

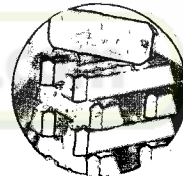


# *annual report*

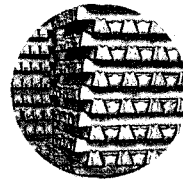
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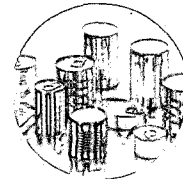
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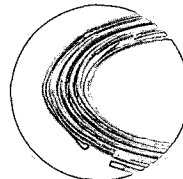
**gold**



**silver**



**aluminum**



**copper**

Report Junction

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## THE DAMAGE ONE COMPUTER CAN CAUSE

<b>E-WASTE COMPONENTS</b>	<b>PROCESS</b>	<b>POTENTIAL ENVIRONMENTAL HAZARD</b>
Cathode ray tubes	Removal of copper yoke	Lead, barium and other heavy metal leaching into groundwater, release of toxic phosphor
Printed circuit boards	Removal of computer chips	Air emission of same substances
Chips and other gold-plated components	Chemical stripping using nitric and hydrochloric acid	Hydrocarbons, heavy metals discharged directly into rivers, sea. Acidifies the water, destroying fish and flora
Plastics from computer and peripherals eg. printers, keyboards	Shredding and low temperature re-melting to be reutilised in poor grade plastics	Emissions of brominated dioxins and hydrocarbons
Computer wires	Often burned to recover copper	Hydrocarbon ashes discharged into air, water and soil
Toner cartridges	Paintbrushes used to recover toner	Unknown toxicity in cyan, yellow and magenta toners
Miscellaneous computer parts encased in rubber or plastic	Often burned to recover steel and other metals	Hydrocarbon ashes discharged into air, water and soil



**INFOTREK SYSKOM LIMITED**  
**Regd Off: 6, Rustom Building, 2nd Floor,**  
**29, Veer Nariman Road, Fort, Mumbai-400 001**

**NOTICE**

**NOTICE** is hereby given that the Thirteenth Annual General Meeting of the Members of Infotrek Syscom Limited will be held on Tuesday, 14<sup>th</sup> August, 2007 at 4.00 p.m. at its corporate office at 205, Centre Point, 2<sup>nd</sup> Floor, J. B. Nagar, Andheri-Kula Road, Andheri (E), Mumbai – 400 059 to transact the following business:

**Ordinary Business:**

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended 31<sup>st</sup> March, 2007 and the Balance Sheet as at that date together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mrs. Ananya Bhattacharya who retires by rotation, but being eligible offer herself for re-appointment.
3. To appoint a Director in place of Mrs. Aruna Soni who retires by rotation, but being eligible offer herself for re-appointment.
4. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

**“RESOLVED THAT** M/s DMKH & Co. Chartered Accountants be and are hereby appointed Auditors of the Company in place of M/s Durgesh Kabra & Co. Chartered Accountants to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the Company.”

**Special Business:**

5. To consider and, if thought fit, to pass, with or without modification, the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provision of Section 269 of the Companies Act, 1956 Shri Brijkishor Soni be & is hereby re-appointed as Managing Director of the Company for a further period of three years with effect from 1<sup>st</sup> September 2007.”

**“FURTHER RESOLVED THAT** in accordance with the provisions of Sections 198, 269 & 309 read with Schedule XIII and all other applicable provisions of the Companies Act, 1956 (including any statutory modification(s) or re-enactment thereof, for the time being in force), approval of the General Body be and is hereby accorded that Shri B. K. Soni be paid following remuneration and perquisites, w. e. f. 1<sup>st</sup> September, 2007, in consideration of performance of his duties as a Managing Director:

(a) **Basic Salary:** Rs.250,000 (Rupees Two Lac Fifty Thousand only) per month with such annual increments as considered by the board.

(b) **Commission :** @ 1% (one percent) of the net profit of the Company in the financial year computed in the manner laid down in Sections 349 & 350 of the Companies Act, 1956 subject to a ceiling of 50% of the annual salary as defined in para (a) above.

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(c) **Perquisites and Allowances:** In addition to the salary and commission as outlined above, the Managing Director shall be entitled to perquisites/allowance as under:

(i) **Housing :** Free furnished residential accommodation or in case no accommodation is provided by the Company, reimbursement of actual expenditure incurred by the Managing Director on hiring accommodation shall be made by the company subject to the ceiling of 60% of the salary as defined in para (a) above.

In addition, the expenditure incurred for utilities such as gas, fuel, electricity, water, furnishing, repairs/upkeep and maintenance of accommodation and servants' salaries shall be reimbursed on actual basis.

(ii) **Medical Benefits:** Payment/reimbursement of expenses incurred for self and family (including mediclaim/medical insurance premium) or medical allowance in accordance with the rules of the Company.

(iii) **Leave Travel Allowance/Assistance:** Once in a year on actual for traveling within the Country or once in three years on a foreign tour with family.

(iv) **Club Fees:** Payment/reimbursement of club fees for not more than two clubs in India, excluding admission and life membership fees.

(v) **Personal Accident Insurance Premium:** For a personal accident insurance cover not exceeding Rs.100 lacs.

(vi) **Contribution to Provident Fund, Pension/Superannuation or Annuity Funds:** As per the Rules framed under the Company's relevant scheme.

(vii) **Gratuity:** As per the Rules of the Company and applicable statutory provisions from time to time.

(viii) **Leave Encashment:** Leave with full pay and allowance as per rules of the Company. Accumulation/encashment of unavailed earned or privilege leave will be permissible in accordance with the Rules specified by the Company.

(ix) **Car/Communication Facilities:** The following shall not be included in the computation of perquisites-

(a) Provision of Company's car(s) with driver for the official use.

(b) Provision of free telephone(s) and/or other communication facilities or reimbursement of telephone/communication expenses at residence including payment of local calls and long distance official calls.

#### **Explanation(s):**

(a) The said perquisites and allowances shall be evaluated at actual cost or if the cost is not ascertainable the same shall be valued as per the Income Tax Act, 1961 or any rules thereunder as are in force from time to time.

(b) The Company's contribution to or provision for provident fund, pension/superannuation or annuity funds, to the extent these either singly or put together are not taxable under the Income Tax Act, and gratuity payable and encashment of leave at the end of the tenure, as per the rules of the Company, shall not be included in the computation of limits for the remuneration which includes salary, commission, perquisites and allowances.

(c) For the purpose of gratuity, pension and other benefits, the services of Shri. B.K. Soni will be considered continuous service with the Company from the date he joins the services of sister concern(s) of this Company in any capacity from time to



time and termination of the appointment/agreement or renewal(s) will not be considered as a break in service. However, in case of gratuity any benefit already obtained from such sister concern(s) or the Company shall be deducted from the final amount payable.

(d) The Company shall reimburse travelling, entertainment and other business promotion expenses actually and properly incurred, by the Managing Director, in the course of the legitimate business of the Company in accordance with rules and regulations of the Company in force from time to time or as may be approved by the Board. Expenses relating to spouse accompanying on any official domestic and overseas trip or other trip or other facilities, if any, shall be dealt with in accordance with the practices and policies of the Company as applicable from time to time.

**"FURTHER RESOLVED THAT** the Board of Directors is entitled to revise the remuneration payable to the Managing Director at any time, such that the aggregate of the salary (inclusive of annual increments, if any) in any financial year shall not exceed ceiling laid down in Sections 198, 269, & 309 read with the Schedule XIII of the Companies Act, 1956, including any statutory modification(s), re-enactment thereof or any amendment thereto."

**"FURTHER RESOLVED THAT** notwithstanding the above, in the event of any loss or inadequacy of profits in any financial year of the company during the tenure of Shri. B. K. Soni as Managing Director of the Company, the remuneration payable to him shall be in accordance with the limits prescribed in Section II Part II of Schedule XIII to the Companies Act, 1956, as amended from time to time, subject to the compliance of provisions thereof but in any event shall not exceed the remuneration payable as provided above when the profits of the company are adequate."

**"FURTHER RESOLVED THAT** the Board of Directors be and is hereby authorised to do all such acts, deeds, matters or things as may be considered necessary, appropriate, expedient or desirable to give effect to this resolution or otherwise, considered by it in the best interest of the Company."

6. To consider and, if thought fit, to pass, with or without modification, the following resolution as an **Ordinary Resolution**:

**"RESOLVED THAT** the Authorized Share Capital of the Company be increased from Rs. 5,00,00,000 (Rupees Five Crores only) to Rs.10,00,00,000 (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore Only) equity shares of Rs. 10 (Rupees Ten only) each and that the present Clause V of the Memorandum of Association is substituted by the following Clause:

The Authorized Share Capital of the Company is Rs.10,00,00,000 (Rupees Ten Crores only) divided into 1,00,00,000 (One Crore Only) equity shares of Rs. 10 (Rupees Ten only) each with power to increase and reduce the capital for the time being into several classes and to attach

thereto respectively any preferential, qualified or special rights, privileges or conditions as may be determined or in accordance with the regulations of the company and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may be for the time being provided by the regulations of the Company.

7. To consider and, if thought fit, to pass with or without modification, the following resolution, as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 81, 81 (1A) and all other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modifications(s), or re-enactment (s) thereof for the time being in force) and in accordance with the guidelines, rules and regulations of the Securities and Exchange Board of India ("SEBI"), (including Substantial Acquisition of Shares and Takeovers Regulations, 1997), the Reserve Bank of India, and the Government of India (including any statutory amendment(s) or re-enactment(s) thereof, for the time being in force) and the enabling provisions in the Memorandum and Articles of the Association of the Company and subject to such terms, conditions and modifications as





my be considered appropriate and approved by the Board of Directors of the Company (hereinafter referred to as "the Board" which expression shall include any committee thereof for the time being to which all or any of the powers conferred on the Board by this Resolution, may have been delegated) and subject also to such approvals, consents permissions or sanctions (including any conditions thereof, or modifications to the terms contained therein), if any, required of the appropriate authorities, including those of the Ministry of Commerce, Ministry of Finance, Ministry of Industry, Secretariat for the Industrial Assistance and/or any other authority as may be required and such terms and conditions, if any, as may be prescribed while granting such consents, approvals, permissions and sanctions which may be agreed to by the Board, the Board be and is hereby authorised to offer, issue and allot up to 30,00,000 warrants for cash on a preferential basis in one or more trenches and on such terms and conditions as may be deemed appropriate by the Board, each such warrant providing the option to the holder subscribe to one fully paid up Equity Share (aggregating to up to 30,00,000 Equity Shares) at a price of Rs.60/- (Rupees sixty) per equity share or at a price calculated as per the prescribed guidelines issued by SEBI in this respect whichever is higher on the relevant date, and of this 10% will be payable at the time of allotment of the warrant and 90% will be payable at the time of exercise of option of conversion of the warrant and which shall be exercisable in one or more trenches within 18 months from the date of issue of the said warrants but in case of First Online Comtrades Pvt Ltd., a company controlled by the promoters, such that promoters shareholding does not increase by more than 5% of Equity Share Capital in any financial year or as per the Guideline issued by SEBI from time to time.

Name & Address of the Allottee	No. of. Warrants of Rs. 60/- each
<b>First Online Comtrades Pvt. Ltd</b> (Promoter Group) 6, Rustom Building, 2 <sup>nd</sup> Floor, 29, Veer Nariman Road, Fort, Mumbai – 400 001	10,00,000
<b>Knights Bridge Financial Services Pvt Ltd</b> Marquis House, 13 <sup>th</sup> Road, Juhu, Mumbai 400049	10,00,000
<b>Mahakosh Holdings Pvt. Ltd</b> 202, Hemlok Apartments S.V.P. Road, Kandivali (W) Mumbai 400067	5,00,000
<b>Alomarya Technical LLC</b> Opp. Hayyat Regency Deira, Dubai-UAE, P.O.Box –125216.	5,00,000

**“RESOLVED FURTHER THAT** all the Equity Shares resulting from the exercise of the conversion, proposed to be issued and allotted as above, shall rank pari passu in all respects with the existing Equity Shares of the Company, (including as to dividends) from the date of allotment.”

**“RESOLVED FURTHER THAT** the Relevant Date for the purpose of calculating the issue price of the warrants (including the Equity Shares to be issued on exercise of warrants) under the SEBI (Disclosure and Investor Protection) Guidelines, 2000 relating to preferential issues shall be 14<sup>th</sup> July, 2007, being the date 30 days prior to the date of this General Meeting.”

**“RESOLVED FURTHER THAT** the Board be and is hereby authorised to decide and approve the other terms and conditions of the issue of the above mentioned warrants and to vary, modify or alter any of the terms and conditions, including the size of the issue, as it may be expedient.”



**"RESOLVED FURTHER THAT** the warrants and the equity shares, on conversion, issued to M/s First Online Comtrades Pvt.Ltd, an investment company, owned and controlled by promoters, would be subject to a lock-in period of 36 months from the date of allotment of warrants."

**"RESOLVED FURTHER THAT** for the purpose giving effect to this Resolution, the Board be and is hereby authorised to do all such acts, deeds, matters and things, as it may in its absolute discretion deem necessary, proper and desirable and to settle any question, difficulty or doubt that may arise in regard to the offer, issue, allotment and utilization of the proceeds of the issue of the abovementioned warrants and equity shares and further to do all documents and writings as it deem fit."

**"RESOLVED FURTHER THAT** the Board is hereby authorised to accept such terms and conditions as the Government of India, SEBI, The Reserve Bank of India, Financial Institutions and/or Stock Exchanges may stipulate in that behalf."

**"RESOLVED FURTHER THAT** the Board be and is hereby authorised to delegate all or any of the powers conferred on it by or under this Resolution to any Committee of Directors of the Company or to any Director or any officer(s) or employee(s) of the company as it may consider appropriate in order to give effect to this Resolution."

8. To consider and, if thought fit, to pass with or without modification (s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 1956, Foreign Exchange Management Act, 1999 (FEMA), issue of Foreign Currency Convertible Bonds and Ordinary Shares (through Depository Mechanism) Scheme 1993, the applicable Rules, Guidelines, Regulations, Notifications and Circulars, if any of the Reserve Bank of India, Foreign Exchange Management (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 and applicable Master Circulars, the limit for the total holding of securities in the Company by all the Foreign Institutional Investors (FIIs) / sub accounts of FIIs put together, be and is hereby increased to 40% of the aggregate paid up share capital of the Company."

**"RESOLVED THAT** pursuant to the provisions of FEMA (Transfer or Issue of Security by a Person Resident outside India) Regulations, 2000 and applicable Master Circulars, limit for the total holding of securities in the Company by all NRIs put together, be and is hereby increased to 24% of the aggregate paid up share capital of the company."

**"FURTHER RESOLVED THAT** such increased limits of the holding of FIIs/sub accounts of FIIs and NRIs be subject to such conditions as may be imposed by Reserve Bank of India or any other Statutory Authority whose permission or sanction may be required under any Law."

**"FURTHER RESOLVED THAT** the Board of Directors of the Company be and is hereby authorized to all necessary action to give effect to this Resolution."

9. To consider and, if thought fit, to pass with or without modification (s), the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to the provisions of Section 17 and other applicable provisions of the Companies Act, 1956 the Registered Office of the Company be and is hereby changed from 6, Rustom Building, 2<sup>nd</sup> Floor, 29, Veer Nariman Road, Fort, Mumbai-400 001 to 205, Centre Point, 2<sup>nd</sup> Floor, J B Nagar, Adjacent to Hotel Kohinoor, Andheri Kurla Road, Andheri (E), Mumbai-400 059."

10. To consider and if thought fit, to pass with or without modifications the following resolution as a **Special Resolution**:

**"RESOLVED THAT** pursuant to clause III sub clause (33) of the Memorandum of Association of the Company & Section 372A & other applicable provisions of the Companies Act, 1956 the Company do form a subsidiary Company for carrying

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business of recycling and refurbishing of waste electrical and electronic equipments & Shri. B. K. Soni, Chairman & Managing Director of the Company be & is hereby authorized to take all necessary steps, to sign all papers, documents, to obtain requisite approval & to do all acts & deeds & things as may be required to be done for formation of new Company as a subsidiary.”

**“RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution the Board of Directors of the Company be and is hereby authorized to take such steps and to do all such acts, deeds, matters and things, accept any alterations or modification(s) as they may deem fit and proper and give such directions as may be necessary to settle any question or difficulty that may arise in regard to formation of new Company as subsidiary, if any, in such a manner as may appear to the Board of Directors to be most beneficial to the Company.”

#### NOTES :

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. PROXIES IN ORDER TO BE VALID AND EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. The relevant Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is annexed herewith.
3. The Register of Members and Share Transfer Books of the Company will remain closed from Friday 10<sup>th</sup> August, 2007 to Tuesday 14<sup>th</sup> August, 2007 both days inclusive.
4. All requests for transfer of shares and allied matters along with the relevant transfer deeds and/or share certificates should be sent to the Company's Registrar and Share Transfer Agents viz. M/s. Bigshare Services Private Limited, E/2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai – 400 072.
5. Members seeking any further information about Accounts are requested to write to the Company at least seven days before the Meeting, so as to enable the management to keep the information ready at the meeting.
6. Members who have not dematerialised their shares are requested to do so immediately.
7. Members are requested to notify any change in their address to the Registrars & Share Transfer Agents of the Company quoting their Folio Number.
8. Those shareholders who have not encashed their dividend warrants for the financial year ended 31<sup>st</sup> March 2000 are requested to do so immediately or to contact the Company's Registrar and Share Transfer Agents M/s. Bigshare Services Private Limited.
9. As per the provisions of the amended Companies Act, 1956, facility for making nominations is now available for shareholders and in respect of the shares can be obtained from the Registrar and Share Transfer Agents of the Company.
10. Members/Proxies should bring the attendance slip duly filled in for attending the meeting.

**By Order of the Board**

**B K Soni**

**30<sup>th</sup> June, 2007**

**Chairman & Managing Director**





## EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

### Item No-5

The Company was promoted by Shri Brijkishor Soni and the members of the Company re-appointed him as the Managing Director in the Annual General Meeting held on September 30, 2004 for a period of 3 years commencing from September 1, 2004.

The said tenure is expiring as on August 31, 2007 and considering the contribution made by Shri B. K. Soni, the Board of Directors feel that his term of office be extended for another 3 year period. The Board of Director place the members the resolution for approval.

None of the Directors of the Company other than Shri Brij Kishor Soni & Smt. Aruna Soni are in any way concerned or interested in passing of this resolution.

### Item No- 6

The present Authorised Capital of the Company is Rs.5,00,00,000 divided into 50,00,000 equity shares of Rs.10/- each. The Company proposes to increase the Authorised Capital so as to enable the Company to issue further capital as and when required. The Company proposes to increase the Authorised Share Capital of the Company to Rs.10,00,00,000 divided into 1,00,00,000 equity shares of Rs.10/- each.

Members' approval is sought to consequential amendments in the Memorandum & Articles of Association of the Company. The Board recommends this resolution for approval of the Members.

None of the Directors is concerned or interested in this resolution except to the extent of their shareholding in the Company.

### Item No. 7

The Directors is of the opinion to come out with the Preferential Issue of Warrants to part finance the working capital requirement of the Company. The proceeds of the proposed issue will be utilized for financing incremental needs of operation, investment and general corporate purpose.

For this purpose it is proposed to issue and allot to M/s First Online Comtrades Pvt.Ltd, an investment company owned and controlled by promoters, upto 10,00,000 warrants. Each warrant would provide the holder the option to subscribe to one Equity Share for every warrant (aggregating to up to 10,00,000 Equity Shares) at a price of Rs. 60/- (rupees Sixty Only) per Equity Share or at the price calculated as per the prescribed SEBI guidelines whichever is higher on the relevant date. Of this, 10% of the warrant price would be payable at the time of allotment of the warrant and balance 90% of the warrant price would be payable at the time of exercise of option of conversion of the warrant. 10% of the warrant price paid on allotment would be adjusted against the price payable subsequently for acquiring the Equity Share on exercise of the warrant. The warrants will have a currency of 18 months from the date of allotment of warrants and would be lock-in period of 36 months from date of allotment of warrants.

The warrants shall be exercisable in one or more trenches within 18 months from the date of allotment of the said warrants but such that promoter's shareholding does not increase by more than 5% of equity share capital in any financial year or as per Guidelines issued by SEBI from time to time.



If the allottee does not opt for the conversion of warrants into equity shares by payment of the balance amount within the stipulated time as mentioned in the resolution, the amount paid by them on allotment of warrants will be automatically forfeited.

The "relevant date" for the purpose of calculating the price of the Equity Shares to be issued on conversion of warrants is 15<sup>th</sup> July, 2007, being the date thirty days prior to the date of the meeting.

Pursuant to the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000 ("the SEBI DIP Guidelines") the warrants and the equity shares issued to the investment company owned and controlled by Promoters would bear a lock-in period of 36 months from the date of allotment of warrants.

#### Disclosures pursuant to the SEBI DIP Guidelines

The following disclosures are made pursuant to the provisions of the SEBI DIP Guidelines:

##### (i) Object of the issue through preferential offer:

The proceeds of the proposed issue will be utilized for financing incremental needs of operation, investment and general corporate purpose.

##### (ii) Intention of Promoter to subscribe to the issue:

The following Promoter Company intent to subscribe to the number of warrants as mentioned below:

Name	No. of Warrants
First Online Comtrades Pvt Ltd.	10,00,000

	Existing Share holding		Post Conversion of Warrants	
	No. of Shares	%	No. of Shares	%
First Online Comtrades Pvt. Ltd	403000	8.95	1403000	18.71