

### NOTICE

**NOTICE IS HEREBY GIVEN THAT THE TWENTY FIFTH (25TH) ANNUAL GENERAL MEETING OF THE MEMBERS OF VINTRON INFORMATICS LIMITED SHALL BE HELD ON TUESDAY, THE 27TH DAY OF SEPTEMBER 2016 AT 10.00 A.M. AT ARYA AUDITORIUM, DESRAJ CAMPUS, C-BLOCK, EAST OF KAILASH, NEW DELHI-110065 TO TRANSACT THE FOLLOWING BUSINESS:**

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements, which includes balance sheet as at 31st day of March, 2016, profit & loss account and cash flow statement of the Company for the year ended on that date together with the Auditors' Report thereon and the Directors' Report annexed thereto.
2. To appoint a Director in place of Shri Arvind Sharma (DIN: 00012177), who retires by rotation and being eligible, offers himself for re-appointment.
3. Ratification of Appointment of Statutory Auditor.

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

**"RESOLVED THAT** pursuant to the provisions of Section 139 and 141 and other provisions, if any, of the Companies Act, 2013, read with Rule 3(7) of the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the appointment of M/s. O. P. Bagla & Company (Firm Registration No. 000018N), Chartered Accountants, as Statutory Auditors of the Company be and is hereby ratified, to hold office from the conclusion of this Annual General Meeting till the conclusion of next Annual General Meeting of the Company, and that the Board of Directors/Audit Committee of the Board be and is hereby authorized to fix their remuneration."

By order of the Board  
**FOR VINTRON INFORMATICS LIMITED**

Sd/-  
**(RAJ KUMAR GUPTA)**

Chairman and Whole Time Director  
DIN: 00019125

Place : **F-90/1A, Okhla Industrial Area**  
**Phase-I, New Delhi-110020**  
Date : **25th July, 2016**

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#### **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/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE VALID INSTRUMENT OF PROXY, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. A Member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as a proxy and such person shall not act as proxy for any other person or shareholder.

- 2) Corporate members are requested to send a duly certified copy of the resolution passed by their board of directors authorizing their representatives to attend and vote at the Annual General Meeting.
- 3) Members are requested to note that the equity shares of the Company are compulsorily traded in dematerialized form. Members are therefore advised to immediately de-materialize their shareholding to avoid any inconvenience in future.

- 4) Electronic copy of the Annual Report for 2015-16 is being sent to all the members whose email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2015-16 is being sent in the permitted mode.
- 5) The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant(s) in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participant(s) with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
- 6) The documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all working days except Saturdays, Sundays and other public Holidays between 2.00 P.M. to 4.00 P.M. up to one day prior to the date of Annual General Meeting.
- 7) The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, the 21st day of September, 2016 to Tuesday, the 27th day of September, 2016 (both days inclusive).
- 8) Members are requested to bring their copies of Annual Report to the meeting, as spare copies will not be available.
- 9) Instructions for e-Voting are as follows:

- a) In compliance with provisions of SEBI (Listing Obligations and Disclosure Requirements), Regulation 2015 read with provisions of Section 108 of the Companies Act, 2013, and Rule 20 of the Companies (Management & Administration) Rules, 2014, as substituted by the Companies (Management and Administration) Rules, 2015, the shareholders may exercise their option to participate through electronic voting system and the Company is providing the facility for voting by electronics means (e-voting) to all its members. The Company has engaged the services of National Securities Depository Limited (NSDL) to provide e-voting facilities and enabling the members to cast their vote in a secured manner. It may be noted that this e-voting facility is optional. The facility will be available at the link [www.evoting.nsdl.com](http://www.evoting.nsdl.com) during the following voting period:

Commencement of e-voting	:	From 9.00 A.M. on 24th day of September, 2016
End of e-voting	:	Upto 5.00 P.M. on 26th day of September, 2016

E-voting shall not be allowed beyond 5.00 p.m. on 26th day of September, 2016. During the E-voting period, the shareholders of the Company holding shares either in physical form or dematerialized form, as on the closing of business hours of the cut-off date, may cast their vote electronically. The cut-off date of e-voting is 20th day of September, 2016. A person, who is not a member as on the cut-off date should treat this notice for information purpose only.

That the Members who have cast their vote by remote e-voting prior to the Meeting may also attend the meeting but shall not be entitled to cast their vote again.

- b) "Voting by electronic means" or "electronic voting system" means a 'secured system' based process of display of electronic ballots, recording of votes of the members and the number of votes polled in favour or against, such that the entire voting exercised by way of electronic means gets registered and counted in an electronics registry in the centralized server with adequate 'cyber security'.

It also helps the shareholders to cast their vote from anywhere and at any time during E-voting period.

#### **Process/Manner of e-voting For the Shareholders:**

The detailed instructions for E-voting have been given separately in the E-voting form, enclosed herewith.

In case of any queries, you may refer the frequently asked question (FAQs) – Shareholders and e-voting user manual—Shareholders, available at the downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

- c) A person whose name is recorded in the Register of Members or in the register of beneficial owners maintained by the depositories as on the cut-off date (i.e. 20th September, 2016) only shall be entitled to avail the facility of remote e-voting as well as voting in the Annual General Meeting through ballot paper.

- d) The login ID and password for e-voting are being sent to the members, who have not registered their e-mail IDs with the Company, along with physical copy of the notice. Those members who have registered their e-mail IDs with the Company/their respective Depository Participants are being forwarded the login ID and password for e-voting by e-mail.
- e) The Company has appointed Mr. Mahesh Kumar Gupta, (Membership No.FCS-2870/CP No.1999) and / or Ms. Meenakshi Jain (Membership No. ACS-44086) of Mahesh Gupta & Company, Company Secretaries, as 'scrutinizer' for conducting and scrutinizing the e-voting process in a fair and transparent manner.
- f) The Chairman shall, at the Annual General Meeting, at the end of discussion on the Resolutions on which voting is to be held, allow voting, with the assistance of Scrutinizer, by use of "ballot paper" or "polling paper" for all those Members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
- g) The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses, not in the employment of the Company and shall make not later than three days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing who shall countersign the same and declare the result of voting forthwith.
- h) The results shall be announced on or after the 25th Annual General Meeting of the Company. The results declared alongwith the Scrutinizer's report shall be placed on the Company's website [www.vintroninformatics.com](http://www.vintroninformatics.com) and on the website of the NSDL within two working days of passing of the resolutions at the 25th Annual General Meeting of the Company on 27th day of September, 2016 and communicated to the stock exchange/s.
- i) The members are advised to address their grievance in respect of e-Voting directly to the Compliance Officer of the Company at F-90/1A, Okhla Industrial Area, Phase-I, New Delhi-110020.

#### **RESUME OF DIRECTOR BEING RE-APPOINTED**

Shri Arvind Sharma holds the degree of Bachelor of Engineering (B.E.) and is an alumnus of BITS Pilani. He has been associated with the Vintron Group Company since 1992 in the various capacities, and looking after import and procurement of raw material. He possesses overall experience of more than 30 years in the electronics industry. He does not have any pecuniary relationship with the other Directors on the Board of the Company.

He is also a director in the Board / member in the Committees of the following listed companies:

<b>S. No.</b>	<b>Names of the Companies / Bodies Corporate / Firms / Association of Individuals</b>	<b>Nature of Interest or Concern / Change in Interest or Concern</b>
1.	Polaris Consulting & Services Limited	Director
<b>Membership in the following Committees of Polaris Consulting &amp; Services Limited</b>		
1.	Nomination and Remuneration Committee	Member
2.	Stakeholders' Relationship Committee	Member

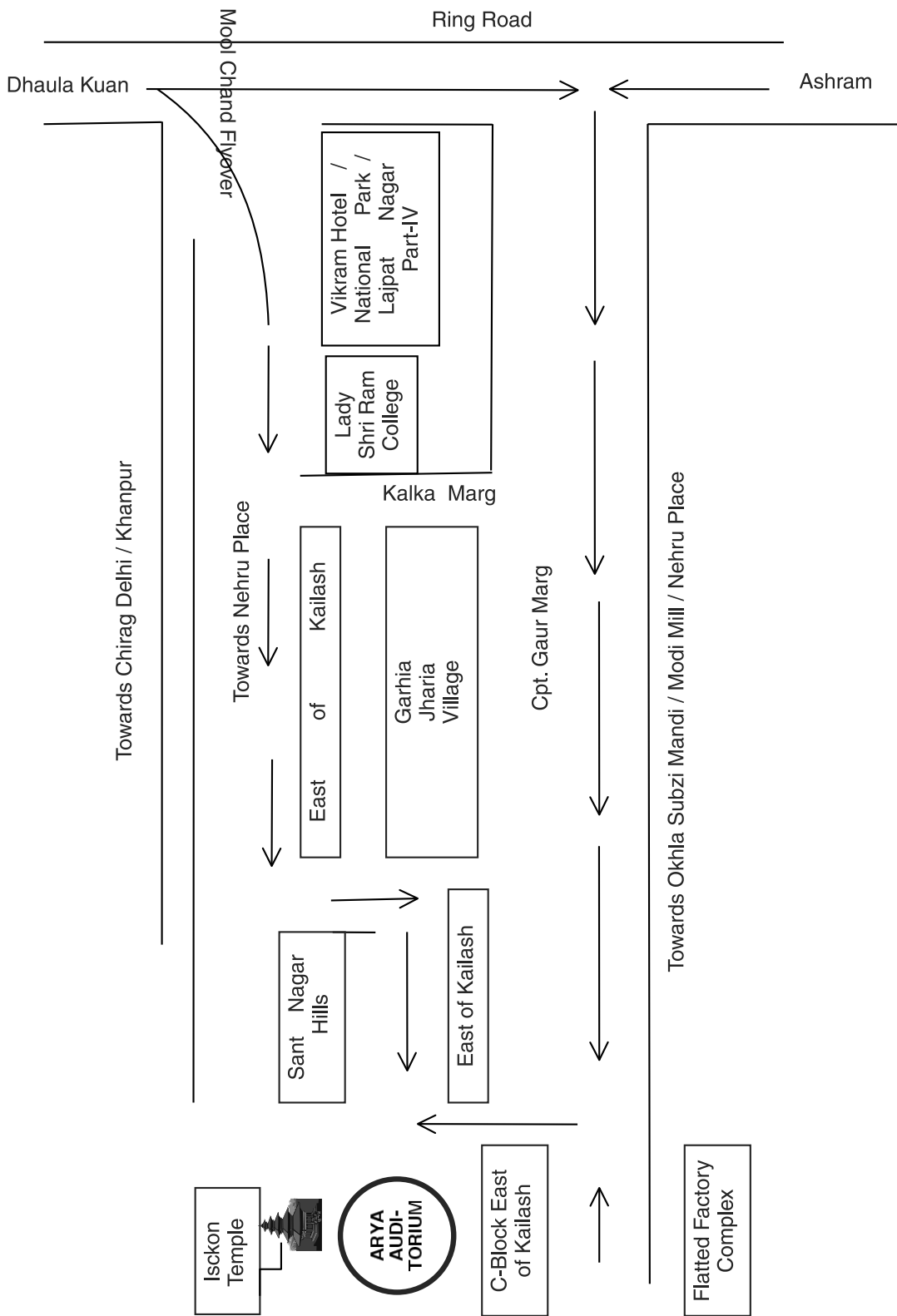
By order of the Board  
**FOR VINTRON INFORMATICS LIMITED**

Sd/-  
**(RAJ KUMAR GUPTA)**

Chairman and Whole Time Director  
DIN: 00019125

Place: **F-90/1A, Okhla Industrial Area  
Phase-I, New Delhi-110020**

Date : **25th July, 2016**



# VINTRON INFORMATICS LIMITED

CIN: L72100DL1991PLC045276

Regd. Office: F-90/1A, Okhla Industrial Area, Phase-I, New Delhi-110020

## ATTENDANCE SLIP 25TH ANNUAL GENERAL MEETING

I/We hereby certify that I/we am/are the Registered Shareholder/Proxy for the Registered Shareholder of the Company and I/we hereby record my/our presence at the Twenty Fifth Annual General Meeting of the Company to be held on Tuesday, the 27th day of September, 2016 at 10.00 a.m. at Arya Auditorium, Desraj Campus, C-Block, East of Kailash, New Delhi-110065 and at any adjournment thereof.

### Particulars of the member(s)

Name of the Member(s) : .....

Name of the Proxy: .....

Regd. Folio/DP & Client ID : ..... No. of Shares Held : .....

### Note:

1. Member(s)/Proxy(s) are requested to please bring this slip duly filled-in and sign the same at the time of handing over at the meeting hall.
2. Authorized Representative(s) of the Corporate Member(s) shall produce the proper authorization issued in their favour.
3. Attendance Slip in photocopy shall not be entertained.
4. No Gift / Coupons shall be distributed to the member(s) attending the meeting.

## VINTRON INFORMATICS LIMITED

CIN: L72100DL1991PLC045276

Regd. Office: F-90/1A, Okhla Industrial Area, Phase-I, New Delhi-110020

Form. No. MGT-11

### PROXY FORM

*[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]*

Name of the Member(s):.....

Registered Address : .....

E-Mail ID: ..... Folio No./Client ID: ..... DP ID:.....

I/We, being the Member(s) of the Company, holding..... equity shares of the above named Company, hereby appoint 1. Name: ..... of ..... failing him 2. Name: ..... of ..... or failing him 3. Name: ..... of ..... as my/our Proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 25th Annual General Meeting of the Company to be held on **Tuesday, the 27th day of September, 2016 at 10:00 A.M.** at Arya Auditorium, Desraj Campus, C-Block, East of Kailash, New Delhi-110065 and at any adjournment thereof in respect of such Resolutions as are indicated below:

S. No.	Resolutions	Optional	
	Ordinary Business	For	Against
1.	Adoption and approval the financial statements, Directors' and Auditors' Report thereon for the financial year ended on 31.03.2016		
2.	Appointment a Director in place of Shri Arvind Sharma (DIN:00012177), who retires by rotation and being eligible offers himself for re-appointment		
3.	Ratification of Appointment of M/s. O. P. Bagla & Co., Statutory Auditors of the Company		

Signed this.....day of.....2016

.....  
Signature of the Proxy Holder(s):

Affix  
Revenue  
Stamp

.....  
Signature of the Shareholder(s)

### NOTES:

1. This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. It is Optional to put 'X' in the appropriate column against the Resolutions indicated in the Box. If you leave the, '**For**' or '**Against**' column blank against any or all Resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
3. Please complete all details including details of Member(s) in above box before submission to the Company.

# **Vintron**

## **Vintron Informatics Limited**



## **25th Annual Report 2015-2016**

## BOARD OF DIRECTORS

Shri Raj Kumar Gupta, Chairman & Whole Time Director

Shri Arvind Sharma, Managing Director

Shri Varun Gupta, Whole Time Director & CEO

Shri Jagdish Singh Dalal, Independent Director

Shri Satish Chand, Independent Director

Ms. Tripti Pande Desai, Independent Director

### COMPANY SECRETARY

Ms. Kajal Gupta

### CHIEF FINANCIAL OFFICER

Shri Dinesh Kumar Gupta

### STATUTORY AUDITORS

M/s. O. P. Bagla & Co.

8/12, Kalkaji Extension, New Delhi - 110019

### INTERNAL AUDITORS

M/s. S. Agarwal & Co.

123, Vinoba puri, Iajpat Nagar-II

New Delhi - 110024

### SECRETARIAL AUDITORS

M/s. Mahesh Gupta & Co.

Chamber No. 110, Wadhwa Complex,

D-288-289/10, Laxmi Nagar, Delhi - 110092

### SHARE TRANSFER AGENT

M/s. Skyline Financial Services Pvt. Ltd.

D-153/A, First Floor

Okhla Industrial Area, Phase-I

New Delhi - 110020

### BANKERS

HDFC Bank Limited

Plot No. 4, Capital Trust House-II

Maa Anandmayi Marg,

Okhla Indl. Area Phase-II

New Delhi - 110020

### Registered Office & Works :

F-90/1A, Okhal Industrial Area,

Phase-I, New Delhi - 110020

**CIN: L72100DL1991PLC045276**

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## DIRECTORS' REPORT AND MANAGEMENT DISCUSSION & ANALYSIS

To  
The Members,

Your Directors have pleasure in presenting the Twenty Fifth Annual Report together with Audited Financial Statements which includes Balance Sheet, Profit & Loss Account and Cash Flow Statement of the Company for the year ended on 31st March 2016.

### BUSINESS AFFAIRS & PHILOSOPHY

Your Company and its management has always been cautious of its brand and corporate image apart from its corporate social responsibility. Even within the limitation of having limited resources and infrastructure available at its disposal, the management of the Company has worked out product basket considering the strength of the Company and market acceptability and is consistently improving upon the same, so as to ensure that the products of the Company command its respect and demand in the market in terms of quality, service, acceptability, competitiveness etc. apart from giving maximum return on investment thereby multiplying the investors fund. After sanction of the revival scheme from the Hon'ble BIFR, the Company has been consistently making its efforts to re-establish its brand and product in the market. With emphasis on quality, competitiveness and service, the Company and its management is confident to itself on the rapid growth path very shortly. The Company has always endeavoured to provide innovative products with quality and the said approach of the management of your Company stands more strengthened by every passing moment.

### OUTLOOK

The Company has reviewed its product basket and in consistency with the market demand and business prospect, it has been concentrating on security related products. In view of the financial constraints, the Company has been doing trading as well as manufacturing activities in security related products and services. Your Company, during limited period and under limited resources, has been able to create and capture a sizeable portion of security industry by trading and manufacturing digital video recorders, CCTV Cameras, Digital Call Bell Alarms and other products including accessories thereof. With the growth of crime and awareness in the society, the size of consumer is phenomenally increasing by every passing day in security related products and even the middle class of the Country has become a substantial portion of consumers of this industry. With the increase of spending power and corresponding individual threats, the demand in security related products are multiplying by every passing day as is even evident from the demand of the products of your Company. With the current trend, your Company, with its quality and services, is confident to become a market leader in northern India within a very short span of time and the management is confident to achieving the same at its earliest.

Your Company's performance during the year as compared to the last year is as under:

### FINANCIAL RESULTS AND PERFORMANCE

We give below the financial highlights for the year under review: -

PARTICULARS	(RS. IN LACS)	
	Current Year	Previous Year
Turnover & Other Income/Income from Operations (including Job work)	1,470.56	1,939.02
Profit/(Loss) before Depreciation, Interest/Financial Charges and Tax	(93.32)	124.40
Depreciation	79.64	77.03
Interest and Financial Charges	85.61	22.71
Profit/(Loss) before Extra-ordinary Items	(258.57)	24.66
Extra Ordinary Items Written Off	0.00	0.00
Profit/(Loss) after Extra-ordinary Items, but before Income Tax	(258.57)	24.66
Income Tax Adjustments	0.00	1.40
Profit/(Loss) after Tax	(258.57)	23.26
Surplus brought forward	(3,692.08)	(3,715.33)
Balance in Profit & Loss A/c	(3,950.64)	(3,692.08)

Despite of all the constraints including non-adequate working capital and inability of the Company in raising fresh funds because of the recent rehabilitation from sickness of the Company in the recent past, the Company and its Directors have made all attempts and efforts to optimally utilize all the resources available at their disposal and although the net worth of the Company is positive, however, due to limitation and constraints upon the available working capital coupled with the unfavourable market condition, the financial result of the company for year under consideration has been negative. The revenue of the Company has decreased by 24.16% whereas the operational result has decreased substantially as compared to the last year with the same resources thereby incurring a net loss of Rs. 2.58 Crores.

Your management is confident that during the current year, the working capital fund requirement of the Company shall be slowly met by arranging fresh funds for which the Directors of the Company are making all their efforts and with the strength of its products, quality, marketing and other infrastructure facilities, the Company is confident that it will once again make a sizeable market and profitability in its operations. With this commitment to the investors, work force and society at large, the management



### DIRECTORS' REPORT AND MANAGEMENT DISCUSSION & ANALYSIS Contd.

reassures you that your directors are putting all their efforts to arrange the working capital, which may take some time in view of the past history of the Company. But, they are confident about the potential of the Company and express their gratitude for the confidence reposed by the investors and all other stake holders.

#### TRANSFER TO RESERVES

No amount has been transferred to general reserves during the year under review.

#### DIVIDEND

Considering the results of the Company and in view of the accumulated losses together with the huge requirement of working capital, the Board has not recommended dividend on shares.

#### OUTLOOK ON THREATS, RISKS AND CONCERNS

The Company has an integrated approach to managing the risks inherent in various aspects of its business. As a part of this approach, the Board of Directors is responsible for monitoring risk levels on various parameters, and the Board of Directors supported by professionals in various fields is responsible for ensuring implementation of mitigation measures, if required. The Audit Committee provides the overall direction on the risk management policies.

The over all economic environment will have a strong bearing on how things shape in the coming years. Falling prices of the electronic products due to increasing competitiveness with the introduction of multiple variants in each product are potential risks. The over all Industrial and Business sentiment has been low during the last financial year. Your Company, therefore has planned to introduce high quality technically advanced gadgets in the Company's product basket once it meets the working capital requirement to start its operations in full capacity, which will expedite its revival scheme. The Company has already ventured into manufacturing and dealing of high quality CCTV cameras and Digital Video Recorders (DVR) meant for CCTV Cameras. Your Company, however, is confident that with further improvement in quality, competitively priced products and their utility, it will be able to expand its market share.

#### SEGMENT WISE PERFORMANCE

The Company has been operating in the electronic industry and dealing and manufacturing only electronic products including Security & Surveillance related electronic equipments. The Company's products are mainly electronic and therefore there is a single segment of operation. In view of the same, segment wise reporting is not required.

#### INTERNAL CONTROL SYSTEMS AND ADEQUACY

The Internal Control Systems of the Company are designed to provide adequate assurance on the efficiency of the operation and security of its assets, and the Company is committed to high standards in this regard. The accounting records are adequate for preparation of financial statements and other financial information. The adequacy and effectiveness of the Internal Control as well as compliance with laid down systems and policies are comprehensively monitored by your Company's Internal Auditors. The Audit Committee of the Board, which meets regularly, actively reviews Internal Control Systems as well as financial disclosures.

#### HUMAN RESOURCES AND INDUSTRIAL RELATIONS

The Company continues to have excellent employee relations. Your Directors acknowledge and thank the employees for their continuous support. The Company has strong commitments to follow the best of the HR practices and believes in up-lifting the overall competence of its employees through regular training, workshops and seminars. The total number of employees and workforce at the end of the year was 201 as against 197 employees including permanent and irregular work force at the end of the previous year.

#### CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNING AND OUTGO

Information in respect of conservation of energy, technology absorption, and foreign exchange earnings and outgo stipulated under Section 134(3)(m) of the Companies Act, 2013 read with Rule 8 of the Companies (Accounts) Rules, 2014 is annexed herewith as Annexure-1

#### FIXED DEPOSITS

The Company has neither invited nor accepted any deposits from public within the meaning of the Companies (Acceptance of Deposit) Rules, 1975, during the last financial year.

#### SUBSIDIARY COMPANY

The Company does not have any subsidiary.

#### CHANGES IN THE COMPOSITION OF BOARD

Shri Arvind Sharma and Shri Varun Gupta, were appointed as Additional Directors on the Board of the Company with effect from 30th day of May 2015. Shri Arvind Sharma was further designated as Managing Director and Shri Varun Gupta was designated as Whole Time Director-cum-CEO respectively of the Company with effect from 1st day of June 2015 and their appointment was duly approved in the last Annual General Meeting held on 14th day of September 2015.

Further, Shri Vikas Gulechha and Shri Satish Raychand Chopra have resigned from the Board of Directors with effect from 28th day of July 2015, and Shri Parvesh Ahuja vacated the Office of Director under Section 167(1)(b) of the Companies Act, 2013 with effect from 28th day of July, 2015.

## DIRECTORS' REPORT AND MANAGEMENT DISCUSSION & ANALYSIS Contd.

### DIRECTORS

In accordance with the provisions of the Companies Act, 2013 and the Company's Articles of Association, Shri Arvind Sharma, Director of the Company is retiring by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for re-appointment. The Board recommends his re-appointment. Consequent upon re-appointment he will continue to be the Managing Director of the company for the remaining period of his appointment.

Brief resume of the above Director proposed to be appointed / re-appointed, nature of his expertise in specific functional areas, as stipulated under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 with the Stock Exchanges, are given in the explanatory statement to the Notice convening the Annual General Meeting.

### EVALUATION OF THE BOARD'S PERFORMANCE

In compliance with the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the performance evaluation of the Board was carried out during the year under review. The Board adopted a formal mechanism for evaluating its performance and as well as that of its Committees and individual Directors, including the Chairman of the Board based on the criteria laid down by Nomination and Remuneration Committee which includes attendance, contribution at the meetings and otherwise, independent judgement, safeguarding of minority shareholders interest, adherence to Code of Conduct and business ethics, monitoring of regulatory compliance, risk management and review of internal control system etc.

### DECLARATION UNDER SECTION 149 (7) OF THE COMPANIES ACT, 2013

The Board hereby declares that Shri Jagdish Singh Dalal, Shri Satish Chand and Ms. Tripti Pande Desai are the Independent Directors on the Board of Directors of the Company and they, in the opinion of the Board, are the persons of the integrity and possess relevant expertise and experience. They are neither promoter of the Company nor its holding, subsidiary or associate Company. It is further declared that they are not related to any promoter or Director in the Company, its holding, subsidiary or associate Company.

The aforesaid independent Directors neither directly nor through any of their relatives, has any pecuniary relationship with the Company, its holding, subsidiary or associate Company or their promoters or directors during two immediately financial years or during the current financial year.

All the Independent Directors have given Declarations that they meet the criteria of Independence as laid down under section 149(6) of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulation, 2015.

### DIRECTORS RESPONSIBILITY STATEMENT UNDER SECTION 134 OF THE COMPANIES ACT, 2015

On the basis of the discussions with the Statutory Auditors / Internal Auditors of the Company from time to time, and as required under Section 134(3)(c) of the Companies Act, 2013, your Directors state that:

- (a) in the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- (b) the directors had 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 and loss of the company for that period;
- (c) the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) the directors had prepared the annual accounts on a going concern basis; and
- (e) the directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- (f) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### STATUTORY AUDITORS

The Auditors of the Company M/s. O. P. Bagla & Company, Chartered Accountants, New Delhi, retire on the conclusion of the ensuing Annual General Meeting in terms of the provisions of the Companies Act, 2013 (corresponding the Companies Act, 1956) and have offered themselves for re-appointment. The Company has received a certificate from the Auditors to the effect that their re-appointment, if made, would be within the prescribed limits specified under Sections 139 and 141 of the Companies Act, 2013.

### SECRETARIAL AUDIT

Pursuant to the provisions of Section 204 of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Secretarial Audit has been carried out by M/s. Mahesh Gupta & Company, Practicing Company Secretary, and his report is annexed as Annexure-2.

### INTERNAL AUDITORS

The Board of Directors of your Company has re-appointed M/s. S. Agarwal & Company, Chartered Accountants, New Delhi (Firm Registration No.000808N) as Internal Auditors pursuant to the provisions of Section 138 of the Companies Act, 2013 for the financial year 2016-2017.