

VIBROS ORGANICS LIMITED

ANNUAL REPORT: 2012-2013

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

Bankers

The Royal Bank of Scotland

Registered Office

B - 159, Sector 63,
Noida - 201307

For and on behalf of the Board

For VIBROS ORGANICS LIMITED

CHAIRMAN & MANAGING DIRECTOR
(NAVEEN KOHLI)

Place: Noida
Date: 30th Aug, 2013

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
2009-10	C-34, Site – C, Surajpur Industrial Area, Greater Noida – 201306 (U.P)	September 30, 2010 at 11.00 A.M.	Nil
2010-11	C-34, Site – C, Surajpur Industrial Area, Greater Noida – 201306 (U.P)	September 30, 2011 at 11.00 A.M.	Nil
2011-12	C-34, Site – C, Surajpur Industrial Area, Greater Noida – 201306 (U.P)	September 29, 2012 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.

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

Annual General Meeting:

Day, Date, Time and Venue: Monday, September 30, 2013
B – 159, Sector 63,
Noida – 201307 (U.P.)

Book Closure Period:

Thursday, 26th September, 2013
to Monday, 30th September, 2013
(both days inclusive), for AGM

Listing on Stock Exchanges, Payment of Listing Fee, Stock Codes etc.

Stock Exchange	No. of Shares Listed	Trading ISIN
Bombay Stock Exchange Association Limited (BSE), Phiroze Jeejeebhoy Towers, Dalal Street, Mumbai-400001.	54,38,800	N.A.
Delhi Stock Exchange Association Limited (DSE) 3/1, Asaf Ali Road, New Delhi-110002.	54,38,800	
The U. P. Stock Exchange Association Limited Padam Towers, 14/113, Civil Lines, Kanpur-208001	54,38,800	
Jaipur Stock Exchange Limited (JSE). Stock Exchange Building, Jawaharlal Nehru Marg, Malviya Nagar, Jaipur-302017.	54,38,800	

Stock Market Data

The shares of the Company have not been traded on BSE since revocation of suspension.

There has been no trading on the other stock exchanges where the shares of the Company are listed due to suspension of trading in the shares.

Application has also been made to the Delhi Stock Exchange for revocation of suspension in trading of shares of the Company and the same is under process.

Application has also been made to the U.P. Stock Exchange and the Jaipur Stock Exchange for delisting the shares of the Company from them and the same is under process.

Registrar and Share Transfer Agents:

Skyline Financial Services Pvt. Ltd.
D-153 A, 1st Floor, Okhla Industrial Area, Phase - I,
New Delhi - 110020

E-Mail: viren@skylinerta.com

Telephone Nos. : 011-30857575

Share Transfer System

Presently, the share transfers which are received in physical form are processed and the share certificates returned within a period of 15 days from the date of receipt, subject to the documents being valid and complete in all respects. The Board has delegated the authority for approving transfer, transmission etc. of the Company's securities to the Shareholders' Grievance Committee. The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement with Stock Exchanges and files a copy of the certificate with the Stock Exchanges.

Distribution of Shareholding as on 31st March, 2013

S. No.	Category	Shares					
		Electronic Form		Physical Form		Total	
		No. of Shares	%age of Total Capital	No. of Shares	%age of Total Capital	No. of Shares	%age of Total Capital
1	Promoters	NIL	NIL	1903200	34.99	1903200	34.99
2	Bodies Corporate	NIL	NIL	123000	2.26	123000	2.26
3	Individuals	NIL	NIL	3412600	62.75	3412600	62.75
	Total	NIL	NIL	5438800	100.00	5438800	100.00

Shareholding Pattern by Size

S. No.	Category	Share holders		No. of Shares			
		No.	%age of Total Shareholders	Physical Form	Electronic Form	Total	%age of Total Capital
1	Upto 5000	2600	72.91	756400	NIL	756400	13.91
2	5001-10000	625	17.53	450200	NIL	450200	8.28
3	10001-20000	210	5.89	291600	NIL	291600	5.36
4	20001-30000	44	1.23	116400	NIL	116400	2.14
5	30001-40000	14	0.39	50740	NIL	50740	0.93
6	40001-50000	18	0.50	84600	NIL	84600	1.56
7	50001-100000	24	0.67	178000	NIL	178000	3.27
8	100001 and above	31	0.87	3510860	NIL	3510680	64.55
	Total	3566	100.00	5438800	NIL	5438800	100.00

Address for Correspondence

B – 159, Sector 63,
Noida - 201307

8. Compliance Certificate of the Practicing Company Secretary

Certificate from the practicing Company Secretary, Mr. Yatish Bhardwaj, confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49, is annexed to the Directors' Report forming part of the Annual Report.

9. CEO Certification

The Chairman and Managing Director of the Company gives annual certification on financial reporting and internal controls to the Board in terms of Clause 49. The Chairman and Managing Director also gives quarterly certification on financial results while placing the financial results before the Board in terms of Clause 41 of the Listing Agreement.

10. Adoption of Requirements of Clause 49

The Company has complied with all the mandatory requirements of Clause 49.

For and on behalf of the Board

For VIBROS ORGANICS LIMITED

Sd/-

(NAVEEN KOHLI)

CHAIRMAN & MANAGING DIRECTOR

Place: Noida

Dated: 30th May, 2013

CP No. 10780
ACS-29932
Company Secretary in Practice
Yash Bhardwaj
28/-

Place: New Delhi
Date: 30th May, 2013

**PRACTICING COMPANY SECRETARY'S REPORT ON
CORPORATE GOVERNANCE**

**To
The Members,
Vibros Organics Limited,**

We have read the Report of the Board of Directors on Corporate Governance and have examined the relevant records relating to compliance of conditions of Corporate Governance by Vibros Organics Limited for the year ended 31st March, 2013 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The Compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to procedures and implementation thereof adopted by the Company for ensuring compliance with the condition of Corporate Governance. Our examination was neither an audit nor was it conducted to express an opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanation given to us and on the basis of our examination above, the Company has complied with the condition of Corporate Governance as stipulated in Clause 49 of the abovementioned Listing Agreement.

We state that in respect of investors grievances received during the year ended 31st March., 2013, no investor grievances are pending against the Company, as per the records maintained by the Company.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Place: New Delhi
Date : 30th May, 2013

Sd/-
Yatish Bhardwaj
Company Secretary in Practice
ACS-29932
CP No. 10780

INDEPENDENT AUDITOR'S REPORT

To the Members of **VIBROS ORGANICS LIMITED**.

Report on the Financial Statements

1. We have audited the accompanying financial statements of **VIBROS ORGANICS LIMITED** ("the Company"), which comprise the Balance Sheet as at March 31, 2013, the Statement of Profit and Loss and Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- (a) in the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2013;
- (b) in the case of the Statement of Profit and Loss, of the profit for the year ended on that date.
- (c) In the case of Cash Flow Statement, of the Cash Flow of the Company for the year ended on that date.

Emphasis of Matters

We draw attention to:

Note 2.24 of the financial statements, in respect of disposal and written off of fixed assets of the Company and discontinuance of the main business activity of the Company of manufacturing of NCB/PNCB.

Our opinion is not qualified in respect of these matters.

Report on Other Legal and Regulatory Requirements

7. As required under the provisions of Companies (Auditor's Report) Order, 2003 ("the Order") issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Companies Act, 1956, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.

8. As required by section 227(3) of the Companies Act, 1956, we report that:

a) We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;

b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;

c) The Balance Sheet, Statement of Profit and Loss dealt with by this report are in agreement with the books of account.

d) In our opinion, the Balance Sheet and Statement of Profit and Loss and Cash Flow statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956;

e) On the basis of written representations received from the directors as on 31st March, 2013 and taken on record by the Board of Directors, we report that none of the directors is disqualified as on 31st March 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

Place: New Delhi

Date: 30th May, 2013

For S.K.MEHTA & CO.

Chartered Accountants

(Firm Reg. No. 000478N)

Sd/-

B.P.Saxena

Partner

M. No.010568

ANNEXURE TO THE AUDITORS REPORT OF VIBROS ORGANICS LIMITED.

(Referred to in Paragraph 7 of our report of even date)

1. (a) The Company has maintained records of fixed assets *however the same need to be updated & reconciled.*

(b) As per the information given to us fixed assets of the company have been physically verified by the management during the year. As per the information and explanation given to us the fixed assets of the company were impaired due to not in use since long period and due to chemical reaction, the same have been written off in the books of accounts at the year end.

(c) During the year Company has disposed off its Land & Building of the only Plant at Sikandrabad. Further as per information given to us all other fixed assets of the company since has been impaired therefore same has been written off at the year end.

2. (a) As explained to us the Inventory has been physically verified by the management during the year and since the same was impaired due to chemical reactions, the same has been written off during the year. There was no inventory in hand at the year end.

(b) *In the absence of updated records, it is not possible to ascertain and comment on discrepancy between book records and physical inventory and adjustments to be carried out consequently to such verification and ascertainment of amount thereof.*

3. a) During the year company has also given interest free loans to one party of ` 2.30 Lacs (Maximum amount recoverable in respect of above loan ` 2.30 Lacs during the year) covered in the register maintained under section 301 of the Companies Act, 1956.

b) The Company has taken unsecured loans outstanding as on 31st March, 2013 ` 71.22 Lacs (Maximum amount outstanding in respect of above loan ` 435.46 Lacs during the year) from the two parties covered in the register maintained under section 301 of the Companies Act 1956

c) In our opinion, the rate of interest and other terms and condition are not prejudicial to the interest of the company.

d) There is no stipulation for the repayment of loan and interest thereon.

4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and nature of its business with regard to sale of fixed assets. In our opinion there is no continuing failure to correct major weakness in internal control. However there is no sale and purchase of material and no purchase of fixed assets during the year.

5. According to the information & explanation given to us, there is no transaction during the year that need to be entered in the register maintained under section 301 of the Companies Act, 1956 for `5,00,000/- or more in respect of each such party.