

VIBROS ORGANICS LIMITED



ANNUAL REPORT - 2010 - 11

VIBROS ORGANICS LIMITED

Company Information

Board of Directors

Mr. Naveen Kohli	Chairman & Managing Director
Mr. Anil Sood	Director
Mr. N. K. Sood	Director
Mr. Vivek Jha	Director

Board Committees:

Audit Committee

Mr. Anil Sood	Chairman
Mr. Naveen Kohli	Member
Mr. N.K. Sood	Member

Shareholders' Grievance Committee

Mr. Naveen Kohli	Chairman
Mr. Anil Sood	Member
Mr. N.K. Sood	Member

Remuneration Committee

Mr. Anil Sood	Chairman
Mr. N.K. Sood	Member

Company Secretary

Mr. Sanjeev Tripathi

Bankers

The Royal Bank of Scotland

Registered Office

C-34, Site C,
Surajpur Industrial Area,
Greater Noida 201306 (U.P.)

Corporate Office

B 159, Sector 63,
Noida - 201307

VIBROS ORGANICS LIMITED

Regd. Office: C-34, Site C, Surajpur Industrial Area, Greater Noida 201306 (U.P.)

NOTICE

Notice is hereby given that the 24th Annual General Meeting of the members of VIBROS ORGANICS LIMITED will be held on Friday, 30th September, 2011, at 11.00 A.M. at the Registered Office of the Company at C-34, Site C, Surajpur Industrial Area, Greater Noida 201306 (U.P.) to transact the following business:

ORDINARY RESOLUTION

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2011 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. Vivek Jha, 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.

For and on behalf of the Board

For VIBROS ORGANICS LIMITED

Sd/-
(NAVEEN KOHLI)
CHAIRMAN & MANAGING DIRECTOR

Place: Greater Noida
Dated: 2nd September, 2011

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 Tuesday, 27th September, 2011 to Friday, 30th September, 2011 (both days inclusive).

DIRECTORS' REPORT

The Members

Yours Directors have pleasure in presenting the 24th Annual Report together with the Audited Statement of Accounts for the year ended March 31, 2011.

Financial Results and Operations

Out of the part consideration received against the sale of land and building of the company at Sikandrabad, Bulandshahar, pending dues of the financial institutions have been paid in full.

Dividend

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

Deposits

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

Revocation of Suspension in trading of Shares in BSE

As a result of extensive efforts on the part of the Company, the Bombay Stock Exchange Limited has granted in-principal approval for revocation of suspension in trading of shares of the Company.

Delisting of Shares from UPSE and JSE

In view of there being no trading in the shares of the Company in the U.P. Stock Exchange Association Limited and the Jaipur Stock Exchange Limited and to curtail the expenses of the Company, the Board at its meeting held on September 2, 2011, has passed a resolution to delist the shares of the Company from the said two Stock Exchanges.

Directors

Mr. Narender Kumar Sood and Mr. Vivek Jha are liable to retire by rotation and are eligible for re-appointment.

Auditors and Auditors' Report

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.

The Notes on Accounts referred to in the Auditors' Report are self-explanatory and therefore do not call for any further comments.

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, 2011 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.

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.

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.

Foreign Exchange Earning and Outgo

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

Corporate Governance

Your Company is committed to maintain the highest standards of Corporate Governance. The Directors adhere to the requirements set out by the Securities and Exchange Board of India's Corporate Governance practices and have implemented all the stipulations prescribed. The Report on Corporate Governance as stipulated under Clause 49 of the Listing Agreement forms part of the Annual Report.

The requisite Certificate from the practicing Company Secretary, Mr. Manish Kumar Dixit, confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Clause 49, is annexed to this Report.

Acknowledgement

The Directors would like to express their appreciation for the continued confidence reposed in them by the shareholders of the Company and look forward to their continued support.

For and on behalf of the Board

For VIBROS ORGANICS LIMITED
Sd/-

(NAVEEN KOHLI)
CHAIRMAN & MANAGING DIRECTOR

Place: Greater Noida

Dated: 2nd September, 2011

MANAGEMENT DISCUSSION AND ANALYSIS

Operations of the Company:

Out of the part consideration received against the sale of land and building of the company at Sikandrabad, Bulandshahar, pending dues of the financial institutions have been paid in full.

Future Outlook:

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

Opportunities and threats:

The only opportunity which the company have 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 over head 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.

REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2011.

1. Company's Philosophy

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

- (i) 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.
- (ii) Highest standards of compliance, disclosure and transparency are maintained by the Company.

2. Board of Directors

Mr. Narender Kumar Sood and Mr. Vivek Jha, who retire by rotation and being eligible, offer themselves for re-appointment.

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 61, is a commerce graduate having more than 36 years of experience in their family business.
- (ii) **Mr. N. K. Sood**, aged 63, is a commerce graduate having more than 31 years of experience in the garments export business.
- (iii) **Mr. Anil Sood**, aged 52, is a qualified Chartered Accountant having an experience of more than 26 years in corporate and related economic legislations.
- (iv) **Mr. Vivek Jha**, aged 41, is graduate having an experience of 11 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

Name of Director	Category of Directorship	Attendance of Meetings during 2010-11		No. of Directorships and Committee Memberships/Chairmanships (including this Company)		
		Board Meetings	Last AGM	Directorships	Committee Memberships	Committee Chairmanships
Mr. Naveen Kohli	Executive	10	Yes	2	1	1
Mr. N. K. Sood	Non Executive	10	Yes	3	3	-
Mr. Anil Sood	Non Executive	10	Yes	4	2	1
Mr. Vivek Jha	Non Executive	3	Yes	1	-	-

3. Meetings of the Board / Committees

Board Meetings

During the year ended March 31, 2011, ten (10) meetings of the Board of Directors were held on April 26, 2010, July 27, 2010, September 02, 2010, October 25, 2010, December 10, 2010, December 22, 2010, January 21, 2011, January 27, 2011, February 28, 2011 and March 16, 2011.

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, 2011, five (5) meeting of the Audit Committee were held on April 26, 2010, July 27, 2010, September 02, 2010, October 25, 2010, January 27, 2011,

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, 2011, one (1) meeting of the Shareholders' Grievance Committee was held on December 28, 2010.

Remuneration Committee

The Remuneration Committee is comprised of Mr. Anil Sood as Chairman and Mr. N.K. Sood as Member.

No meeting of the Remuneration Committee was held during the year ended March 31, 2011.

4. General Body Meetings

Location, date and time of the Annual General Meetings held during the preceding 3 years and the Special Resolutions passed thereat are as follows:

Year	Location	Date and Time	Special Resolutions Passed
2007-08	A-46, UPSIDC Industrial Area, Sikandrabad, Distt. Bulandshahar, U.P.	September 30, 2008 at 11.00 A.M.	Nil
2008-09	A-46, UPSIDC Industrial Area, Sikandrabad, Distt. Bulandshahar, U.P.	September 30, 2009 at 11.00 A.M.	Nil
2009-10	C-34, Site – C, Surajpur Industrial Area, Greater Noida – 201306 (U.P)	September 30, 2010 at 11.00 A.M.	Nil

5. Disclosures on materially significant related party transactions

None of the transactions with any of the related parties were in conflict with the interest of the Company. Attention of Members is drawn to the disclosures of transactions with the related parties set out in Notes on Accounts Rs 2.91 Lacs paid during the financial year 2010-11 towards advance recoverable.

6. Means of Communication

Quarterly Results

Quarterly Results are published in 'The Pioneer' and 'Veer Arjun' and are also uploaded on the Company's website www.vibrosorganics.com.

Annual Report

Annual Report containing, inter alia, Audited Annual Accounts, Directors' Report, Auditors' Report, and other important information is circulated to members and others entitled thereto. The Report on Management Discussion and Analysis (MD&A) forms part of the Annual Report.

7. General Shareholder Information

Company Registration Details

The Company is registered in the State of Uttar Pradesh, India. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L24112UP1987PLC021518