



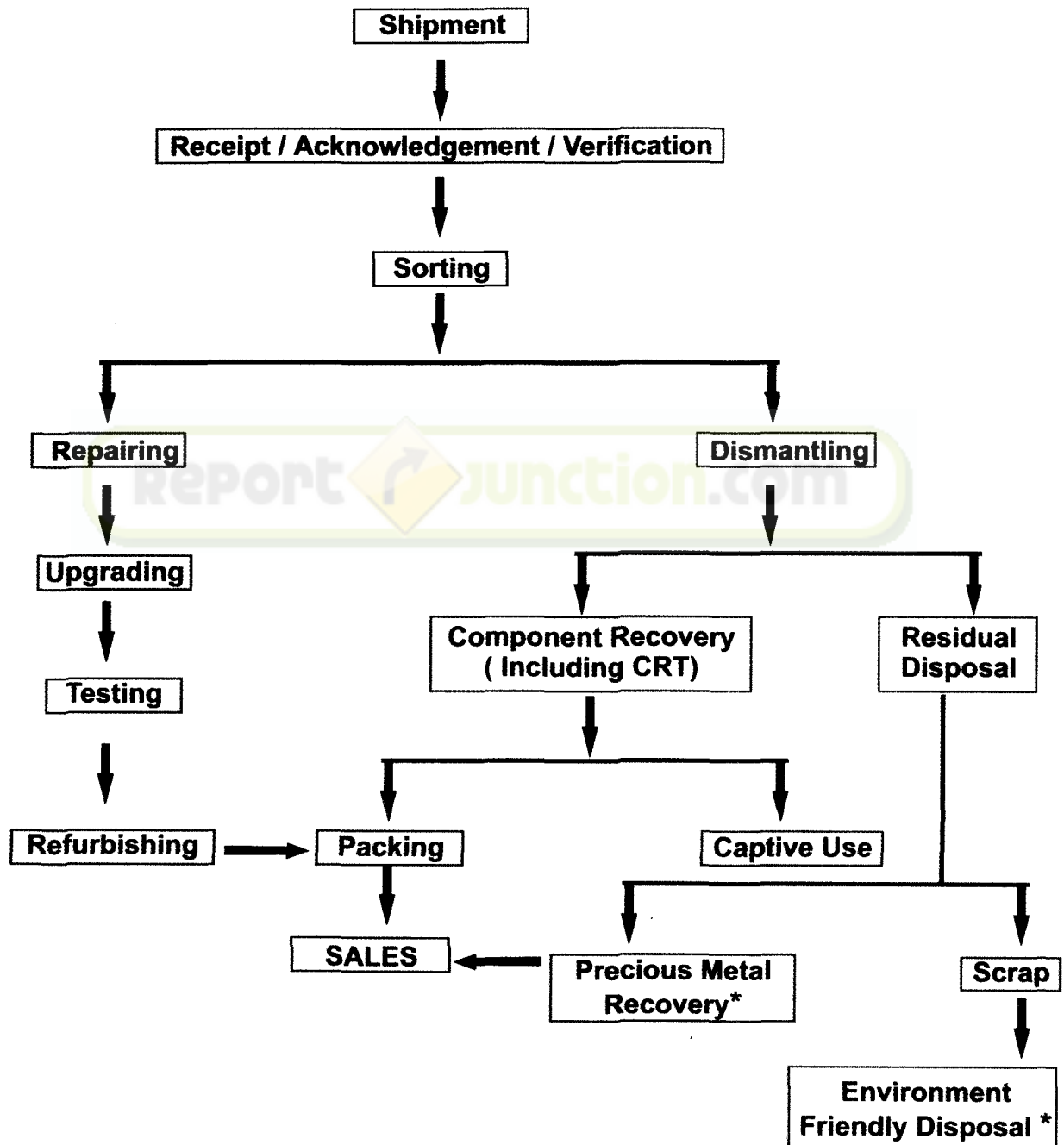
## ANNUAL REPORT

**2004-2005**

**A Paradigm Shift...E-waste to the Best**



# Electronic Equipment Recycling



\* Proposed Business Activity

## **BOARD OF DIRECTORS**

B K Soni **CMD**

Deepak Nanda

Srikrishna B.

Ananya Bhattacharya

Aruna Soni

## **AUDITORS**

Durgesh Kabra & Co.

## **BANKERS**

Punjab National Bank

Oriental Bank of Commerce

## **REGISTRARS & TRANSFER AGENTS**

### **Bigshare Services Private Limited**

E/2, Ansa Industrial Estate,

Saki Vihar Road,

Saki Naka, Andheri (East),

Mumbai – 400 072.

## **REGISTERED OFFICE**

6, Rustom Building, 2nd Floor,

29, Veer Nariman Road,

Fort, Mumbai – 400 023.

## **E-MAIL ADDRESS**

[info@infotreksys.com](mailto:info@infotreksys.com)

[bksoni@vsnl.com](mailto:bksoni@vsnl.com)

## **WEBSITE**

[www.infotreksys.com](http://www.infotreksys.com)


**INFOTREK SYSCOM LIMITED**

## DIRECTORS' REPORT

To The Members,  
**Infotrek Syscom Limited**  
 Mumbai.

We have pleasure in presenting the Eleventh Annual Report of your Company along with the Audited Final Accounts for the year ended 31<sup>st</sup> March, 2005.

### 1. FINANCIAL HIGHLIGHTS

(Rs. in Lacs)

	2004-2005	2003-2004
Total Income	698.11	523.19
Profit before, Interest, Depreciation and Tax	27.81	29.80
Less : Interest	2.99	0.93
Less: Depreciation	13.76	11.76
Net Profit before Tax	11.06	17.11
Less : Provision for Tax	0.15	1.22
Less : Short Provision for Tax in earlier years	0.34	---
Net Profit after Tax	10.56	15.89
Net Profit available for appropriation	10.56	15.89
Balance carried to Balance Sheet	10.56	15.89

### 2. DIVIDEND

To conserve the resources of the Company your Directors have decided not to declare any dividend for the year 2004-2005

### 3. OPERATIONS

It is pleasure informing Members that during the year ended turnover of the Company increased to Rs. 70 million from Rs. 52 million for the previous year. During the year under review your Company added a few more new clients. These new additions were done with a long term object in mind although the same has not added proportionately to the net profit, but your Directors are confident that this Concession will pay in long term.

### 4. FUTURE PROSPECTS

We are pleased to inform you further that the continuing financial year has a lot to cheer. Your Company has entered in to a unique & virgin segment of the business. We are proud to tell you that the Company has obtained permission for setting up an 100% Export Oriented Unit ( EOU ) from The Office of the Development Commissioner, Mumbai , Ministry Of Commerce & Industry, on 4<sup>th</sup> April, 2005 for " Carrying out the activity of sorting, repairing, upgrading, refurbishing, asset recovery, addition of components or assembly if required of all kinds of monitors, computers, printers, photocopiers, scanners, fax machines, mobile telephone and any other consumer electronic gadgets."

Immediately on receipt of the permission your Company started it's activities and we are pleased to share with you that we have achieved remarkable success in the first few months of operations.

It is pleasure to share that the Company has been approved for ISO 9001 : 2000 certification, in due course of time we will receive Certificate from the issuing Agency.

The Board of your Company is quiet encouraged and hopeful with these developments.



## 5. STATUTORY DISCLOSURES

- i) There were no employees who were in receipt of remuneration aggregating to Rs.12,00,000/- or more p.a. if employed throughout the year under review or Rs. 1,00,000/- p.m. if employed for part of the year under review.
- ii) The Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988, require the disclosure of particulars regarding Conservation of Energy in Form A & Technology Absorption in Form B, prescribed by the Rules. Your Company, not being a manufacturing Company, and therefore Form A and Form B are not applicable.

## 6. DIRECTORS

Mrs Ananya Bhattacharya and Mrs Aruna Soni retire by rotation at the ensuing Annual General Meeting and are being eligible offer themselves for reappointment.

## 7. AUDITORS

The Company's Auditors, M/s. Durgesh Kabra & Co., Chartered Accountants, hold office until the conclusion of the ensuing Annual General Meeting and are eligible for re-appointment. Your Directors recommend their re-appointment.

## 8. DIRECTORS RESPONSIBILITY STATEMENT

1. That in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation to material departures.
2. That we have 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 & Loss of the Company for that period.
3. That we have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company, and detecting fraud and other irregularities.
4. That we have prepared the annual accounts on a going concern basis.

## 9. ACKNOWLEDGEMENTS

Your Directors wish to convey their gratitude to the Company's clients, bankers, shareholders and employees for their valued support through the period.

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For and Behalf of the Board

Mumbai

August 12, 2005

B K Soni

CMD


**INFOTREK SYSCOM LIMITED**
**CORPORATE GOVERNANCE REPORT**
**1. Company's Philosophy on Code of Corporate Governance :**

The Company is committed to good Corporate Governance. The Company respects the rights of its shareholders to information on the performance of the Company. The Compliance Report is prepared and given below in conformity with the mandatory requirements of the Listing Agreement with the Stock Exchanges.

**2. Board of Directors :**

The composition of the Board of Directors as on 31<sup>st</sup> March, 2005 is as follows :

Name of the Director	Category of Directorship	No. of Outside Directorship in Public Ltd. Companies.
Brij Kishore Soni	Non-Executive	-
Deepak Nanda	Non-Executive (Independent)	-
Srikrishna B.	Non-Executive (Independent)	1
Ananya Bhattacharya	Non-Executive (Independent)	-
Aruna Soni	Non-Executive (Independent)	-

- Five Board Meetings were held during the year. The dates on which Board Meetings were held are 30.06.2004, 31.07.2004, 26.08.2004, 31.10.2004, 31.01.2005.
- The Attendance of the Directors at Board Meetings and at the last Annual General Meeting.

Name of the Director	No. of Board Meetings Attended	Last AGM Attended
Brij Kishore Soni	5	Yes
Deepak Nanda	2	Yes
Sri Krishna B.	1	No
Ananya Bhattacharya	---	No
Aruna Soni	5	Yes

Further your Company has never accepted inter corporate deposits, hence the question of default in payment of interest or principal does not exist. Your Company is in IT sector, the details of fatal or serious accidents and pollution problems are not applicable.

There has been no materially relevant pecuniary relationship or transaction between Infotrek Syscom Limited and its non executive and/or independent directors.

### 3. Committees of Board

#### a. Remuneration Committee

Your company has constituted remuneration committee to recommend to the board the remuneration package of whole time directors as & when appointed. The scope of the committee is to consider the various proposals such as stock options, performance based incentives etc., as and when introduced.

The composition of remuneration committee is as follows

Sr. No.	Members of Remuneration Committee
1	Deepak Nanda (Chairman)
2	Ananya Bhattacharya
3	Aruna Soni

Till date no meeting has taken place of the remuneration committee.

Remuneration paid to directors for the financial year 2004-2005

Name of the director	Sitting fees	Salaries & Perquisites	Total
Brij Kishore Soni	---	6,00,000	6,00,000
Deepak Nanda	4,000	---	4,000
Srikrishna B.	---	---	---
Ananya Bhattacharya	---	---	---
Aruna Soni	6,000	---	6,000

#### b. Audit Committee

During the year your company constituted the Audit Committee in compliance with the provisions of Section 292 A of the Companies Act, 1956 and clause 49 of the Listing Agreement entered with the Stock Exchanges. The committee reviews the various reports placed before it by the auditors. The details of the Audit Committee meetings and attendance of its members is given below :

The Audit Committee met four times during the year viz., 30.06.2004, 26.08.2004, 31.10.2004, 31.01.2005.

Sr. No.	Members of audit Committee	Number of Meetings Held	Number Meetings Attended
1	Deepak Nanda (Chairman)	4	2
2	Aruna Soni	4	4
3	B.K.Soni	4	4

#### c. Investor Grievance Committee

The Company's Registrar & Share Transfer Agents Bigshare Services Pvt. Ltd. is fully equipped to carry out transfer of shares & redress investor complaints. The Board of Directors has delegated the authority to approve share transfer & the Investor Grievance to the committee known as Investor Grievance Committee. The committee approves the transfer at its meeting. The said committee also resolves the investor complaints.




**INFOTREK SYSCOM LIMITED**

Apart from this the committee also looks into issues relating to non-receipt of balance sheet, non-receipt of declared dividends etc.

The Management attends the shareholders'/investors' grievances/queries expeditiously. All Transfer and Demat requests till 31<sup>st</sup> March, 2005 were fully attended.

Sr. No.	Members of Investor's Committee	Grievance
1	Brij Kishore Soni (Chairman)	
2	Aruna Soni	
3	Deepak Nanda	

**4. General Body Meeting of the Company in the last 3 years**

Financial Year	Venue	Day & Date	Time
2001-2002	6, Rustom Building, 2nd Floor, 29, Veer Nariman Road, Fort, Mumbai - 400023.	Monday 5th August, 2002	11.00 a.m.
2002-2003	6, Rustom Building, 2nd Floor, 29, Veer Nariman Road, Fort, Mumbai - 400023.	Friday 26th September, 2003	11.00 a.m.
2003-2004	6, Rustom Building, 2nd Floor, 29, Veer Nariman Road, Fort, Mumbai - 400023.	Thursday 30th September, 2004	11.00 a.m.

**5. Disclosures**

All disclosures relating to financial and commercial transactions where directors, may have a potential interest are provided to the board and the interested directors do not participate in the discussion nor do they vote on such matters.

**6. Compliance**

The company has complied with all the requirements of the listing agreements with the Stock Exchanges as well as regulations and guidelines of SEBI. Consequently, no penalties were imposed or strictures passed against your Company by SEBI, Stock Exchanges or any Statutory Authorities.

**7. Communication**

The quarterly, half yearly and annual results of the Company are generally published in a Vernacular and one English national daily. Also they are sent to the Stock Exchange for being displayed on their Notice Board.





## 8. GENERAL SHAREHOLDER'S INFORMATION

- Date, Time and Venue of the AGM : Friday 30th September, 2005 at 11.00 a.m.  
6, Rustom Bldg., 2nd Floor, 29,  
Veer Nariman Road, Fort, Mumbai - 23
- Financial Calendar : April to March
- Date of Book Closure : Friday 23rd September to  
Friday 30th September 2005  
both days inclusive
- Listing on Stock Exchanges : The Stock Exchange, Mumbai
- Stock Code : 530643 (BSE)
- Registrar & Transfer Agent Ltd. : Bigshare Services Pvt. Ltd.  
E-2, Ansa Industrial Estate,  
Saki Vihar Road, Saki Naka,  
Andheri (East), Mumbai – 400 072.

## 8. Share Price on BSE

Average high & low Share Price of the Company from April 2004 to March 2005.

	April	May	June	July	Aug.	Sept.	Oct.	Nov.	Dec.	Jan.	Feb.	Mar.
High	7.60	7.05	6.70	9.00	6.00	7.76	7.21	8.30	8.00	9.00	8.00	8.00
Low	5.75	4.80	3.25	4.00	3.23	4.20	5.20	5.50	5.30	5.50	5.15	6.03

9. Categories of shareholding as on 31<sup>st</sup> March, 2005.

	Category	No. of Shares Held	Percentage of Shareholding
<b>A</b>	<b>Promoters Holding</b>		
1.	Promoters		
	-Indian Promoters	1161700	25.82
	-Foreign Promoters	-----	-----
2	Persons acting in concert	42300	0.94
	<b>Sub-Total</b>	<b>1204100</b>	<b>26.76</b>
<b>B</b>	<b>Non –Promoters holding</b>		
1.	Institutional Investors	-----	-----
2.	Mutual Funds and UTI	-----	-----
3.	Banks, financial Institutions, Insurance	800	0.02
	Companies (Central/State Govt. Institutions/ Non Government Institutions)		
4.	FIs	-----	-----
	<b>Sub-Total (A)</b>	<b>800</b>	<b>0.02</b>
5.	Others		
A.	Private Corporate Bodies	1632692	36.28
B.	Indian Public	1656145	36.80
C.	NRIs / OCBs	3663	0.08
D.	Any other (Clearing Member)	2600	0.06
	<b>Sub-Total (B)</b>	<b>3295100</b>	<b>73.22</b>
	<b>Grand-Total (A+B)</b>	<b>4500000</b>	<b>100.00</b>