Quantum Digital Vision (India) Ltd.

33rd ANNUAL REPORT

2012-2013

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, Chengai MGR District, Chennai – 601 203
CORRESPONDENCE ADDRESS	5/A, 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, luthra 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 URLWebsite: www.sharexindia.com

NOTICE

NOTICE is hereby given that the Thirty Third Annual General Meeting of the members of **QUANT DIGITAL VISION (INDIA) LIMITED**. will be held on Monday, 12th August, 2013 at 143, Attip Village, Ponneri Taluk, Chennai-MGR District, Chennai: 601 203 at 10.00 a. m to transact the follo business:

Ordinary Business

1. To receive, consider and adopt the Balance Sheet as at 31st March 2013, Profit & Loss Account fo 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. Himalay Dassani, who retires by rotation and being eligible, o 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

Sd/-
(Himalay Dassani)
Managing Director

DATED: 27th May, 2013
Place: Mumbai

NOTES

1) A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PRO NEED NOT BE A MEMBER OF THE COMPANY.

2) The Proxy, in order to be effective, should be duly completed, stamped and signed and mus deposited at the Registered Office of the Company not less than 48 hours before the commencen of the Meeting.

3) Explanatory Statement pursuant to the provisions of Section 173 of the Companies Act, 1956 i required to be attached.

4) The Register of Members and share transfer books shall remain closed from Monday, 5th Au 2013 to Monday, 12th August, 2013 both days inclusive.

5) As per the provisions of the Companies Act, 1956 facility for making nominations is availab shareholders, in respect of the shares held by them. Nomination forms can be obtained from Depo Participants (DPs) in respect of their holdings in electronic form and from the company's Registra Transfer agent or Secretarial department of the company in respect of their holding in physical forn

6) Members are requested to notify immediately any change of address to their Depository Partic (DPs) in respect of their holdings in electronic form and to the Secretarial department at the Regi Office of the company or to the Registrar and Transfer Agents in respect of their holding in ph 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.

11) The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit the PAN to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.

DIRECTOR'S REPORT

Your Directors present their Thirty Third Annual Report on the business and operations of your Company together with audited statement of accounts for the year ended 31st March 2013.

Financial Results & Operations:

(Rs. in Lakhs)

	Year Ended 31st March, 2013	Year Ended 31st March, 2012
Income from Operations	0.00	0.00
Other Income	44.28	71.91
Total Income	**44.28**	**71.91**
Expenditure	84.14	86.97
Interest	-	-
Depreciation	43.96	45.56
Total Expenditure	**128.28**	**132.53**
Profit(+) Loss(-)	**(83.89)**	**(60.62)**
Provision for Taxation	0.00	0.00
Add / Less : Deferred Tax	4.90	7.40
Net profit after tax	**(88.80)**	**(68.02)**
Less : Transfer to General Reserve		-
Add : Prior Year Income Tax		-
Balance brought forward from last year	(898.94)	(830.93)
Balance carried forward to the Balance Sheet	(987.74)	(898.95)

Dividend

Your Directors do not recommend any dividend for the year ended 31st March, 2013 in view of carried forward loses.

Public Deposits

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

Directors

Mr. Himalay Dassani, 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 2012– 2013 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, 2013, 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, 2013 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.

Comment On Audit Remarks

1. Confirmation of balance of Sundry Debtors, Sundry Creditors

The balances in respect of Sundry Debtors, Sundry Creditors and others loans & Advances are Subject to confirmation and adjustment necessary upon reconciliation thereof and hire Purchase loan form GSFC, supplier credit machinery import are also subject to conformation And also including interest provisions if any. The Company recognizing the gain or loss on Final settlement for the same.

2. Non provisions of interest on secured loan

Interest on secured loan form financial institution and interest on imported machinery from M/s Glint Global (Unsecured Loan) has not provided in the books of account for the year Under review as well as earlier year also amount unascertained. As a result of this the Accumulated loss been lower stated to that extent The Company is a sick company within The meaning of Clause (o) of Sub-section as (i) of section 3 of the SICA and registered with BIFR, The interest liability shall be provided as and when the scheme is finalized.

3. The provisions for leave salary, bonus and gratuity

The Company is not process to formulate the retirement benefit policy for the employees.

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:** NIL
   Outgo: NIL

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

	Sd/-	**Sd/-**
Mumbai	**(Himalay Dassani)**	**(Rajkishan Singh)**
Date: 27/07/2013	**Managing Director**	**Director**

ORPORATE GOVERNANCE REPORT (under Clause 49 (VI) (i) of Listing Agreement) as on 31st Iarch, 2013

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.

BOARD OF DIRECTORS

i) **Composition and Category of Directors:**

The strength of the Board was 3 Directors as on 31st March, 2013. 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. Rajkishen 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	Rajkishen Singh	Gajendra Kumar Bhandari
10th May, 2012	Present	Present	Present
18th May, 2012	Present	Present	Present
9th August, 2012	Present	Present	Present
25th October, 2012	Present	Present	Present
4th February, 2013	Present	Present	Present
Total Attendance out of 5 Meetings.	5	5	5
Attendance at Last AGM	Present	Absent	Absent

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

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

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. Rajkishen 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. Rajkishen Singh#
10th May, 2012	Present	Present
18th May, 2012	Present	Present
9th August, 2012	Present	Present
25th October, 2012	Present	Present
4th February, 2013	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.

V. 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. Rajkishen Singh	NIL
2.	Mr. Gajendra Kumar Bhandari	NIL

MISCELLANEOUS :

a. The Company does not pay bonus, stock options, pension and performance linked incentives or fixed component incentives to the Directors.

b. The Company has not entered into any Service Contracts with any of the Directors.

c. The Company has not made any payments including sitting fees to the Non-Executive Directors.

d. Equity shares of Quantum Digital Vision (India) Limited held by the Non-Executive Directors are as follows:

Directors	***No. of shares held***	
	As on March 31, 2013	**As on March 31, 2012**
Mr. Rajkishen Singh	Nil	Nil
Mr. Gajendra Kumar Bhandari	Nil	Nil

SHAREHOLDERS / INVESTORS GRIEVANCE COMMITTEE

A. The Composition of the Shareholders/Investors Grievance Committee and their attendance at the Shareholders/Investors Grievance Committee Meetings are as follows:

Date of Shareholders Grievance Committee Meeting	Mr. Gajendra Kumar Bhandari*	Mr. Rajkishen Singh#
10th May, 2012	Present	Present
18th May, 2012	Present	Present
9th August, 2012	Present	Present
25th October, 2012	Present	Present
4th February, 2013	Present	Present
Total (out of 5 meetings)	5	5

* Chairman & Non Executive Independent Director

Member & Non Executive Independent Director