



QUANTUM DIGITAL VISION (INDIA) LTD.

32nd ANNUAL REPORT

2011 - 2012



QUANTUM DIGITAL VISION (INDIA) LIMITED

BOARD OF DIRECTORS

Himalay Dassani – Managing Director
Rajkishan Singh
Gajendra Kumar Bhandari

AUDITORS

Shah & Taparia
Chartered Accountants
12 Navjeevan Wadi, Dhobi Talao,
Mumbai 400 002

BANKERS

Oriental Bank Of Commerce
66 Guru Darshan, N. S. Road No. 1,
Vallabhnagar Society, JVPD Scheme,
Vile Parle (West), Mumbai – 400 056.

REGISTERED OFFICE

143, Athipattu, Village Ponneri Taluk,
Chengle Pattu – District, Tamilnadu,
Chennai – 601 203

CORRESPONDENCE ADDRESS

5A, 5th Floor, Pace House, 7, Swastik Society,
JVPD Scheme, Vile Parle (West),
Mumbai – 400 056.

REGISTRAR AND TRANSFER AGENT

Sharex Dynamic (India) Private Limited,
Unit-1, Iuthra Industrial Premises,
Andheri-Kurla Road., Safed Pool,
Andheri (E), Mumbai 400 072
Tel: 2851 5606 / 2851 5644
Fax: 2851 2885
E Mail: sharexindia@vsnl.com
URL Website: www.sharexindia.com

NOTICE

NOTICE is hereby given that the Thirty Second Annual General Meeting of the members of **QUANTUM DIGITAL VISION (INDIA) LIMITED**. will be held on 15th September, 2012 at 143, Attipattu Village, Ponneri Taluk, Chennai-MGR District, Chennai: 601 203 at 10.00 AM to transact the following business:

Ordinary Business

1. To receive, consider and adopt the Balance Sheet as at 31st March 2012, Profit & Loss Account for the year ended as on that date together with the reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Gajendra Kumar Bhandari, who retires by rotation and being eligible, offers himself for re-appointment.
3. To re-appoint Auditors of the Company and to fix their remuneration.

BY ORDER OF THE BOARD
For Quantum Digital Vision (India) Limited

DATED: 18th May, 2012.
Place: Mumbai

Sd/-
(Himalay Dassani)
Managing Director

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 OF THE COMPANY.
2. The Proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
- 3) Explanatory Statement pursuant to the provisions of Section 173 of the Companies Act, 1956 is not required to be attached.
- 4) The Register of Members and share transfer books shall remain closed from Monday, 10th September, 2012 to Saturday, 15th September, 2012 both days inclusive.
- 5) As per the provisions of the Companies Act, 1956 facility for making nominations is available for shareholders, in respect of the shares held by them. Nomination forms can be obtained from Depository Participants (DPs) in respect of their holdings in electronic form and from the company's Registrar and Transfer agent or Secretarial department of the company in respect of their holding in physical form.

- 6) Members are requested to notify immediately any change of address to their Depository Participants (DPs) in respect of their holdings in electronic form and to the Secretarial department at the Registered Office of the company or to the Registrar and Transfer Agents in respect of their holding in physical form.
- 7) As a measure of economy, copies of the Annual Report will not be distributed at the Annual General Meeting. Members are requested to bring their copies of the Annual Report.
- 8) Members who hold the shares in dematerialized form are requested to bring their Client ID and DP ID numbers and Members holding shares in Dematerialised Form are requested to quote their Folio Numbers for easy identification of attendance at the Meeting.
- 9) Members desiring any relevant information on the Accounts at the Annual General Meeting are advised to write to the Company at least seven days in advance, so as to enable the company to keep the information ready.
10. All the shareholders are requested to register their E-Mail id with the Sharex Dynamic (India) Private Limited for the purpose of service of documents under Section 53 of the Companies Act, 1956 by E-mode instead of under posting certificate (UPC) in view of Circular No. 17/95/2011 CL-V.



DIRECTOR'S REPORT

Your Directors present their Thirty Second Annual Report on the business and operations of your Company together with audited statement of accounts for the year ended 31st March 2012.

Financial Results & Operations:

(Rs. in Lakhs)

	Year Ended 31 st March, 2012	Year Ended 31 st March, 2011
Income from Operations	0.00	1190.42
Other Income	71.91	43.89
Total Income	71.91	1234.31
Expenditure	86.97	1008.92
Interest	---	---
Depreciation	45.56	47.65
Total Expenditure	132.53	1056.57
Profit (+) Loss (-)	(60.62)	177.74
Provision for Taxation	0.00	22.32
Add / Less : Deferred Tax	7.40	10.19
Net profit after tax	(68.02)	145.23
Less : Transfer to General Reserve	---	---
Add : Prior Year Income Tax	---	---
Balance brought forward from last year	(830.93)	(976.16)
Balance carried forward to the Balance Sheet	(898.95)	(830.93)

Dividend

Your Directors do not recommend any dividend for the year ended 31st March, 2012 in view of carried forward losses.

Public Deposits

The company has neither invited nor accepted any public deposits during the period under review.

Directors

Mr. Gajendra Kumar Bhandari, Director of the Company retires by rotation and being eligible offers himself for re-appointment.

Listing

The equity shares of the Company are listed at Bombay Stock Exchanges. The Company has paid annual listing fee for the year 2011 - 2012 to Bombay Stock Exchanges in time.

Directors' Responsibility Statement

Pursuant to section 217 (2AA) of the Companies Act, 1956, the Directors to the best of their knowledge and belief confirm that

- (i) In the preparation of the annual accounts for the financial year ended March 31, 2012, all the applicable accounting standards have been followed along with proper explanations relating to material departures.
- (ii) Appropriate accounting policies have been selected and applied 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 March 31, 2012 and of the profit of the Company for the said period;
- (iii) Proper and sufficient care has been taken 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 for preventing and detecting fraud and other irregularities; and
- (iv) The annual accounts have been prepared on a 'going concern' basis.

Auditors

M/s. Shah & Taparia, Chartered Accountants retire at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment. The Company has received a certificate from them to the effect that their re-appointment, if made would be within the prescribed limits specified under Section 224(1B) of the Companies Act, 1956.

Compliance Certificate

Compliance Certificate to be obtained under Section 383A of the Companies Act, 1956 read with Companies (Issue of Compliance Certificate) Rules, 2001 has been obtained from M/s. P. P. Shah & Co., Practicing Company Secretaries and the same has been attached to this Report.

Corporate Governance

A Report on the Corporate Governance Code along with a certificate from the Auditors of the Company regarding compliance of conditions of Corporate Governance, stipulated under Clause 49 of the Listing Agreements are annexed to this Report.

Conservation of Energy, Research & Development, Technology Absorption, Foreign Exchange Earning and Outgo.

In pursuance of the provisions of section 217(2)(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, technology absorption and foreign exchange earning and outgo is given below:

A. Conservation of Energy

The requirement of power during the period was not large and the position does not warrant any special conservative measures.

B. Technology absorption, adaptation and innovation: The provisions are not applicable to the Company.

C. Foreign Exchange Earning and Outgo

Foreign Exchange **Earned:** Not Applicable

Outgo: Not Applicable

Particulars of Employees

The provision of section 217(2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975 are not applicable to your company since none of the employee is employed on a remuneration of Rs.5,00,000/- p.m or Rs.60, 00,000/ p.a.

Acknowledgements

The Directors take pleasure in thanking the Company's business associates/ customers, vendors and bankers for their continued support. The Directors also acknowledge the appreciation of the sincere efforts, contribution and cooperation of the employees.

For and on behalf of the Board of Directors
For Quantum Digital Vision (India) Limited

Mumbai
Date: 18th May, 2012.

Sd/-
(Himalay Dassani)
Managing Director

Sd/-
(Rajkishan Singh)
Director

**CORPORATE GOVERNANCE REPORT (under Clause 49 (VI) (i) of Listing Agreement)
as on 31st March, 2012**

I. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy since its inception has always looked at good Corporate Governance as a way of life, observing the highest level of ethics in all its dealings and maintaining fair and transparent governance.

II. BOARD OF DIRECTORS

i) Composition and Category of Directors:

The strength of the Board was 3 Directors as on 31st March, 2012. The composition and category of Directors on the Board of the Company are:

Name	Executive / Non Executive	Promoter / Independent	Relationship With Other Directors
Mr. Himalay Dassani	Executive – Chairman & Managing Director	Promoter	Not Related to any Director
Mr. Rajkishan Singh	Non Executive	Independent	Not Related to any Director
Mr. Gajendra Kumar Bhandari	Non Executive	Independent	Not Related to any Director

ii) Number of Board Meetings held and attendance chart of each Director at the Board Meeting:

Date of Board Meetings	Himalay Dassani	Rajkishan Singh	Gajendra Kumar Bhandari
14 th May, 2011	Present	Present	Present
5 th August, 2011	Present	Present	Present
2 nd September, 2011	Present	Present	Present
17 th October, 2011	Present	Present	Present
14 th February, 2012	Present	Present	Present
Total Attendance out of 5 Meetings.	5	5	5
Attendance at Last AGM	Present	Absent	Absent

iii) a. Number of other Companies where Directors (of QDVIL) hold memberships on the Board of Directors:

b. Number and Name of Committees in which the Directors (of QDVIL) hold Memberships or Chairmanships:

Name of Director	No. of Other Co.s where Dir	Number & Name of Committee Memberships / Chairmanships			
		Chairman	No.	Member	No.
Mr. Himalay Dassani	3	Nil	0	Nil	0
Mr. Rajkishan Singh	2	Nil	0	AC - QDVIL* SIGC - QDVIL**	1 1
Mr. Gajendra Kumar Bhandari	1	AC - QDVIL* SIGC - QDVIL**	1 1	Nil	0

*AC - QDVIL	Audit Committee - Quantum Digital Vision (India) Limited
**SIGC- QDVIL	Shareholders / Investors Grievance Committee - Quantum Digital Vision (India) Limited

Note: Only Public Limited Companies (Listed and Unlisted) have been taken into consideration while calculating **Committee Memberships and Chairmanships**.

iv) Code of Conduct:

The Board has formulated a code of conduct for the Board members and Senior Management Personnel of the Company. All Board members and senior management have affirmed their compliance with the code. A declaration to this effect signed by the Chairperson of the Company is given elsewhere in the Annual Report.

III. AUDIT COMMITTEE

The Composition of the Audit Committee and their attendance at the Audit Committee Meetings are as follows:

Date of Meeting	Mr. Gajendra Kumar Bhandari *	Mr. Rajkishan Singh #
14 th May, 2011	Present	Present
5 th August, 2011	Present	Present
2 nd September, 2011	Present	Present
17 th October, 2011	Present	Present
14 th February, 2012	Present	Present
Total (out of 5 meetings)	5	5

* Chairman & Non Executive Independent Director.

Member & Non Executive Independent Director

The Board of Directors of the Company has framed a Terms of Reference for the Audit Committee. The Terms of Reference is based on Clause 49 (II) (D) of the Listing Agreement. The Audit Committee performs in accordance with its terms of reference. In addition it exercise powers and reviews information as specified under Clause 49 (II) (C) and (E) of the Listing Agreement.

IV. REMUNERATION COMMITTEE

The Company has not constituted a separate committee that determines the terms of reference and remuneration package for its managerial personnel.

The Sitting fees paid to the Director are as follows:

No.	Name of Director	Sitting Fees
1.	Mr. Rajkishan Singh	NIL
2.	Mr. Gajendra Kumar Bhandari	NIL

V. MISCELLANEOUS :

- The Company does not pay bonus, stock options, pension and performance linked incentives or fixed component incentives to the Directors.
- The Company has not entered into any Service Contracts with any of the Directors.
- The Company has not made any payments including sitting fees to the Non-Executive Directors.