



**INFOTREK**  
**SYS COM LTD**

# Annual Report 2007-2008



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# INFOTREK SYSCOM LTD.



## **BOARD OF DIRECTORS**

B K Soni - CMD  
Deepak Nanda  
Srikrishna B.  
Ananya Bhattacharya  
Aruna Soni

## **AUDITORS**

DMKH & Co.  
C-9, Sanjay Apts., S.V.P. Road,  
Near Gokul Hotel, Borivali (W),  
Mumbai - 400 092.

## **BANKERS**

Kotak Mahindra Bank  
Oriental Bank of Commerce  
Punjab National Bank

## **REGISTRARS & TRANSFER AGENTS**

Bigshare Services Private Limited  
E/2, Ansa Industrial Estate,  
Saki Vihar Road,  
Saki Naka, Andheri (East),  
Mumbai - 400 072.

## **REGISTERED OFFICE**

205, Centre Point,  
Next to Hotel Kohinoor,  
J. B. Nagar,  
Andheri Kurla Road, Andheri(E),  
Mumbai - 400 059.

## **E-MAIL ADDRESS**

info@infotreksys.com  
shareholders@infotreksys.com

## **WEBSITE**

www.infotreksys.com  
www.e-exchangeindia.com  
www.ecoreco.com

# INFOTREK SYSCOM LTD.



## INFOTREK SYSCOM LIMITED,

Regd. Office: 205, Centre Point, 2<sup>nd</sup> Floor, J. B. Nagar, Andheri-Kurla Road, Andheri (East), Mumbai-400 059

### NOTICE

Notice is hereby given that the Fourteenth Annual General Meeting of the Members of Infotrek Syscom Limited will be held on 30<sup>th</sup> day of September, 2008 at 4.00 P.M. at its Registered Office at 205, Centre Point, 2<sup>nd</sup> Floor, J.B.Nagar, Andheri-Kurla Road, Andheri (East), 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, 2008 and the Balance Sheet as at that date together with the reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of Mr. Deepak Nanda who retires by rotation, but being eligible offers himself for re-appointment.
3. To appoint a Director in place of Mr. Shrikrishna B who retires by rotation, but being eligible offers himself for re-appointment.

#### Special business

1. "Resolved that pursuant to the provisions of section 224 and other applicable provisions of the Company's Act 1956, if any, M/s Vedula Vijay And Ramanathan, Chartered Accountants, be and is hereby appointed as auditors of the company to hold office from the conclusion of this meeting till the conclusion of the next Annual General Meeting on such remuneration as may be decided by the Board of Directors which they are hereby authorised to do so."

#### NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF ON A POLL ONLY AND THE PROXY NEED NOT BE MEMBER OF THE COMPANY. A PROXY, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.
2. Members/proxies should bring the enclosed attendance slip duly filled in for attending the meeting. Members are requested to bring their copy of the Annual Report to the meeting.
3. The Explanatory Statement pursuant to Section 173 (2) of the Companies Act, 1956, in respect of the Special Business of the Notice is annexed hereto. The relevant details of Directors seeking re-appointment as set out at item nos. 2 to 3 above, pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges are mentioned in the statement on Corporate Governance contained in the Annual Report for the year 2007-08.
4. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) has admitted the Company's Equity Shares in its Depository System and the ISIN No. is INE316A01038. You may take advantage of demat facility.
5. The Company's Share Transfer Register as also the Register of Members will remain closed during the period from 23/09/2008 to 30/09/2008 (both days inclusive)
6. Nomination facility is available to the members.
  - Members holding shares in physical form may obtain the Nomination forms from the Company's Registrar & Share Transfer Agent.
  - Members holding shares in Electronic form may obtain the Nomination forms from their respective Depository Participants.
  - In respect of the matters pertaining to bank details, mandates, nomination, power of attorney, change in name / address, etc., the members are requested to approach:
    1. The Company's Registrar & Share Transfer Agent, in case of shares held in physical form and
    2. The respective Depository Participants in case of shares held in electronic form.

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# INFOTREK SYSCOM LTD.



7. In all correspondence with the Company/Registrar & Share Transfer Agent, members are requested to quote their folio numbers or DP ID and Client ID in respect of Shareholding in physical or electronic form respectively.
8. A member desirous of getting any information in respect of the contents of the Annual Report is requested to forward the queries to the Company at least seven days prior to the meeting so that the required information can be made available at the meeting.

## Explanatory Statement

Pursuant to section 173 of the Company's Act 1956 in respect of the special business.

Item No 4 of the notice : M/s DMKH & Co Chartered Accountants Statutory Auditors of the Company expressed their desire that they be not re-appointed at the ensuing Annual General Meeting .The Board of Director at the meeting held on 30<sup>th</sup> August 2008, have proposed the appointment of M/s Vedula Vijay And Ramanathan Chartered Accountants as the Statutory Auditors of the Company to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the next Annual General Meeting. A certificate under section 224 of the Act has been obtained from them to this effect that their proposed appointment will be within the limits specified in the said section.

Your Directors recommend the Ordinary Resolution for your approval.

None of the Directors of the Company are in anyway interested in the proposed Resolution.

Place: Mumbai  
Date: 30<sup>th</sup> August, 2008

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By order of the Board

**B. K. Soni**  
Managing Director

**Registered Office:**  
205, Centre Point,  
Next to Hotel Kohinoor,  
J. B. Nagar  
Andheri Kurla Road,  
Andheri (East),  
Mumbai - 400 059



# INFOTREK SYSCOM LTD.

## DIRECTORS' REPORT

Dear Shareholders,

We have pleasure in presenting the Fourteenth Annual Report of your Company along with the Audited Final Accounts for the year ended 31st March, 2008.

### 1. FINANCIAL RESULTS

(Rs.in lacs)

	2007-2008	2006-2007
Total Income	2,735.88	1,991.18
Profit before, Interest, Depreciation and Tax	103.95	104.25
Less : Interest	0.12	1.97
Less: Depreciation	4.99	4.96
Net Profit before Tax for the year	98.84	97.33
Less : Provision for Tax	10.20	14.75
Less : Short Provision for Tax in earlier years	0.12	0.19
Less : Fringe Benefit Tax	0.50	0.40
Less : Deferred Tax	(0.91)	(0.36)
Net Profit after Tax For the year	88.02	82.35
Balance brought forward from previous year	141.02	208.70
Amount available for appropriation	229.95	291.05
Less: Profits transferred to General Reserve	0.00	150.00
Balance carried to Balance Sheet	229.95	141.05

### 2. DIVIDEND

Your Directors have decided not to declare any dividend for the year 2007-08 in order to conserve resources.

### 3. OPERATIONS & FUTURE PLANS

For the year ended 31.03.2008 turnover of the Company increased to Rs. 2,735.88 lacs as against Rs.1,991.18 lacs earned during the previous year. The company added new customers during the year and that contributed in the increased top line, although the margins remain under pressure. Refurbishing division of computer hardware is performing well. The talks for the tie-up for refurbishing division initiated during last year are now reaching to the stage of an agreement with the UK based world known name in refurbishing activities, as soon as the same gets materialized your company will start implementing the plan of expansion.

During the period under review, lot of actions were taken for implementing the plans of recycling of e-waste like, incorporating a subsidiary in the name of Eco Recycling Limited, approaching financial institutions, banks, fresh issue of Equity Shares on preferential allotment basis of your company to mobilize resources for implementing the project of e-waste recycling etc. in its subsidiary, Eco Recycling Limited. Your company will continue to focus on the activities of refurbishing & recycling of e-waste along with its present businesses.

### 4. DIRECTORS

Mr. Deepak Nanda and Mr. Srikrishna B. retire by rotation at the ensuing Annual General Meeting and being eligible offer themselves for reappointment.

# INFOTREK SYSCOM LTD.



## 5. 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.

## 6. CORPORATE GOVERNANCE

The Company has complied with the mandatory provisions of Corporate Governance as stipulated under Clause 49 of the Listing Agreement (as amended) with the Stock Exchange. A separate Annexure of Corporate Governance and Certificate from the Auditors of the Company certifying compliance of conditions of Corporate Governance are annexed herewith and form part of this Annual Report.

## 7. AUDITORS

The Company's Auditors, M/s. DMKH & Co. Chartered Accountants hold office until the conclusion of the ensuing Annual General Meeting and have indicated that they will not seek re-appointment.

## 8. COMPLIANCE CERTIFICATE

As required under Section 383 (A) (1) of the Companies Act 1956, Compliance Certificate from Company Secretary in Whole – Time Practice is attached herewith.

## 9. PARTICULARS OF EMPLOYEES

There were no employees who were in receipt of remuneration aggregating to Rs. 1,200,000 or more p.a. if employed throughout the year under review or Rs. 100,000 p.m. if employed for part of the year under review, except Mr. B. K. Soni, Managing Director, who receives Rs. 250,000 P.M. w.e.f. 1.9.2007 as remuneration.

## 10. ADDITIONAL INFORMATION

As required by 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.

## 11. ACKNOWLEDGEMENTS

The directors of your company express its grateful appreciation for the support and co-operation received from banks, government authorities, clients and business associates. Your Directors are happy to place on record their gratitude to the Company's employees at all levels for their dedicated efforts. The Directors are also thankful to the Shareholders for their continued valued support throughout the period.

Place : Mumbai

Date : 30<sup>th</sup> August, 2008

For and behalf of the Board of Directors

B. K. Soni

Chairman and Managing Director

Registered office:

205, Centre Point, Next to Kohinoor Hotel,

J. B. Nagar, Andheri Kurla Road, Andheri (East)

Mumbai 400 059.



# INFOTREK SYSCOM LTD.



## CORPORATE GOVERNANCE REPORT:

### 1. Philosophy on Code of Corporate Governance:

#### a) Company's philosophy on code of governance :

Corporate Governance is the mechanism by which the principles, values, philosophy and practices of a Company manifest in the corporate world. Transparent and good Corporate Governance ensures that the Company is managed and monitored in a responsible manner and is geared to good value creation. Good Corporate Governance is the responsibility and privilege of each and every stakeholder.

At the Company our main pursuit is achieving good governance. This is an ongoing continuing process, as a conscious and conscientious effort thus ensuring truth, transparency, accountability and responsibility in dealing with all stakeholders, customers, employees and community at large.

The Company believes that it should always be better managed, well governed along with its activities in the national interest. The Company's constant efforts to improve operational performance guided by our values, forms the basis for good Corporate Governance which is strongly driven by our values such as quality, commitment, customer orientation and integrity. The Company believes that all its operations and actions must serve the underlying goal of enhancing overall shareholders' value over a sustained period of time.

Thus transparency, fairness, accountability, integrity and maximum information to stakeholders are the cornerstones of Corporate Governance. Keeping the spirit in view, the Company as detailed in this Report, has complied with and implemented mandatory requirements of Corporate Governance as set out under Clause 49 of the Listing Agreement with the Stock Exchanges as amended.

### 2. Board of Directors:

#### a) The composition of the Board of Directors as on 31st March, 2008 is as follows

Name of the Director	Category of Directorship	No. of Outside Directorship in Public Ltd. Companies *
Brij Kishor Soni	Executive	3
Deepak Nanda	Non-Executive-Independent	1
Srikrishna B.	Non-Executive-Independent	3
Aruna Soni	Executive	2
Ananya Bhattacharya	Non-Executive-Independent	-

\* Excludes Directorship in Indian Private Limited Companies.

Ten Board Meetings were held during the year on the following dates on viz. 30.06.2007, 12.07.2007, 19.07.2007, 20.7.2007, 29.8.2007, 20.10.2007, 12.12.2007, 21.01.2008, 17.03.2008 and 21.03.2008..

Name of the Director	No. of Board Meetings Attended	Last AGM Attended
Brij Kishor Soni	10	YES
Deepak Nanda	5	YES
Srikrishna B.	5	YES
Ananya Bhattacharya	--	NO
Aruna Soni	10	YES

#### b) The Attendance of the Directors at Board Meetings and at the last Annual General Meeting.

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## 3. Committees of the 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

**Deepak Nanda (Chairman)**  
**Ananya Bhattacharya**  
**Srikrishna B.**

Remuneration paid to directors for the financial year 2007-2008

Name of the director	Sitting fees	Salaries	Total
Brij Kishor Soni	—	18,75,000	18,75,000
Deepak Nanda	11,000	---	11,000
Srikrishna B.	13,000	---	13,000
Ananya Bhattacharya	—	---	---
Aruna Soni	30,000	---	30,000

### b) Audit Committee

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., 30.06.2007, 30.07.2007, 20.10.2007 and 21.01.2008.

Sr. No.	Members of the Audit Committee	Number of Meetings Held	Number Meetings Attended
1	Deepak Nanda (Chairman)	4	4
2	Ananya Bhattacharya	4	---
3	Srikrishna B.	4	4

### c) Investors' Grievances 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.

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

The Committee attends the shareholders' / investors' grievances./ queries expeditiously, all transfer and demat requests till 31st March, 2008 were fully attended.

Sr. No.	Members of the Audit Committee	Number of Meetings Held	Number Meetings Attended
1	Srikrishna B. (Chairman)	15	15
2	Aruna Soni	15	15
3	Ananya Bhattacharya	15	---

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## General Body Meeting of the Company in the last 3 years:

Financial Year	Venue	Day & Date	Time
2004 - 2005	6, Rustom Building, 2nd Floor, 29, VeerNariman Road, Fort, Mumbai - 400001.	Friday 30th September, 2005	11.00 a.m.
2005-2006	6, Rustom Building, 2nd Floor, 29, VeerNariman Road, Fort, Mumbai - 400001.	Friday 29th September, 2006	11.00 a. m.
2006-2007	205,centre Point, Next to Hotel Kohinoor, Andheri-Kurla Road, Andheri(E), Mumbai - 400059.	Thursday 14th August 2007	4.00 p.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 complies with the requirements of the listing agreements with the Bombay Stock Exchange as well as regulations and guidelines of SEBI. Consequently, no penalties were imposed or strictures passed against your Company by SEBI, Bombay Stock Exchange or any other 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 being sent to the Bombay Stock Exchange for display on the Notice Board as per the requirement of the Stock Exchange.

### 8. General shareholder's information

Date, Time and Venue of the AGM	:	Tuesday 30th September, 2008 at 4.00 p.m. 205, Centre Point Next to Hotel Kohinoor, Andheri Kurla Road, Andheri(E), Mumbai-400 059.
Financial Calendar	:	April to March
Date of Book Closure	:	Tuesday 23rd September 2008 to Tuesday 30th September 2008 both days inclusive.
Listing on Stock Exchange	:	Bombay Stock Exchange
Scrip Code	:	530643
Registrar and Transfer Agent	:	Bigshare Services Pvt. Ltd. E-2, Ansa Industrial Estate, Saki Vihar Road, Saki Naka Andheri (E), Mumbai - 400 072.

### 9. Market Price on BSE

Monthwise high & low Share Price of the shares of the Company from April 2007 to March 2008:

	April	May	June	July	Aug.	Sept.	Oct.	Nov.	Dec.	Jan.	Feb.	Mar.
High	65.90	61.65	61.40	67.35	66.00	75.00	72.75	75.00	103.00	134.75	76.95	59.70
Low	46.50	50.10	49.20	51.05	50.60	56.20	58.15	52.75	72.10	55.10	52.00	32.15

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## 10. Share Holding

a) Distribution of shareholding as on March 31, 2008 :

No. of Equity shares held	No. of Shareholders	No. of shares held	% Shareholding
000 - 500	3,052	491,151	10.91
501 - 1000	198	165,184	3.67
1001 - 2000	89	139,110	3.09
2001 - 3000	28	72,193	1.61
3001 - 4000	8	28,879	0.61
4001 - 5000	9	42,785	0.95
5001 - 10000	17	139,525	3.10
10001 - above	33	3,421,173	76.03
<b>Total</b>	<b>3,433</b>	<b>4,500,000</b>	<b>100.00</b>

**Note :** 5,00,000 Share allotted to M/s Aastha Fiscal & Trading Pvt. Ltd. are yet to be listed on the BSE.

b) Categories of shareholding as on March 31, 2008 :

Category	No. of Shares Held	% Shareholding
Indian Promoters	1,161,700	25.82
Persons acting in concert	42,300	0.94
Banks, Financial Institutions, Insurance, FII	603,571	13.41
Private Corporate Bodies	1,367,494	30.39
Indian Public	1,269,879	28.22
NRIs / OCBs	36,223	0.80
Any other (Clearing Member)	18,833	0.42
<b>Total</b>	<b>4,500,000</b>	<b>100.00</b>