

VIBROS ORGANICS LIMITED

Regd. Office: C-34, Site – C, Surajpur Industrial Area, Greater Noida – 203206 (U.P.)

NOTICE

Notice is hereby given that the 23rd Annual General Meeting of the members of VIBROS ORGANICS LIMITED will be held on Thursday, 30th September, 2010, at 11.00 A.M. at the Registered Office of the Company at A – 46, UPSIDC Industrial Area, Sikandrabad, Distt. Bulandshahar (U.P.) to transact the following business:

ORDINARY RESOLUTION

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2010 and the Profit and Loss Account of the Company for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Narender Kumar Sood who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Anil Sood who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the Company on a remuneration to be fixed by the Board of Directors of the Company. M/s S.K. MEHTA & Co., Chartered Accountants, the retiring auditors being eligible offer themselves for re-appointment.

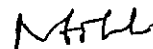
Special Business:

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

“RESOLVED THAT in accordance with the provisions of Section 257 and all other applicable provisions, if any, of the Companies Act, 1956 or any statutory modification(s) or re-enactment thereof, Mr. Vivek Jha, who was appointed as an Additional Director pursuant to the provisions of Section 260 of the Companies Act, 1956 and Article 80 of the Articles of Association of the Company, and who holds office upto the ensuing Annual General Meeting of the Company, be and is hereby appointed as a Director of the Company liable to retire by rotation.”

For and on behalf of the Board

For VIBROS ORGANICS LIMITED



(NAVEEN KOHLI)

CHAIRMAN & MANAGING DIRECTOR

Place: Greater Noida

Dated: 2nd September, 2010

NOTES

1. A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and to vote instead of himself and a proxy need not be a member. A blank proxy form is enclosed. The proxies in order to be effective must be received in the Registered Office of the Company not less than 48 hours before the time for holding the meeting.
2. Members desiring any information about the Accounts and Operation of the Company are requested to address their query to the company at the Registered Office at least 7 days before the date of annual general meeting so as to enable the management to keep the information ready.
3. The Register of members and the Share Transfer Book of the Company will remain closed from Monday, 27th September, 2010 to Thursday, 30th September, 2010 (both days inclusive).

EXPLANATORY STATEMENT PURSUANT TO SECTION 173(2) OF THE COMPANIES ACT, 1956

The following explanatory statement sets out all material facts relating to the Special Business mentioned in the accompanying Notice.

Item Nos. 5

In the Board Meeting held on October 1, 2009, Mr. Vivek Jha was appointed as an independent director pursuant to the provisions of Section 260 of the Companies Act, 1956 (the Act) and Article 80 of the Articles of Association of the Company.

In terms of the provisions of Section 260 of the Act, Mr. Vivek Jha holds the office of director upto the date of the ensuing Annual General Meeting.

The Company has received notice in writing from a member, alongwith deposit of Rs.500/-, proposing the candidature of Mr. Vivek Jha to the office of Director of the Company under the provisions of Section 257 of the Act.

Mr. Vivek Jha is not disqualified from being appointed as Director in terms of Section 274(1) (g) of the Act. The Company has received the requisite Form 'DD-A' from the above said director in terms of the Companies (Disqualification of Directors under Section 274(1)(g) of the Companies Act, 1956) Rules, 2003, confirming his eligibility for such appointment.

Mr. Vivek Jha has also complied with the requirements of obtaining the Director Identification Number in terms of Section 266A of the Act.

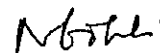
Mr. Vivek Jha, aged 40, is Graduate having an experience of 10 years in the field of office administration. Keeping in view his enriched expertise and knowledge, it will be in the interest of the Company that Mr. Vivek Jha is appointed as a Director, who, if appointed, shall be liable to retire by rotation in accordance with the provisions of the Articles of Association of the Company.

A brief resume of Mr. Vivek Jha, nature of his expertise in specific functional areas and the number of companies in which he holds directorships and memberships / chairmanships of Board Committees, as stipulated under Clause 49 of Listing Agreement with the Stock Exchanges in India, are provided in Report on Corporate Governance forming part of the Annual Report.

Mr. Vivek Jha may be deemed to be interested in this resolution. No other Director is, in any way, concerned or interested in this resolution.

For and on behalf of the Board

For VIBROS ORGANICS LIMITED



(NAVEEN KOHLI)

CHAIRMAN & MANAGING DIRECTOR

Place: Greater Noida

Dated: 2nd September, 2010

VIBROS ORGANICS LIMITED

Regd. Office: C-34, Site – C, Surajpur Industrial Area, Greater Noida – 203206 (U.P.)

DIRECTORS' REPORT

The Members

Yours Directors have pleasure in presenting the 23th Annual Report together with the Audited Statement of Accounts for the year ended March 31, 2010.

A. FINANCIAL RESULTS AND OPERATIONS

In view of there being no production/sale during the last several years and there also being no probability of the same in the near future, it was considered prudent to sell off few assets and pay off the outstanding liabilities. Accordingly, an agreement was executed to sell the land and building situated at A -46, UPSIDC Industrial Area, Sikandrabad, Bulandshahar, U.P. The advance/ part payment received in this regard has been utilized in payment of dues of the financial institutions and banks as per the OTS arrived at with them.

During the year, as per the OTS with the banks and financial institutions, an amount of Rs. 39,17,208/- towards outstanding interest dues was written off and total expenditures of Rs. 33,300/- was incurred. Deferred revenue expenditure amounting to Rs. 12,22,758/- was also written off.

B. DIRECTORS

Shri Anil Sood and Shri Narender Kumar Sood are liable to retire by rotation and are eligible for re- appointment.

D. AUDITORS

M/s S. K .Mehta & Co., Chartered Accountants, Auditors of the Company retire at the conclusion of ensuing Annual General Meeting and being eligible offer themselves for re-appointment. The Company has received certificate from them to the effect that their re-appointment, if made , would be in conformity with the Section 224(IB) of the Companies Act, 1956.

E. DIVIDEND

Since the Company was not operational during the year under review, your Directors express their inability to recommend any dividend.

F. DIRECTORS' RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures from the same;
- (ii) 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 March 31, 2010 and of the profit of the Company for the year ended on that date;
- (iii) the Directors 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 for preventing and detecting fraud and other irregularities; and
- (iv) the Directors have prepared the annual accounts of the Company on a 'going concern' basis.

G. STATUTORY STATEMENTS

(i) Particulars of Employees

There is no employee under the category whose particulars are required to be given under section 217(2A), as amended of the Companies Act, 1956.

(ii) Conservation of Energy, Technology Absorption and Foreign Exchange Earnings and Outgo

Since the Company was not operational during the year, the information regarding conservation of energy, technology absorption and R & D as required to be disclosed is not given.

(iii) Foreign Exchange Earning and Outgo

During the year under review, the company has neither earned any foreign exchange nor incurred and foreign exchange expenditure.

H. DEPOSITS

During the year the Company has not accepted any deposits from public under Section 58-A of the Companies Act, 1956.

I. MANAGEMENT DISCUSSION AND ANALYSIS

Operations of the Company:

As there was no production/sale during the last several years, an agreement was executed to sell the land and building situated at A -46, UPSIDC Industrial Area, Sikandrabad, Bulandshahar, U.P. The advance/ part payment received in this regard has been utilized in payment of dues of the financial institutions and banks as per the OTS arrived at with them.

Future Outlook:

As the company has decided to sell-off some of its assets to pay the liabilities so that it can start afresh with clean slate.

Opportunities and threats:

The only opportunity which the company has to start the business afresh with no old outstanding and may face stiff competition with present player in the industry.

Risk and concerns:

The business of the company was closed since long so there may be teething problem to start again and to streamline the same.

Internal control systems and their adequacy:

As already informed that the company is not in operation since long, the audit committee periodically reviews internal control system, which are designated to assure that the overhead levels are reduced to the minimum.

Human resources/ industrial relations:

Industrial relations during the year under review were cordial and peaceful. The company is still in the process to recall the employees who have left their job due to closure and hope to resume the requisite staff for reopening the Unit in near future.

J. Report on Corporate Governance

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2010.

1. Company's Philosophy

The Company's philosophy on Code of Corporate Governance is based on the following principles:

- (1) The members of the Board are persons in whom the shareholders have reposed their confidence and trust. Persons appointed to the Board are conscious of their corporate and social responsibilities and maintain highest standards of integrity.
- (2) Highest standards of compliance, disclosure and transparency are maintained by the Company.

2. Board of Directors

Mr. Narender Kumar Sood who retires by rotation and being eligible, offers himself for re-appointment.

Mr. Anil Sood who retires by rotation and being eligible, offers himself for re-appointment.

Mr. Vivek Jha was appointed as an Additional Director of the Company on October 1, 2009 and he holds office till the forthcoming Annual General Meeting. Being eligible, he offers himself for re-appointment as Director of the Company.

Directors' Profile

Brief resume of all the Directors, nature of their expertise in specific functional areas and number of companies in which they hold directorships, memberships / chairmanships of Board Committees and their shareholding in the Company are as follows:

- (i) **Mr. Naveen Kohli**, aged 60, is a commerce graduate having more than 35 years of experience in their family business.
- (ii) **Mr. N. K. Sood**, aged 62, is a commerce graduate having more than 30 years of experience in the garments export business.
- (iii) **Mr. Anil Sood**, aged 51, is a qualified Chartered Accountant having an experience of more than 25 years in corporate and related economic legislations.
- (iv) **Mr. Vivek Jha**, aged 40, is graduate having an experience of 10 years in the field of office administration.

Details of designation of directors, attendance of Board Meetings / AGM and other directorship and chairmanships/memberships of Committees

S. No.	Name of Director	Category of Directorship	Attendance of Meetings during 2009-10		No. of Directorships and Committee Memberships/Chairmanships (including this Company)		
			Board Meetings	Last AGM	Directorships	Committee Memberships	Committee Chairmanships
1.	Mr. Naveen Kohli	Executive	7	Yes	2	1	1
2	Mr. N. K. Sood	Non Executive	7	Yes	3	3	-
3	Mr. Anil Sood	Non Executive	7	Yes	3	2	1
4.	Mr. Vivek Jha	Non Executive	1	No*	2	-	-

* Appointed after the last AGM.

3. Meetings of the Board / Committees

Board Meetings

During the year ended March 31, 2010, seven (7) meetings of the Board of Directors were held on April 24, 2009, July 28, 2009, August 18, 2009, October 1, 2009, October 26, 2009, January 27, 2010 and February 12, 2010.

Audit Committee

The Audit Committee is comprised of Mr. Anil Sood as Chairman and Mr. Naveen Kohli and Mr. N.K. Sood as Members.

The powers and role of the Audit Committee are in accordance with the provisions of Clause 49 of the Listing Agreement related to the Corporate Governance.

During the year ended March 31, 2010, five (5) meeting of the Audit Committee were held on April 24, 2009, July 28, 2009, August 18, 2009, October 26, 2009 and January 27, 2010.

Shareholders' Grievance Committee

The **Shareholders' Grievance Committee** is comprised of Mr. Naveen Kohli as Chairman and Mr. Anil Sood and Mr. N.K. Sood as Members.

During the year ended March 31, 2010, one (1) meeting of the Shareholders' Grievance Committee was held on May 30, 2009.