

DYNAVISON LIMITED

ANNUAL REPORT

CERTIFIED TRUE COPY
For **DYNAVISON LIMITED**


K. VENKATESWARAN
Director.

2008 - 2009

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BOARD OF DIRECTORS

Sri. K. VENKATESWARAN
Sri. M. S. MEERAMOHIDEEN
Sri. J. NARAYANA MURTY

AUDITORS

M/s. P. CHANDRASEKAR
Chartered Accountants
No. 37, Krishnaswamy Avenue
Luz, Mylapore
Chennai - 600 004.

BANKERS

INDIAN OVERSEAS BANK,
CHENNAI - 600 041.

REGISTERED OFFICE & FACTORY

Near Dr. Vikram Sarabhai Instronics Estate
Kottivakkam
Chennai -600 041.

DYNAVISON LIMITED**NOTICE TO SHAREHOLDERS**

Notice is hereby given that the ThirtyForth Annual General Meeting of the Company will be held on Wednesday, the 30th September, 2009 at the Registered Office, Near Dr. Vikram Sarabhai Instronics Estate, Kottivakkam, Chennai 600 041 at 10.15 a.m. to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statements of Account for the year ended 31st March, 2009 and the Reports of Directors and the Auditors thereon.
2. To appoint a Director in the place of Sri. K. Venkateswaran who retires by rotation under Article 165 of the Articles of Association of the Company and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration. M/s. P.Chandrasekar, Chartered Accountants, Chennai, are the retiring Auditors and being eligible, offer themselves for re-appointment.

By Order of the Board

Place : Chennai 41
Date : 31.07.2009

K. VENKATESWARAN
Director.

NOTES

1. A Member entitled to attend and vote at the above Meeting is entitled to appoint a Proxy to attend and vote instead of himself/herself and the Proxy need not be a Member of the Company. The Proxy Form duly completed must be delivered at the Registered Office of the Company not less than 48 hours before the time for holding the Meeting.
2. Please bring the Admission Slip with you duly filled in and hand over the same at the entrance of the Meeting Hall.
3. The Register of Members will remain closed from 24th September, 2009 to 30th September, 2009 (both days inclusive).

By Order of the Board

Place : Chennai 41
Date : 31.07.2009

K. VENKATESWARAN
Director.

DIRECTORS' REPORT

Dear Shareholders,

Your Directors present their Report together with the Audited Accounts for the year ended 31st March, 2009.

FINANCIAL RESULTS

	(Rs. In lakhs)	
	<u>2008-2009</u>	<u>2007-2008</u>
Profit/(Loss) before Interest and Depreciation	(14.79)	(24.33)
Add/Less: Interest	Nil	6.95
Profit/(Loss) before Depreciation	(14.79)	(31.28)
Add/Less: Depreciation	6.53	36.22
Profit/(Loss) before Tax	(21.32)	(67.50)
Provision for Fringe Benefit Tax	(0.25)	(0.43)
Profit/(Loss) after Fringe Benefit Tax	(21.57)	(67.93)
Surplus/(Loss) carried over to Balance Sheet	(21.57)	(67.93)

PERFORMANCE

During the year under consideration the company continued to do job work in a small way to M/s MTL Instruments Pvt. Ltd Chennai 91. Otherwise, there was no activity worth mentioning.

FUTURE PROSPECTS

Your Company has received information that the Appeal filed against Income Tax Dept in the case no. ITA 2943/MDS/1993 has been decided in Company's favour. As soon as the Orders are received, the Company will be in a position to take suitable decisions to revive the activities.

SEGMENT - WISE PERFORMANCE

During the year the Company had a single segment activity only. As such segment-wise reporting does not arise.

DEBENTURE REDEMPTION - PUBLIC

During the year Rs. 15.28 lakhs have been paid off out of the Debenture Redemption account and a sum of Rs. 91.34 lakhs remains to be claimed by the Debenture Holders. However, the Debenture Holders who are yet to be paid were not able to encash their warrants due to the attachment of the Debenture Redemption Account by the Income Tax Dept against the Case no ITA 2943/ MDS/1993 pending in the Tribunal. Since, the case has been decided in favour of the Company by the Tribunal, the Company hopes to get the attachment released and would help the Debenture holders get their money through a fresh warrant/banker's cheque.

DYNAVISON LIMITED**DIRECTORS**

The Company is having only the minimum number of Directors stipulated under the Company's Act 1956 due to the reason, the Company has attracted provisions of Sec. 274(1)(g). Even though the Company has cleared the entire debenture liability during the year, the provisions of Sec.274(1)(g) will still apply up to end of 31.03.2009. The Company will have an Independent Director as the Chairman to fulfill the stipulations of SEBI in the matter of appointment of Independent Director, which reads that if the Chairman happens to be an Independent Director the number of Independent Directors shall be one third of the total number of Directors.

Sri. K. Venkateswaran Director retire by rotation and being eligible, offer himself for re-appointment.

AUDITORS

The Auditors M/s.P. Chandrasekar, Chartered Accountants, retire at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

AUDITORS' REPORT

With regard to the Auditor's Report on "Going Concern", the Management is of the view that the Fixed Assets available on hand is adequate to carry out the manufacturing activity of the Company. The Company is also actively exploring the possibility of getting orders. Accordingly, the Company is of the view that preparation of accounts on "Going Concern" basis is still relevant.

PERSONNEL

There was no Employee covered by the Provisions of Section 217 (2A) of the Companies Act, 1956.

RESPONSIBILITY STATEMENT

The Directors confirm:

1. that in the Preparation of Final Accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
2. that they had selected such Accounting Policies and applied them consistently and made judgements 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 or Loss of the Company for that period;
3. that they had taken proper and sufficient care for the maintenance of adequate Accounting Records in accordance with the provisions of Companies Act, 1956 for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities;
4. that they had prepared the Annual Accounts on a Going Concern basis.

OTHER INFORMATION

As required under Section 217 (i)(e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988, the particulars relating to Conservation of Energy is annexed hereto and forms an integral part of this Report.

CORPORATE GOVERNANCE**1. BOARD OF DIRECTORS**

The Board consisted of 2 Executive Directors and one Independent Director.

The Names of Board Members; their attendance at Board Meetings and Board Committee Memberships held by them as on 31.3.2009 are given below:-

Name of Member	Board Meetings attended during the year	Attendance at last AGM (29.09.2008)	Number of other Committee Memberships
Executive Directors			
Sri.K.Venkateswaran	4	Present	3
Sri.M.S.Meeramohideen	4	Present	3
Independent Non-Executive Director			
Sri.J.Narayana Murty	2	Present	1

Sri. K. Venkateswaran, the Director retiring by rotation and is eligible for re-appointment.

Sri. K. Venkateswaran, is a Commerce Graduate and a Member of the British Institute of the Management, London and Fellow Member of the Institute of Company Secretaries of India. He has a total experience of 51 years in the Financial, Secretarial and Corporate Legal matters. He is looking after the secretarial and legal matters of the Company. He has no other Directorship.

2. AUDIT COMMITTEE

The Audit Committee was constituted to provide direction and oversees the audit functions of the Company, including the quality of Internal and Management Audits.

The functions of the Audit Committee include Review of Inspections and Audits, compliance with Inspection and Audit Reports and Periodical Review of Accounting Policies & Systems.

Composition

The Audit Committee comprised of three Directors and the Committee met 4 times during the year. The details of composition of the Committee and attendance are given below:-

Name of Member	Number of Meetings attended
Sri. J. Narayanamurty	2
Sri.K.Venkateswaran	4
Sri.M.S. Meeramohideen	4

The Meetings were chaired by Sri. J. Narayanamurty and in his absence Sri. K. Venkateswaran chaired the Meetings.

The responsibility of work is distributed between the Directors to have better understanding and implementation.

3. SHARE TRANSFER COMMITTEE/SHAREHOLDERS' GRIEVANCE COMMITTEE

The Committee consisted of two Directors, namely, Sri.K.Venkateswaran & Sri. M.S. Meeramohideen, In all, eleven Meetings were held and were duly attended by both the Committee Members. The Meetings were chaired by Sri.K.Venkateswaran. Since the Company did not receive any complaints, there was no necessity to conduct the Share Holders' Grievance Committee Meetings.

4. REMUNERATION COMMITTEE

All the three Directors namely Sri. K. Venkateswaran, Sri. J. Narayanamurty and Sri. M. S. Meeramohideen are Members of the Remuneration Committee. All the increments/remuneration etc., are decided at the Board Meetings collectively.

DYNAVISON LIMITED**5. GENERAL BODY MEETINGS**

The details of General Body Meetings held in the last 3 years are given below:-

General Body Meeting	Day, Date, Year	Time	Venue
31st AGM	Friday the 29th Sept.2006	10.15 am	Near Dr.VSI Estate, Kottivakkam, Chennai 41.
32nd AGM	Friday the 28th Sept.2007	10.15 am	Near Dr.VSI Estate, Kottivakkam, Chennai 41.
33rd AGM	Monday the 29th Sept.2008	10.15 am	Near Dr.VSI Estate, Kottivakkam, Chennai 41.

6. DISCLOSURES

- Materially significant related transactions having potential conflict with the interest of the Company at large. Nil
- Both Executive and Non-Executive Directors are not holding any Shares/convertible instruments in the Company.

7. STATUTORY COMPLIANCE, PENALTIES AND STRICTURES

Details of non-compliances, penalties, strictures by Stock Exchanges/SEBI/Statutory Authorities on any matter related to Capital Markets during the last three years.

The Company's shares are listed from April 1990 and there are no adverse reports against the Company. The Company has complied with the requirements of the Stock Exchanges, SEBI and Statutory Authorities on all matters related to capital markets. There are no penalties or strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory Authorities relating to the above.

8. PECUNIARY RELATIONSHIP OR TRANSACTIONS WITH THE NON-EXECUTIVE DIRECTORS

Nil

9. MEANS OF COMMUNICATION**Financial Results**

	Audited/ Unaudited	Date of approval by Board	Date of Publication	Newspaper
Quarter ended 30.6.2008	Unaudited	31.07.2008	31.07.2008	News Today
Half Year ended 30.9.2008	Unaudited	31.10.2008	31.10.2008	Maalaisudar
Quarter ended 31.12.2008	Unaudited	30.01.2009	31.01.2009	News Today
Year ended 31.3.2009	Unaudited	30.04.2009	30.04.2009	Maalaisudar

BOARD MEETINGS

During the year under review four Board Meetings were held on the following dates:

30.04.2008, 31.07.2008, 31.10.2008 and 30.01.2009

All the Board Meetings were held at the Company's Regd. Office at Near Dr. VSI Estate, Kottivakkam, Chennai - 41.

10. MANAGEMENT DISCUSSIONS & ANALYSIS REPORT

Since the Company is not having any activity the question of Discussions & Analysis Report do not arise. As and when the Company resumes activity, a formal Report will be published in the Annual Report.

11.GENERAL SHAREHOLDER INFORMATION**Thirtyfourth Annual General Meeting**

Date	Time	Venue
Wednesday the 30th September, 2009	10.15 a.m.	Near Dr.VSI Estate, Kottivakkam, Chennai 41.
Financial Calendar	:	1st April to 31st March
Book Closure	:	24th September, 2009 to 30th September, 2009 (both days inclusive)
Record Dates	:	Nil
Dividend Payment Date	:	Not Applicable
Listing with Stock Exchanges (with stock code)		

Regional Stock Exchange Code for Dynavision Ltd.

Madras Stock Exchange Ltd. **DVS**
Exchange Building
Post Box No.183
11 Second Line Beach
Chennai 600 001.

The Stock Exchange, Mumbai **517238**
Phiroze Jeejeebhoy Towers
25th Floor,Dalal Street
Mumbai 400 001.

MARKET PRICE INFORMATION

We have been informed by The Madras Stock Exchange Ltd., vide their letter dt 12.08 2009, that during the Financial Year there was no transaction in the Equity Shares of Dynavision Limited. However as per information derived from the website of Stock Exchange Mumbai the highest and lowest price quoted during the year were Rs. 13.37 and Rs. 12.71 respectively.

DEMATERIALISATION

The Company's applications to M/s. Central Depository Services (India) Ltd., & M/s. National Securities Depository Ltd., for dematerialisation were rejected by both the depositories, as such the Company's Shares are being handled through manual mode only.

SHARE TRANSFERS DURING THE YEAR

Number of Share Transfers received	-	157
Transferred	-	156
Transmitted	-	10
Duplicate Issued	-	2
Rejected	-	1

Share holding pattern of Dynavision Limited as at March 31, 2009

SL. NO.	CATEGORY	NO.OF SHARES HELD	PERCENTAGE OF SHAREHOLDING
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A PROMOTERS' HOLDING

1	Promoters		
	-Indian Promoter	1998810	52.05
	-Foreign Promoters	Nil	Nil
	Sub-Total(A)	1998810	52.05