000 (92.53%)

Net Axxess Communications Limited

57,96,356 (7.40%)

0 (0%)

f) The company has not issued any shares for a consideration other than cash or bonus shares and also not bought back any share in last five years.

Note No. 3 to the Financial Statements

RESERVES AND SURPLUS

Capital Reserve- As per Last Balance Sheet

331,177,685

331,177,685

331,177,685

331,177,685

Securities premium Account- As per Last Balance Sheet

42,330,000

42,330,000

Surplus

As per last balance sheet

(396,721,225)

(370,865,237)

Add: Profit (Loss) for the year from Statement of Profit & Loss

(92,076,037)

(25,855,988)

(488,797,262)

(396,721,225)

Total

(115,289,577)

(23,213,540)

26th Annual Report 2016-2017

NOTES Contd.

PARTICULARS	AS AT 31.03.2017	AS AT 31.03.2016
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Note No. 4 to the Financial Statements

LONG-TERM BORROWINGS

Term Loan

From a Finance Company

Secured-Rupee Loan	50,388,688	57,039,705
--------------------	------------	------------

From Holding Company (A Related Party)

Unsecured	81,972,608	41,072,608
-----------	------------	------------

Total	132,361,296	98,112,313
--------------	--------------------	-------------------

A. Details of security in respect of long term borrowings disclosed in Note No. 4 above

1) Secured loan of non-banking finance company (NBFC) is secured by way of first charge on immovable property of the company.

B) Other Disclosures related to long term borrowings

2) Loans from NBFC are at interest of 13.75% and are repayable in 60 to 120 equated monthly instalments as per repayment schedule of respective loans.

3) There has been no default in repayment of loan and interest as at the end of the year.

4) Unsecured loan from holding company namely Goodworth Build Invest Private Limited is a non-interest bearing loan and there are no stipulations with regard to repayment of principle of the loan.

Note No. 5 to the Financial Statements

TRADE PAYABLES

For goods & services*	41,369,154	37,714,222
-----------------------	------------	------------

Total	41,369,154	37,714,222
--------------	-------------------	-------------------

*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

Current maturities of long term borrowing-Secured	6,651,020	5,801,124
---	-----------	-----------

Interest accrued but not due on long term borrowings	548,163	603,914
--	---------	---------

Advance from customers	424,285	3,350,988
------------------------	---------	-----------

Other liabilities*	8,173,250	6,844,183
--------------------	-----------	-----------

Total	15,796,718	16,600,209
--------------	-------------------	-------------------

* It includes amount payable towards statutory dues.	2,020,722	2,627,620
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Note No.7 to the Financial Statements

SHORT TERM PROVISIONS

Provision for employee benefits- Earned Leaves

Opening Balance	541,352	518,608
-----------------	---------	---------

Additions/(adjustments) during the year	29,191	22,744
---	--------	--------

Total	570,543	541,352
--------------	----------------	----------------

NOTES Contd.

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

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As At 01.04.2016	Additions During the Year	Adjust- ment / Sale	As At 31.03.2017	For the Year	Adjust- ment	Upto 31.03.2016	Upto 31.03.2017	As At 31.03.2017	As At 31.03.2016
LAND-Freehold	12,682,140	0	0	12,682,140	0	0	0	0	12,682,140	12,682,140
BUILDING-Freehold	15,941,860	0	0	15,941,860	496,733	0	9,555,730	10,052,463	5,889,397	6,386,130
PLANT & EQUIPMENT	152,373,964	4,877,843	0	157,251,807	7,018,230	0	120,557,896	127,576,126	29,675,681	31,816,068
FURNITURES & FIXTURES	8,932,734	772,406	0	9,705,140	22,829	0	8,633,483	8,656,312	1,048,828	299,251
VEHICLES	2,252,854	0	0	2,252,854	0	0	2,245,438	2,245,438	7,416	7,416
OFFICE EQUIPMENTS	18,267,554	9,430	0	18,276,984	62,915	0	17,561,694	17,624,609	652,375	705,860
CURRENT YEAR	210,451,106	5,659,679	0	216,110,785	7,600,707	0	158,554,242	166,154,948	49,955,837	51,896,865
PREVIOUS YEAR	209,931,081	520,025	0	210,451,106	7,497,122	0	151,057,120	158,554,241	51,896,865	58,873,962

***Notes:**

- The company has adopted useful life of 20 years for its plant and machinery which is higher than the useful life as suggested in Schedule II to the Companies Act, 2013. The higher useful life is on the basis of technical evaluation by an expert.

NOTE NO. 8A : to the Financial Statements
FIXED ASSETS
INTANGIBLE ASSETS

PARTICULARS	GROSS BLOCK			DEPRECIATION			NET BLOCK			
	As At 01.04.2016	Additions During the Year	Adjust- ment / Sale	As At 31.03.2017	For the Year	Adjust- ment	Upto 31.03.2016	Upto 31.03.2017	As At 31.03.2017	As At 31.03.2016
SOFTWARES	2,810,003	64,800	0	2,874,803	424,374	0	1,075,620	1,499,994	1,374,809	1,734,383
CURRENT YEAR	2,810,003	64,800	0	2,874,803	424,374	0	1,075,620	1,499,994	1,374,809	1,734,383
PREVIOUS YEAR	2,289,413	520,590	0	2,810,003	466,610	0	609,010	1,075,620	1,734,383	1,680,403

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NOTES Contd.

PARTICULARS	AS AT 31.03.2017	AS AT 31.03.2016
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Note No. 9 to the Financial Statements

LONG TERM LOANS AND ADVANCES

(Unsecured Considered good, unless otherwise stated)

DEPOSITS

Other Security Deposits	255,498	255,498
Capital Advances	8,701,290	440,000
Total	8,956,788	695,498

Note No. 10 to the Financial Statements

OTHER NON CURRENT ASSETS

(Unsecured considered good, unless otherwise stated)

Bank deposits having maturity beyond 12 months*	6,043,409	5,639,735
Total	6,043,409	5,639,735

*Deposits are under lien with bank as margin against guarantee/settlement of accounts. It includes capitalised interest.

Note No.11 to the Financial Statements

INVENTORIES

(As taken, valued and certified by the management)

Raw Material including stores etc.	25,998,719	27,247,749
Finished Goods	4,933,674	12,088,470
Stock in Trade	2,212,851	47,943,268
Total	33,145,244	87,279,487

Inventory items have been valued considering the significant accounting policy No. 6 disclosed in Note No. 1 to these financial statement. Refer Note No. 26

Note No. 12 to the Financial Statements

TRADE RECEIVABLES

(Unsecured Considered good unless otherwise stated)

Debts outstanding over six months

Considered Good	15,408,659	18,802,008
Considered doubtful	6,203,788	4,469,607
Less: Provision for Bad and Doubtful Debts	(6,203,788)	(4,469,607)
	15,408,659	18,802,008

Other debts

Considered Good	28,676,676	31,820,142
Total	44,085,335	50,622,150

Note No. 13 to the Financial Statements

CASH & BANK BALANCES

CASH & CASH EQUIVALENTS

Balances with banks	1,355,182	1,588,275
Cash on hand	418,674	830,310
Total	1,773,856	2,418,585

NOTES Contd.

PARTICULARS	AS AT 31.03.2017	AS AT 31.03.2016
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Specified Bank Notes (SBN) disclosure

Disclosure related to details of Specified Bank Notes (SBN) held and transacted during the period 08 November 2016 to 30 December 2016:

Particulars	SBNs	Other denomination notes	Total
Closing cash in hand as on 08.11.2016	1,799,000	23,896	1,822,896
(+) Withdrawal from Bank accounts	0	190,000	190,000
(+) Permitted receipts	0	140,111	140,111
(-) Permitted payments	0	80,398	80,398
(-) Amount deposited in Banks	1,799,000	0.00	1,799,000
Closing cash in hand as on 30.12.2016	0	273,609	273,609

Note No. 14 to the Financial Statements

SHORT TERM LOANS AND ADVANCES

(Unsecured Considered good, unless otherwise stated)

ADVANCES

Employees	99,945	230,586
Contractors & Suppliers	1,244,277	832,697
Others*	5,602,471	5,823,184
Advance tax deposit & tax deducted at source	891,813	947,036
Total	7,838,506	7,833,503

* Includes Rs. 6,07,162/- (Previous Year Rs. 5,35,215/-) due from Vintron Electronics Pvt. Ltd., a company in which director of the company is also director.

Note No. 15 to the Financial Statements

SALE OF PRODUCTS

Manufacturing Sales	189,577,485	123,371,072
Trading Sales	8,753,062	6,539,271
	198,330,547	129,910,343

Productwise breakup of inventories, sales and purchases are given in Note No.34

Note No. 16 to the Financial Statements

OTHER INCOME

Interest Received

On Bank deposits	448,530	662,783
On Others	23,163	12,201
from customers on Overdue amounts	0	285,666
Exchange Rate Variation	1,598,691	229,436
Service charges	54,099	118,180
Miscellaneous Income	0	372,745
Total	2,124,483	1,681,011

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PARTICULARS	AS AT 31.03.2017	AS AT 31.03.2016
Note No. 17 to the Financial Statements		
<u>COST OF MATERIAL CONSUMED</u>		
Stock on opening date	27,247,749	61,657,235
Add: Purchases	173,974,478	88,329,218
	201,222,227	149,986,453
Less: Sale of Components	4,234,872	188,729
Stock on closing date	25,998,719	27,247,749
Total	170,988,636	122,549,975
Note No. 18 to the Financial Statements		
<u>CHANGES IN INVENTORIES</u>		
AS AT THE BEGINNING OF THE YEAR		
- Finished Goods	12,088,470	10,590,912
- Stock in Trade	47,943,268	17,287,369
Total	60,031,738	27,878,281
AS AT THE CLOSING OF THE YEAR		
- Finished Goods	4,933,674	12,088,470
- Stock in Trade	2,212,851	47,943,268
Total	7,146,525	60,031,738
Total	52,885,213	(32,153,457)
Note No. 19 to the Financial Statements		
<u>EMPLOYEE BENEFITS EXPENSE</u>		
Salaries and wages	37,333,627	32,640,886
Contribution to provident and other funds	2,864,374	2,486,219
Staff welfare expenses	867,474	837,380
Contribution to Gratuity Fund/Gratuity Paid	1,068,000	162,000
Total	42,133,475	36,126,485
A) Managerial Remuneration paid/ payable to Managing Director is included in above		
Directors Remuneration	3,900,000	3,800,000
PF Contribution	64,800	57,600
Other Perquisites	219,320	318,000
Total	4,184,120	4,175,600
Note No. 20 to the Financial Statements		
<u>FINANCE COSTS</u>		
Interest on borrowings	8,234,094	8,366,129
Other borrowing costs	0	194,532
Total	8,234,094	8,560,661

NOTES Contd.

PARTICULARS	AS AT 31.03.2017	AS AT 31.03.2016
Note No. 21 to the Financial Statements		
MANUFACTURING ADMINISTRATION & OTHER EXPENSES		
Power & Fuel	5,113,780	5,092,171
Packing & Forwarding Charges	2,912,040	3,406,338
Repairs and Maintenance		
Machinery	955,446	48,967
others	402,248	311,895
Advertisement Expenses	351,714	493,402
AGM Expenses	334,396	596,029
<u>Auditors Remuneration</u>		
- As Audit fees	138,000	131,675
- As Tax Audit Fees	11,500	11,236
- For Other Matters	25,300	31,539
Communication Expenses	860,393	894,959
Development Charges	56,300	0
Electricity Expenses	91,400	68,805
Legal & Professional Charges	3,073,320	3,373,726
Printing & Stationery Expenses	289,453	73,466
Rent, Rate & Taxes	768,105	435,252
Security Service Charges	1,186,119	1,156,905
Selling Expenses and Turnover Bonus	84,288	84,991
Travelling & Conveyance Expenses	2,540,080	1,932,481
Vehicle Running & Maintenance Expenses	427,314	258,405
Bank Charges	46,664	40,887
Provision for bad & doubtful debts	1,659,181	1,132,026
Miscellaneous Expenses	1,145,851	991,920
Sales Tax (Demand) Paid	172,957	0
Total	22,645,849	20,567,075

OTHER NOTES ON ACCOUNTS

22. Previous Year figures have been regrouped or re-casted wherever considered necessary.
23. A. Contingent Liabilities not provided for in the books of accounts:- (Rs. In Lakhs) (Rs. In Lakhs)
- | | | |
|---|--------|--------|
| a) Counter Guarantee issued against outstanding | | |
| - Bank Guarantees | 21.00 | 21.00 |
| b) Demand under Custom Act | 606.47 | 610.45 |
| c) Sales Tax disputed demand | 86.70 | 110.58 |
| d) ESI Demand | 44.15 | 44.15 |
| B. Capital Commitments (net of advances) : | NIL | 8.23 |
24. Claim against the Company (not acknowledged as Debts) – **Rs. 41.00 Lakhs** (Previous Year Rs. 41.00 Lakhs)
25. 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.
26. During the year the company has evaluated its inventories of finished goods including stock in trade by an expert for ascertaining the loss occurred on account of obsolescence of such Inventories. Accordingly, the realizable value to the extent it is lower than the cost has been carried over in the financial statements. Impact of the diminution in value of such items has been considered on normative basis. The impact of loss has resulted in erosion of net worth of the company as at the end of the year. However, since the current assets are more than the current liabilities and management has considered the loss/erosion as aforesaid as temporary, financial statements have been prepared on going concern basis.

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

28. **Taxation**

Current Year Tax

In view of the current year losses and unabsorbed losses as per income tax record the Company is not liable to pay tax for the year.

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.

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

Name of the Holding : Goodworth Build Invest Pvt. Ltd.

Transactions during the year : Loan outstanding as at end of the year Rs.819.73 Lacs (Previous Year Rs. 410.73 Lacs.) Loan repaid during the year Rs. 20.00 Lacs (Previous Year Rs. 226.50 Lacs). During the year, the Company obtained 429.00 Lacs (Previous year loan obtained:118.25)

Name of the Key Managerial Personnel : Shri R. K. Gupta, Chairman & Whole Time Director

Transactions during the year : Remuneration Rs17.84 Lacs (Previous Year Rs.21.76 Lacs)

Name of the Key Managerial Personnel : Shri Arvind Sharma, Managing Director

Transactions during the year : Remuneration Rs 18.60 Lacs (Previous Year Rs. 15.50 Lacs)

Name of the Key Managerial Personnel : Shri Varun Gupta, Whole Time Director

Transactions during the year : Remuneration Rs 5.40 Lacs (Previous Year Rs.4.50 Lacs)

30. 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.

31. 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 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. 29.29 Lacs (Previous Year Rs. 25.44 Lacs) 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. 0.29 Lacs (Previous Year Rs. 0.23 Lacs) has been paid/ 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.10.68 Lacs (Previous Year Rs. 1.62 Lacs) has been provided towards the gratuity contribution.

32. The promoter category of the company was holding 93.60% in equity of the company which was in excess of the limit of 75% as stipulated in SEBI (LODR) Regulations, 2015. During the year the holding company Goodworth Build Invest Pvt. Ltd. has offloaded its stake for compliance of the aforesaid stipulation and gone for offer for

NOTES Contd.

sale (OFS) for shares of the company. After completion of such OFS, holding of the promoter category has remained 75.00% of the equity capital of the company.

33. Earnings per share (EPS)–The numerators and denominators used to calculate Basic and Diluted **Earnings per share:**

	Year Ended on 31.03.2017	Year Ended on 31.03.2016
Profit \ (Loss) attributable to the Equity Shareholders –(A)	(9,20,76,037)	(2,58,55,988)
Basic / Weighted average number of Equity Shares outstanding during the year (B)	7,83,55,800	7,83,55,800
Nominal value of Equity Shares (Rs.)	1	1
Basic/ Diluted Earnings per share (Rs.)-(A)/(B)	(1.17)	(0.33)

Calculation of Profit attributable to Shareholders:

Profit \ (Loss) After Tax	(9,20,76,037)	(2,58,55,988)
Less: Income Tax Adjustment/Provision	0	0
Profit attributable to Shareholders	(9,20,76,037)	(2,58,55,988)

34. Additional information pursuant to para 5 of the Schedule III of Companies Act 2013:

(Amount in Rs.)

DETAILS REGARDING STOCK AND SALES	2016-17	2015-16
Opening Stock		
<u>Traded Goods</u>		
Populated PCB	24,074,460	3,414,001
CCTV Camera	8,675,394	5,078,811
TV Buddy	1,013,264	1,080,587
Communication Item	9,291,864	7,713,971
Miscellaneous	4,888,286	NIL
<u>Manufactured Goods</u>		
CCTV Camera	10,465,723	8,896,618
Board Camera	2,202	2,202
DVR	1,620,545	1,692,091
Purchases of trading goods		
CCTV Camera	176,396	4,203,721
Motherboard	NIL	3,997,674
DVR	3,473,262	1,096,160
Power Supply	3,367,847	NIL
Miscellaneous items	1,708,503	NIL
Sales		
<u>Traded Goods</u>		
Populated PCB	449,052	3,934,397
CCTV Camera	1,041,627	2,688,548
DVR	2,589,843	NIL
Power supply	2,725,353	NIL
Others	1,947,187	(83,674)

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<u>Manufactured Goods</u>		
CCTV Camera	136,782,213	73,520,892
Board Camera	111	1,188,406
DVR	52,657,905	46,356,626
Power Supply	137,256	2,305,148
Closing Stock		
<u>Traded Goods</u>		
Populated PCB	894,824	24,074,460
CCTV Camera	49,591	8,675,394
TV Buddy	NIL	1,013,264
DVR	229,959	9,291,864
Miscellaneous	1,038,477	4,888,286
<u>Manufactured Goods</u>		
CCTV Camera	4,201,032	10,465,723
Board Camera	NIL	2,202
DVR	732,642	1,620,545
Raw Material Consumed		
CCTV Camera Assembly	129,556,368	76,233,397
DVR	33,265,980	27,491,415
Other Misc Material	8,166,288	18,825,163

OTHER INFORMATION	%	Amount	%	Amount
Indigenous	16	27,933,219	33	40,441,492
Imported	84	143,055,417	67	82,108,483
VALUE OF IMPORTS ON CIF BASIS				
Raw Material/Stores		135,869,336		52,675,895
Finished Goods		127,951		5,801,357
Capital goods		1,753,052		NIL
EXPENDITURE IN FOREIGN CURRENCY				
Travelling Expenses		NIL		169,500

35. Foreign currency exposure not hedged by derivative instrument or otherwise:

Particulars	31-03-2017 (Rs. in Lacs)		31-03-2016 (Rs. in Lacs)	
	US \$	Indian Rupee	US \$	Indian Rupee
Trade Payables	1.62	105.24	0.12	7.95
Capital Advance	1.30	87.01		
Trade Receivables/advance recoverable	0.18	12.14	1.11	73.39

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

Sd/-
(R. K. GUPTA)
 Chairman & WTD
 DIN: 00019125

Sd/-
(ARVIND SHARMA)
 Managing Director
 DIN: 00012177

Sd/-
(J. S. DALAL)
 Director
 DIN: 02251250

Place : **New Delhi**
 Dated : **30/05/2017**

Sd/-
(RAKESH KUMAR)
 Partner

Sd/-
(DINESH K. GUPTA)
 CFO
 PAN: AFLPG9534M

Sd/-
(KAJAL GUPTA)
 Company Secretary
 PAN: AKQPG0886Q

VINTRON INFORMATICS LIMITED

CIN: L72100DL1991PLC045276

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

ATTENDANCE SLIP 26TH ANNUAL GENERAL MEETING

I/We hereby certify that I/we am/are the Registered Shareholder/Proxy for the Registered Shareholder of the Company and I/we hereby record my/our presence at the Twenty Sixth Annual General Meeting of the Company to be held on Tuesday, the 26th day of September, 2017 at 10.00 a.m. at Arya Auditorium, Desraj Campus, C-Block, East of Kailash, New Delhi-110065 and at any adjournment thereof.

Particulars of the member(s)

Name of the Member(s) :

Name of the Proxy:

Regd. Folio/DP & Client ID : No. of Shares Held :

Note:

1. Member(s)/Proxy(s) are requested to please bring this slip duly filled-in and sign the same at the time of handing over at the meeting hall.
2. Authorized Representative(s) of the Corporate Member(s) shall produce the proper authorization issued in their favour.
3. Attendance Slip in photocopy shall not be entertained.
4. No Gift / Coupons shall be distributed to the member(s) attending the meeting.

VINTRON INFORMATICS LIMITED

CIN: L72100DL1991PLC045276

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

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]

Name of the Member(s):.....

Registered Address :

E-Mail ID: Folio No./Client ID: DP ID:.....

I/We, being the Member(s) of the Company, holding..... equity shares of the above named Company, hereby appoint 1. Name: of failing him
2. Name: of or failing him
3. Name: of as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company to be held on **Tuesday, the 26th day of September, 2017 at 10:00 A.M. at Arya Auditorium, Desraj Campus, C-Block, East of Kailash, New Delhi-110065** and at any adjournment thereof in respect of such Resolutions as are indicated below:

S. No.	Resolutions	Optional	
	Ordinary Business	For	Against
1.	Adoption and approval the financial statements, Directors' and Auditors' Report thereon for the financial year ended on 31.03.2017		
2.	Appointment a Director in place of Shri Varun Gupta (DIN:00793728), who retires by rotation and being eligible offers himself for re-appointment		
3.	Appointment of M/s. APAS & Co., Statutory Auditors of the Company		
4.	Appointment of Mrs. Neelam Anand Saxena as an Independent Director of the Company		

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



Signature of the Proxy Holder(s):

Signature of the Shareholder(s)

NOTES:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is Optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the, 'For' or 'Against' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Please complete all details including details of Member(s) in above box before submission to the Company.

Book Post

if undelivered, please return to:

VINTRON INFORMATICS LIMITED

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