

Annual Report

2011 - 2012



INDO WEBSEC LIMITED

Indo Websec

BOARD OF DIRECTORS

Mr Narendar Nath Jain, Chairman
Mr Nitin Jain, Managing Director
Mr Harish Sabarwal, Director
Mr Sanjeev Juneja Director
Mr Hari Om Bhatia, Additional Director
Mr Shanit Jain, Additional Director

AUDITORS

M/s P Aggarwal & Associates
Chartered Accountants
908, Arunachal, 19 Barakhamba Road
New Delhi- 110 001

BANKERS

HDFC Bank Ltd, Kamla Nagar
D-147, Kamla Nagar
New Delhi - 110 007.

Punjab National Bank, Mukherjee Nagar,
Mukherjee Nagar, Delhi - 110 009

REGISTERED OFFICE

21-A, 3rd Floor, Savitri Bhawan,
Commercial Complex, Mukherjee Nagar,
New Delhi- 110 009
Phone No.+91-011-27654949
Fax- +91-011-27654959
Email- id: iwl@unf.in

STOCK EXCHANGE

Delhi Stock Exchange of India
DSE House, 3/1, Asaf Ali Road,
New Delhi - 110 002

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NOTICE

Notice is hereby given that the Annual General Meeting of the Members of the Company will be held on Thursday, 20th September, 2012 at 03.00 P.M. at Mitraz Restaurant, F-14/7, Model Town Part-II, Delhi- 110 009 to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet of the Company as at 31st March, 2012 and Profit and Loss Account for the year ended on that date together with the Reports of the Auditors and Director (along with the Compliance Certificate) thereon.
2. To appoint a Director in place of Mr Sanjeev Juneja who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint the Statutory Auditors of the Company to hold office from the conclusion of this meeting until the conclusion of the next annual general meeting and to authorize the Board to fix their remuneration.

Special Business:

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

"Resolved That Mr Shanit Jain, who was appointed as an Additional Director to hold office till the date of the Annual General Meeting be and is hereby appointed as Director of the Company, whose office shall be liable to determination through retirement by rotation."

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

"Resolved That pursuant to the provisions of Sections 198, 269, 309, 310, 311 read with Schedule of XIII of the Companies Act, 1956 and other applicable provisions, if any (including any statutory modifications or re-enactments thereof, for the time being in force) & provisions of the Articles of Association of the Company and other applicable provisions, if any, the consent of the members be and is hereby accorded for appointment of Mr Shanit Jain as Whole Time Director of the Company with effect from 20th September, 2012 on the terms and conditions as mentioned below and with the liberty to the Board of Directors to alter and vary the terms and conditions including the remuneration so as not to exceed the limits specified in the Schedule XIII of the Companies Act, 1956.

Designation : Whole Time Director

Tenure : from 20th September, 2012 till 19th September, 2017

Remuneration: Monthly remuneration of Rs. 25,000 (Rupees Twenty Five Thousand only) whether paid as Salary, allowance(s), perquisites or a combination thereof.

Resolved further that the following perquisites will not be included in the aforesaid remuneration:

- a. Contribution to provident fund, superannuation fund or annuity fund to the extent these either singly or put together are not taxable under the Income-tax Act, 1961;
- b. Gratuity payable at a rate not exceeding half a month's salary for each completed year of service; and
- c. Encashment of leave at the end of tenure.

Resolved further that payment/ re-imbursment of telephone and/ or mobile phone(s) bills, conveyance, fuel expenses or other out of pocket expenses incurred in course of the official duties will not be included in the aforesaid remuneration.

Resolved further that in the event of loss, absence or inadequacy of profits, the aforesaid remuneration shall be the minimum remuneration.

Resolved further that the Board of Directors and the Remuneration Committee of the Company be and are hereby severally authorised to fix such remuneration and to work out various components of the remuneration package as it may deem fit and proper within the overall limits of the remuneration as approved above.

Resolved further that the Board of Directors of the Company (including any committee/sub-committee of the Board) be and is hereby authorised to take all necessary steps to give effect to the aforesaid resolution."

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

"Resolved That Mr. Hari Om Bhatia, who was appointed as an Additional Director to hold office till the date of the Annual General Meeting be and is hereby appointed as Director of the Company, whose office shall be liable to determination through retirement by rotation."

7. 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 81(1A) of the Companies Act, 1956, the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000, the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, Listing Agreement entered into by the Company with the Stock Exchanges where the shares of the Company are listed, the Foreign Exchange Management Act, 1999, guidelines issued by the Reserve Bank of India or other competent authorities in this behalf, the Memorandum & Articles of Association of the Company and other applicable provisions, if any, and subject to all such approvals, permissions and sanctions, as may be necessary or required, the consent of the Members of the Company be and is hereby given and the Board of Directors of the Company be and is hereby authorised to offer, issue and allot up to 1,57,400 forfeited equity shares of the Company at a price of Rs. 10 per share payable in cash, to the persons which board may decide by way of private placement on preferential allotment basis, in one or more tranches, as per the terms and conditions given in the Explanatory Statement annexed to this notice, which, inter alia, include that the Equity Shares shall be subject to the provisions of the Memorandum and Articles of Association of the Company and shall rank pari-passu in all respects including as to dividend with the existing equity shares of the Company except that new equity shares will be subject to lock-in requirement in terms of the provisions of the SEBI Guidelines.

Resolved further that the Board of Directors of the Company be and is hereby authorised to reduce, change or modify the number of shares to be issued, to finalize and modify the terms and conditions, quantum, increase the price at which the shares were issued, timings and all other matters relating to the issue and allotment of the aforesaid preferential issue of equity shares, to agree to such conditions or modifications that may be imposed, required or suggested by the Securities & Exchange Board of India (the SEBI), Stock Exchange(s) or other authorities, or that may otherwise be deemed fit or proper by the Board without being required to seek any further consent or approval of the Company in General Meeting and to settle all questions or difficulties that may arise with regard to the aforesaid in such manner as it may determine in its absolute discretion and to take such steps and to do all such acts, deeds, matters and things as may be required, necessary, proper or expedient, to give effect to this Resolution. **Resolved further that** the Board of Directors of the Company be and is hereby authorised to delegate all or any of the previously mentioned powers/authorities to any committee of Directors and/or officers or to any one or more directors and officers of the Company as it may deem fit and proper."

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

"Resolved that subject to the provisions of section 21 and 31 of the Companies Act, 1956 and other applicable provisions, if any, and subject to the approval of Central Government and other competent authorities, as may be required, the name of the Company be and is hereby changed from **"Indo Websec Limited"** to **"Fruition venture Limited"**

Resolved further that Clause I of the Memorandum of Association of the Company being the Name Clause, be substituted with the following new Clause:

1. *The Name of the Company is Fruition venture Limited.*

Resolved further that the name- **"Indo Websec Limited"**, wherever it appears in the Memorandum of Association and the Articles of Association of the Company, be substituted with the new name- **"Fruition venture Limited"**

Resolved further that the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds, matters and things that may be necessary, proper or expedient, to give effect to this resolution.

Resolved further that the Board of Directors of the Company be and is hereby authorised to agree to such changes/modifications as may be suggested by the Registrar of Companies or other competent authorities or that may otherwise deem fit by the Board and to take such other steps as may be required 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 149(2A) of the Companies Act, 1956, and other applicable provisions, if any, the consent of the members of the Company be and is hereby given to adopt sub clauses no. 39 to 54 of Clause III-C (Other Objects Clause) of the Memorandum of Association of the Company and to commence and carry on all or any one or more of the businesses and activities as mentioned in these sub-clauses.

Resolved further that the Board of Directors of the Company be and is hereby authorised to take such steps as may be necessary to give effect to this resolution."

		For and on Behalf of the Board For Indo Websec Limited
Date :	13th August 2012	Sd/- Nitin Jain
Place :	New Delhi	Managing Director

Notes:

- A. **Appointment of Proxy:** A Member entitled to attend and vote at the 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 in order to be effective must be deposited with the Company not less than 48 hours before the time fixed for commencement of the Meeting.
- B. **Corporate Members:** Corporate Members intending to send their authorised representatives are requested to send a duly certified copy of the Board Resolution authorizing the representatives to attend and vote at the Annual General Meeting.
- C. **Members/Proxies** attending the meeting are requested to bring their copy of Annual Report to the Meeting.
- D. **Queries at the AGM:** Queries proposed to be raised at the Annual General Meeting may be sent to the Company at its registered office at least seven days prior to the date of AGM to enable the management to compile the relevant information to reply the same in the meeting.
- E. **Book Closure:** The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 14th September 2012 to Thursday, 20th September 2012 (both days inclusive) for the purpose of the AGM.
- F. **Members** are requested to notify any change in their address/ mandate/ bank details immediately to the share transfer Agent of the Company- RCMC Share Registry Private Limited, B-106, Sector 2, Noida 201 301, Phone No 0120-4015880.
- G. **Shareholders** are requested to register or update their Email-ids on mail of the Company at info@unf.in
- H. **Inspection of Documents:** Documents referred to in the Notice etc., are open for inspection at the registered office of the Company at all working days except Saturdays between 11 A.M. and 2 P.M. up to the date of Annual General Meeting.
- I. The information required to be provided under the Listing Agreement regarding the Directors proposed to be reappointed is given in the annexure to the Director's Report.
- J. **Explanatory Statement:** Explanatory Statement as required under section 173(2) of the Companies Act, 1956, in respect of Special Business under item no. 4 to 9 are enclosed herewith.

**Explanatory Statement pursuant to section 173(2) of
the Companies Act, 1956**

Item No. 4 & 5

Mr Shanit Jain was co-opted on the Board of the Company as Additional Director to hold office until the date of ensuing annual general meeting.

The Company has received notice in writing along with the requisite deposit under Section 257 of the Companies Act, 1956 proposing the candidature of Mr Shanit Jain for the office of Director of the Company in the ensuing Annual General Meeting. Mr Shanit wanted to take larger participation in the Company as Executive Whole- Time Director.

The Board recommends the proposed resolution at item no 4 & 5 for adoption of members in the larger interest of the Company.

None of the Directors except Mr Shanit Jain is interested and concerned in the proposed resolution.

Item No. 6 :

Mr Hari Om Bhatia was co-opted on the Board of the Company as Additional Director to hold office until the date of ensuing annual general meeting.

The Company has received notice in writing along with the requisite deposit under Section 257 of the Companies Act, 1956 proposing the candidature of Mr Hari om Bhatia for the office of Director of the Company in the ensuing Annual General Meeting.

The Board recommends the proposed resolution at item no 5 for adoption of members in the larger interest of the Company.

None of the Directors of the company except Mr Hari om Bhatia himself is interested and concerned in the proposed resolution.

Item No. 7 :

1,57,400 equity shares were forfeited by the company for the non-payment of call money. The Company is proposing to re-issue these equity shares. Since the quantity is not very large, your Board is of the opinion that proportionate offer to all the shareholders of the company does not make any sense. Accordingly, your Board is proposing to re-issue these shares to M/s Nitin Jain (HUF).

The proposed allottee belongs to the promoters group of the company. Though re-issue of forfeited shares may not be covered under the relevant guidelines issued by the SEBI for preferential issue, shares are proposed to be reissued at the price of Rs. 10 (Rs. ten only) per shares being price calculated in terms of the SEBI guidelines for preferential issue. Relevant information/ details about the allottee company are given below:

Instrument and Numbers : The Company is proposing to re-issue 1,57,400 equity shares which were forfeited for non-payment of call money.

Issue Price : The shares of the Company are listed on the Delhi Stock Exchange. There is no trading in the securities of the Company for the last six months. So, the pricing formula for the determination of the issues price as per SEBI (DIP) Guidelines is not applicable in the present case. The issue price of the Equity Shares/ resultant Equity Shares is fixed at Rs. 10 per share being the face value of shares.

Payment : In terms of the provisions of the SEBI Guidelines, 100% of the issue price of the equity shares shall be payable at the time of re-issue of equity shares of the Company.

Identity & Particulars of proposed allottee : Present re-issue of equity shares is proposed to be made to M/s. Nitin Jain (HUF), belonging to the Promoter Group.

Pre-issue holding of the proposed Allottee : The proposed M/s Nitin Jain (HUF) is holding Nil shares in the company as on date of this notice.

Post-issue holding of the proposed Allottee : Post re-issue shareholding of the proposed Allottee will be 1,57,400 equity shares of Rs 10 each.

Lock-in Period : Equity share proposed to be reissued subject to lock in requirement in terms of provision of SEBI guidelines for three years. As there is no pre-issue shareholding of the proposed allottee of Equity Shares, there is no question of lock-in of pre-issue shareholding in the Company.

Intention of promoters/directors/key management persons to subscribe : Promoters/directors/key management persons intend to subscribe to the present re-issue of forfeited equity shares.

Pre-issue & Post-issue Shareholding Pattern of the Issuer Company: Pre-issue and post issue shareholding pattern of the Issuer Company will be as below :

		Pre Issue		Post Issue	
		No. of Shares	% of Paid Up Capital	No. of Shares	% of Paid Up Capital
(A)	Shareholding of Promoter and Promoter Group				
-1	Indian				
(a)	Individuals / Hindu Undivided Family	1366001	45.65	1523401	48.36
(b)	Central Government/ State Government(s)	-	-	-	-
(c)	Bodies Corporate	-	-	-	-
(d)	Financial Institutions/Banks	-	-	-	-
(e)	Any Other (specify)	-	-	-	-
	Sub-Total (A)(1)	1366001	45.65	1523401	48.36
-2	Foreign				
(a)	Individuals (Non-Resident Individuals/ Foreign Individuals)	-	-	-	-
(b)	Bodies Corporate	-	-	-	-
(c)	Institutions	-	-	-	-
(d)	Any Other (specify)	-	-	-	-
	Sub-Total (A)(2)	-	-	-	-
	Total Shareholding of Promoter and Promoter Group (A)= (A)(1)+(A)(2)	1366001	45.65	1523401	48.36
(B)	Public Shareholding				
-1	Institutions				
(a)	Mutual Funds/UTI	-	-	-	-
(b)	Financial Institutions/Banks	-	-	-	-
(c)	Central Government/ State Government(s)	-	-	-	-
(d)	Venture Capital Funds	-	-	-	-
(e)	Insurance Companies	-	-	-	-
(f)	Foreign Institutional Investors	-	-	-	-
(g)	Foreign Venture Capital Investors	-	-	-	-
(h)	Any Other (specify)	-	-	-	-
	Sub-Total (B)(1)				
-2	Non Institutions				
(a)	Bodies Corporate	137500	4.59	137500	4.38
(b)	Individuals -				
	i. Individual shareholders holding nominal share capital upto Rs.1 Lakh	1180099	39.43	1180099	37.46
	ii. Individual shareholders holding nominal share capital in excess of Rs. 1 Lakh	309000	10.33	309000	9.80
(c)	Any other (specify) Non-resident Indian/OCB	-	-	-	-
(d)	Any other (specify) Clearing Member	-	-	-	-
	Sub-Total (B)(2)	1626599	54.35	1626599	51.64
	Total Public Shareholding (B)= (B)(1)+(B)(2)	1626599	54.35	1626599	51.64
	TOTAL (A)+(B)	2992600	100.00	3150000	100.00
(C)	Shares held by custodians and against which Depository Receipts have been issued				
	GRAND TOTAL (A)+(B)+(C)	2992600	100.00	3150000	100.00

* None of the shares has been pledged.

Objects and purpose of the re-issue of the forfeited equity shares

The proceeds of the proposed re-issue of equity shares will be utilized in strengthening the financial position of the company. The funds will be used in augmentation of the long term fund/working capital fund of the company.

Proposed time of re-issue

The re-issue of Equity Shares will be made within a period of 15 days from the date of passing of the aforesaid Special Resolution by the members, excluding the time taken in obtaining the necessary approvals, if any, or within such further period as may be prescribed or allowed by the SEBI, stock exchange(s) or other concerned authorities.

The Statutory Auditors of the Company has certified that the proposed re-issue of equity shares, on the above terms and conditions, is in accordance with the requirements contained in the Securities and Exchange Board of India (Disclosure and Investor Protection) Guidelines, 2000, and the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 1997, as amended up to date.

In terms of the provisions of the Companies Act, 1956, the consent of members by way of a special resolution is required. Your Directors recommend the resolution.

The Board recommends the resolution for adoption by the members.

Mr Nitin Jain, Directors of the Company may be deemed to be interested and concerned in the proposed resolution.

Item No. 8

The Board of Directors proposes to opt for a general name without mentioning any specific line of activity to enable the Company to explore various business avenues in the industrial segment. Your Board proposes to change the name of the Company from Indo websec Ltd to Fruition venture Limited. The proposed name has already been made available to the Company by the Registrar of Companies, NCT of Delhi & Haryana.

Approval of members by way of special resolution is required to for the aforesaid resolution. The Directors recommend and place before you the proposed resolution for your consideration and approval.

None of the Directors is concerned or interested in proposed resolution.

Item No. 9

The Board of Directors are exploring several business opportunities including trading in computer hardware, software, I.T. etc. Accordingly, your Board has decided to make necessary alteration in the Other Object Clause of the Memorandum of Association of the Company.

Consent of the members is also sought for authorization to the Board to commencement all or any of these Other Objects of the Memorandum of Association.

The proposed change in Objects Clause of Memorandum of Association of the Company would enable the Company to carry on the business of the Company more efficiently and economically.

In terms of the provisions of the Companies Act, 1956, the proposals are required to be approved by the members by a special resolution. Your Directors recommend and place before you the proposed resolution for your consideration and approval.

None of the Directors is concerned or interested in the proposed resolution.

		For and on Behalf of the Board For Indo Websec Limited
Date :	13th August 2012	Sd/- Nitin Jain
Place :	New Delhi	Managing Director

DIRECTORS' REPORT

Dear Members

Your Directors have pleasure in presenting the 18th Annual Report of your Company together with the Audited Annual Accounts for the financial year ended 31st March, 2012.

Financial Highlights

(Amount in Rs.)

Particulars	Financial Year ended	
	31st March, 2012	31st March, 2011
Total Income	1,553,083.00	26,550,811.00
Total Expenditure	4,604,873.00	29,550,985.00
Profit before tax	(3,051,790.00)	(3,000,174.00)
Provision for tax	-	-
Profit after tax	(2,060,253.47)	(2,048,565.45)
Transfer to Reserve	-	-
Paid-up Share Capital	30,072,320.00	30,072,320.00
Reserves and Surplus (excluding revaluation reserve)	-	-

Year in Retrospect

During the year under review, total income of the Company was Rs. 1,553,083.00 as against Rs. 26,550,811.00 in the previous year. The Company incurred the losses of Rs. 2,060,253.47 as against Rs. 2,048,565.45 in the previous year. Your Directors are putting in their best efforts to improve the performance of the Company.

Material Changes etc.

Save as mentioned elsewhere in this Report, no material changes and commitments affecting the financial position of the Company have occurred between the end of the financial year of the Company- 31st March, 2012 and the date of this Report.

Dividend

In view of loss incurred by the Company, your Directors be disappointed their inability to recommend any dividend.

Corporate Governance

The company had complied with the provisions of clause 49 of the listing agreement relating to the corporate governance.

Public Deposits

During the period under report, your Company did not accept any deposits from the public in terms of the provisions of section 58A of the Companies Act, 1956.

Conservation of Energy, Technology Absorption, Foreign Exchange Earnings and Outgo

- Conservation of Energy:** Since the Company is not engaged in any manufacturing activity, issues relating to conservation of energy and technology absorption are not quite relevant to its functioning.
- Export Activities:** There was no export activity in the Company during the year under review. The Company is not planning any export in the near future as well.
- Foreign Exchange Earnings and Outgo:** There was no Foreign Exchange earnings and outgo during the year under review.
- Foreign Exchange Earnings **Nil**
Foreign Exchange Outgo **Nil**

Particulars of Employees

During the financial year under review, none of the Company's employees was in receipt of remuneration as prescribed under section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, and hence no particulars are required to be disclosed in this Report.

Particulars of Employees

During the financial year under review, none of the Company's employees was in receipt of remuneration as prescribed under section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975, and hence no particulars are required to be disclosed in this Report.

Directors

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association, Mr. Sanjeev Juneja is liable to retire by rotation and being eligible offer themselves for re-appointment. Directors recommend their re-appointment.

Auditors

M/s P Aggarwal & Associates, Chartered Accountants, Statutory Auditors of the Company hold office until the conclusion of the ensuing Annual General Meeting and being eligible offer themselves for re-appointment. A certificate under section 224(1) of the Companies Act, 1956 regarding their eligibility for the proposed re-appointment has been obtained from them. Your Directors recommend their re-appointment.

Auditors' Report

Comments made by the Statutory Auditors in the Auditors' Report are self-explanatory and do not require any further clarification.

Directors' Responsibility Statement

In terms of the provisions of section 217(2AA) of the Companies Act, 1956, and to the best of their knowledge and belief and according to the information and explanations obtained by them and save as mentioned elsewhere in this Report, the attached Annual Accounts and the Auditors' Report thereon, your Directors confirm that:

- a. in preparation of the annual accounts, the applicable accounting standards have been followed;
- b. the Directors 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 as at 31st March, 2012 and of the profit of the Company for the year ended on that date;
- c. The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- d. The Directors have prepared the Annual Accounts on a going concern basis.

Stock Exchange Listing

The shares of the Company are listed on the Delhi Stock Exchange. The listing fee for the financial year 2012-13 has already been paid to the Delhi Stock Exchange.

Acknowledgement

Your Directors take this opportunity to place on record their sincere appreciation for the co-operation and assistance the Company has received from Banks and various Government Departments. The Board also places on record its appreciation of the devoted services of the employees, support and co-operation extended by the valued business associates and the continuous patronage of the customers of the Company.

		For and on Behalf of the Board For Indo Websec Limited	
Date :	13th August 2012	Sd/- Nitin Jain	Sd/- N N Jain
Place :	New Delhi	Managing Director	Director