

# **Vintron**

## **Vintron Informatics Limited**



## **22nd Annual Report 2012-2013**

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### BOARD OF DIRECTORS

Shri Raj Kumar Gupta, Chairman & Managing Director

Shri Jagdish Singh Dalal, Director

Shri Satish Chand, Director

Shri Vikas Gulechha, Additional Director

Shri Parvesh Ahuja, Additional Director

Shri Satish Raychand Chopra, Additional Director

### COMPANY SECRETARY

Mrs. Kajal 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, Lajpat Nagar-II

New Delhi - 110 024

### SHARE TRANSFER AGENT

Regd. Office:

M/s. Skyline Financial Services Pvt. Ltd.

123, Vinoba Puri, Lajpat Nagar-II

New Delhi - 110 024

Corporate Office:

D-153/A, First Floor

Okhla Industrial Area, Phase-I

New Delhi - 110 020

### BANKERS

HDFC Bank Limited

### Registered Office & Works :

F-90/1 A, Okhla Industrial Area,

Phase-I, New Delhi - 110 020

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## NOTICE

NOTICE IS HEREBY GIVEN THAT THE TWENTY SECOND ANNUAL GENERAL MEETING OF THE MEMBERS OF VINTRON INFORMATICS LIMITED SHALL BE HELD ON THURSDAY, THE 12TH DAY OF SEPTEMBER 2013 AT 10.30 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 Balance Sheet of the Company as at 31st March 2013, the Profit & Loss Account 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 Satish Chand, who retires by rotation and being eligible, offers himself for re-appointment.
3. 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 224(1B) and other applicable provisions, if any, of the Companies Act, 1956, M/s. O. P. Bagla & Company, Chartered Accountants, be and are hereby re-appointed as Statutory Auditors of the Company for the financial year 2013-2014, to hold office until the conclusion of the 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**

Place: **F-90/1A, Okhla Industrial Area Phase-I, New Delhi-110020**  
Date: **24/07/2013**

Sd/-  
**(RAJ KUMAR GUPTA)**  
Chairman & Managing Director

### NOTES:

- a) 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. PROXIES, IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENT OF MEETING.
- b) 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.
- c) The Register of Members and Share Transfer Books of the Company shall remain closed from Saturday, the 7th day of September 2013 to Thursday, the 12th day of September 2013 (both days inclusive).
- d) Members are requested to bring their copies of Annual Report to the meeting, as spare copies will not be available.

### RESUME OF DIRECTORS BEING RE-APPOINTED

Shri Satish Chand, aged about 50 years is a Chartered Accountant by profession and practicing as a partner of firm namely Satish C. & Co. since 1989. During his long working experience of 24 years, he has been involved in to various accounting and financial activities viz. due diligence, project appraisals, feasibility studies, income tax matters, Company law matters and auditing of accounts for number of his prestigious clients.

None of the Directors except Shri Satish Chand himself is interested in the said appointment. The Board recommends his re-appointment.

## 22nd Annual Report 2012-2013

### DIRECTORS' REPORT AND MANAGEMENT DISCUSSION & ANALYSIS

Your Directors have pleasure in presenting the Twenty Second Annual Report together with Audited Accounts of the Company for the year ended on 31st March 2013.

#### BUSINESS 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 and 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

Although the financial Year 2012-2013 has been difficult and challenging for your Company considering the constraints such as shortage of working capital finance, discontinuation of operations and change in product apart from complete re-organization of the organizational structure, your management has put all their efforts to exploit the best under the prevailing circumstances. The year under consideration has also been challenging as the Company was to ensure that on the one hand, it does not incur any loss despite of the acute shortage of working capital fund whereas on the other hand, it had to re-introduce and establish itself in the market with new energy and strength. Your Company has made all its efforts to optimally utilize all the resources available at its disposal and achieve the maximum targeted result. The circumstances prevailing with the Company during the previous years have almost continued with little improvement. However, your Directors are working constantly towards a better future and by optimum utilization of resources at their disposal, have been able to make a remarkable improvement, both in top line as well as bottom line. The efforts and commitments of the management have also been demonstrated as is evident from the improved financials of the Company and acceptance of its products in the market. Having experienced the stiff competition in the market for electronic products under the prevailing constraints, the Company has been very cautiously selecting and adjusting its product basket with the objective to achieve improved optimum rotation of available finances and to ensure optimum profitability. With the more widely acceptable products having increased demand, your Directors are confident that with the available infrastructure and resources including brand, which had enjoyed its reputation for more than two decades, the Company shall revive its operations and re-gain the glory of its brand at the earliest. The Company is also making all its efforts to enter into manufacturing and trading of further innovative products having demand in the market and has accordingly, entered into products such as CCTV Cameras, Digital Video Recorders (DVR) as well and its accessories etc.

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 (Job work)	2145.88	1,314.82
Profit/(Loss) before Depreciation, Interest/Financial Charges and Tax	374.62	288.03
Depreciation	69.13	65.69
Interest and Financial Charges	0.00	0.00
Profit/(Loss) before Extra-ordinary Items	305.49	222.35
Extra Ordinary Items Written Off	8.81	1.76
Profit/(Loss) after Extra-ordinary Items, but before Income Tax	296.68	220.59
Income Tax Adjustments	0.53	1.64
Profit/(Loss) after Tax	296.15	218.95
Surplus brought forward	(3,980.83)	(4,199.78)
Balance in Profit & Loss A/c	(3,684.68)	(3,980.83)

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

Despite of all the constraints including non-adequate working capital and inability of the Company in raising fresh funds because of 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 the net worth of the Company has shown remarkable improvement resulting into reduction of accumulated losses. Your management is pleased to note that the revenue of the Company has increased by 63% whereas the net profit has increased by more than 35% as compared to the last year with the same resources.

Your management is confident that during the current year, the working capital fund requirement of the Company shall also 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 move forward. With this commitment to the investors, work force and society at large, the management 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.

### **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 the launch of high quality, competitively priced products, it will be able to expand its market share. With the objective to achieve maximum return on investment with quality of products and services, your Company has ventured into Security and Surveillance related electronic products and its accessories and your Directors have pleasure in informing you that the products of the Company are gaining appreciation in the market indicating a vast potential.

### **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 181 as against 168 employees including permanent and irregular work force at the end of the previous year.

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

#### ADDITIONAL INFORMATION REGARDING CONSERVATION OF ENERGY ETC.

Information in respect of conservation of energy, technology absorption etc. required under the Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 is annexed.

#### DIRECTORS

In accordance with the provisions of the Companies Act, 1956 and the Company's Articles of Association, Shri Satish Chand, 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.

#### FIXED DEPOSITS

Your 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 had incorporated a Wholly Owned Subsidiary by the name of VSOFTE GLOBAL INC. at #107, 451 Village Green BLVD, ANN ARBOR, MI-48105 USA, with a total subscribed and paid-up capital of 1500 Capital Stocks held by your Company. Despite of all efforts by the management and Directors of the Company, the necessary documents and details including financials of the said subsidiary could not be obtained from the sole person who was looking after the affairs in USA. The said person is now untraceable and due to the limited resources of the Company, the huge expenditure which may be required to incur in finding the said person has become burdensome considering the small investment and prevailing financial constraints of the Company. The Company had sought appropriate relief from the Hon'ble BIFR from penal provisions as applicable in the case and the Hon'ble BIFR has directed to approach the concerned authorities for the same.

#### 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, 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 Section 224 (1B) of the Companies Act, 1956.

#### AUDITORS' REPORT

The Auditors' Report to the members together with Accounts for the year ended on 31st March 2013 and Notes thereon is attached, which are self-explanatory.

#### DIRECTORS VIEW ON AUDITORS OBSERVATIONS

There is no adverse observation in the Auditors Report which needs any comments on the part of the Directors. The queries raised by the Auditors have been explained to the satisfaction of the Auditors and hence no comments are made under this para. The auditors report is self explanatory.

#### DIRECTORS RESPONSIBILITY STATEMENT UNDER SECTION 217

As required under Section 217(2AA) of the Companies Act, 1956, your Directors state that:

- ☐ While preparing Annual Accounts, the applicable accounting standards have been followed.
- ☐ The Company had selected such accounting policies and applied them consistently and made judgements that are reasonable and prudent which gives true and fair view of affairs of the Company.
- ☐ The Company had taken proper & sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and irregularities.
- ☐ The Company had prepared accounts on a going concern basis.

#### PARTICULARS OF EMPLOYEES

Information as per Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975 does not form part of this Report. No employee of your Company is covered as per provisions contained u/s 217(2A) of the Companies Act, 1956 in this regard.

#### LISTING FEES

The Equity Shares of the Company continue to be listed at the Stock Exchange(s) of Bombay and Calcutta, and as on the date of signing of this report, the listing fees for Calcutta Stock Exchange is yet to be paid. Further that in terms of the Revival Scheme of the Company as sanctioned by the Hon'ble BIFR vide its order dated 02.06.2009, it was directed to the Delhi Stock Exchange (DSE) to de-list the equity capital of the Company from DSE and the necessary intimation has been made to DSE.

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

### ACKNOWLEDGMENTS

The Board appreciates the efforts put in by all employees for their commitment, and dedication to fulfil their corporate duties with diligence and integrity. Your Directors are also pleased to place on record their appreciation for the excellent support received from Dealers, Business Associates and Customers by promoting and patronizing the products of the Company.

By order of the Board  
For VINTRON INFORMATICS LIMITED

Place: F-90/1A, Okhla Industrial Area Phase-I, New Delhi-110020  
Date: 24/07/2013

Sd/-  
(RAJ KUMAR GUPTA)  
Chairman & Managing Director

## ANNEXURE TO DIRECTORS' REPORT

Information as per Section 217(1) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of the Board of Directors) Rules, 1988 and forming part of the Directors' Report for the Year ended 31st March 2013.

### A. CONSERVATION OF ENERGY

Your Company is not covered under Industries, which are required to furnish the information in Form-A under Section 217(1)(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 consumption of energy in the operation of the Company is not significant. However, the Company has taken all steps to optimise the use of energy through improved operational methods.

### B. TECHNOLOGY ABSORPTION, RESEARCH & DEVELOPMENT (R & D)

Specific areas in which R & D is carried out : R & D is carried out for improvement in production process and quality of products.

Benefits derived as a result of the above R & D : The products have found better acceptability in the market.

Future plan of action : The Company is carrying on R & D to enhance the product features and improve their quality.

#### Expenditure on R & D

- Capital : NIL
- Recurring : Rs. 62804/-
- Total : Rs. 62804/-
- Total R & D expenditure as a percentage of total turnover : 0.03%

### TECHNOLOGY ABSORPTION, ADAPTATION AND INNOVATION

None

### FOREIGN EXCHANGE EARNINGS AND OUTGO

The foreign exchange earnings of the Company were Rs. NIL as compared to Rs. NIL in the previous year. However, the Company has imported capital goods, raw material, finished goods etc. including repair & maintenance for amount aggregating to Rs. 1,010.78 Lacs as compared to Rs. 275.13 Lacs during the previous year.

By order of the Board  
For VINTRON INFORMATICS LIMITED

Place: F-90/1A, Okhla Industrial Area Phase-I, New Delhi-110020  
Date: 24/07/2013

Sd/-  
(RAJ KUMAR GUPTA)  
Chairman & Managing Director

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### CORPORATE GOVERNANCE REPORT

#### CORPORATE GOVERNANCE

In terms of the Code of Corporate Governance, as framed by Securities and Exchange Board of India and amended from time to time, the Company has taken various steps and endeavored to implement the requirements of code of Corporate Governance in terms of clause 49 of the listing agreement. The Company has further ensured timely and effective implementation of requirements as stipulated from time to time. Given below is a brief report on the practices followed by Vintron Informatics Limited towards achievement of good Corporate Governance.

#### 1. COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Vintron Informatics Limited is committed to the concept and philosophy of Corporate Governance as a means of effective internal control, fair and transparent decision-making process and fullest support of the Board and Management for enhancing customer satisfaction and shareholders value. The basic mantras of Vintron "Customer satisfaction through Quality and Reliability of our products and services, to be achieved by our will to deliver better by consistently improving our products, systems and procedures" is the guideline to generate long term economic value for its shareholders while respecting the interest of customers and society as a whole, which is practised in your Company in its letter and spirit. The Company respects the inalienable rights of its members to information on the performance of the Company and considers itself a trustee of its members.

#### 2. BOARD OF DIRECTORS - COMPOSITION

The Company maintains an appropriate mix of executive and independent directors to maintain the independence of the Board, and to separate the Board functions of governance and management. To ensure independence of the Board, the members of the Audit Committee is composed of suitable and competent independent directors. The current Board has five Independent Directors and one Executive Director. The Company does not pay any compensation to its non-executive Directors.

#### COMPOSITION AND CATEGORY OF DIRECTORS, AS OF MARCH 31, 2013

Category	No. of Directors	%
Executive Directors	1	16.67%
Non-Executive, Independent Directors	5	83.33%
<b>Total</b>	<b>6</b>	<b>100.00%</b>

The Chairman of the Board is an Executive Director.

#### RESPONSIBILITIES OF THE CEO

The current policy of the Company is to have an executive Chairman & Managing Director. The Chairman & Managing Director is responsible for corporate strategy, brand equity, planning, external contacts, and board matters. He is also responsible for all day-to-day operations, related issues and for the achievement of annual targets in customer satisfaction, sales, profitability, quality, productivity, recruitment, training and employee retention. The senior management makes periodic presentations to the board on their responsibilities, performance and targets.

Shri Raj Kumar Gupta, Chairman & Managing Director of the Company has certified to the Board and in terms of requirements of clause 49(V), that:

- a) They have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief:
  - i. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - ii. these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- b) There are, to the best of their knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- c) They accept responsibility for establishing and maintaining internal controls and that they have evaluated the effectiveness of the internal control systems of the Company and they have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of internal controls, if any, of which they are aware and the steps they have taken or propose to take to rectify these deficiencies.
- d) They have indicated to the auditors and the Audit Committee

## CORPORATE GOVERNANCE REPORT Contd.

- i) significant changes in internal control during the year;
- ii) significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
- iii) instances of significant fraud of which they have become aware and the involvement therein, if any, of the management or any employee having a significant role in the Company's internal control system.

### SIZE OF THE BOARD

At present, the Board has six members.

### BOARD MEETINGS HELD DURING THE YEAR

Normally, Board Meetings are scheduled at least 7-15 days in advance. Most of them are held at the Registered Office of the Company situated at F-90/1A, Okhla Industrial Area, Phase-I, New Delhi-110 020, India. Under supervision of the Chairman, drafts of the Agenda for each meeting, along with explanatory notes are prepared and distributed in advance to the Board members. Every Board member is free to suggest the inclusion of items in the agenda. Normally, the Board meets once a quarter to review the quarterly unaudited results and other items in the agenda. The Board also meets on the occasion of the Annual General Meeting of the members of the Company. If necessary, additional meetings are held. Independent Directors are normally expected to attend at least four Board Meetings in a year.

The Board has unfettered and complete access to any information within the Company, and to any employee of the Company. At the Meetings of the Board, it welcomes the presence of managers who can provide additional insights into the items being discussed.

Six Board meetings were held during the financial year 2012-2013. They were held on 20th April 2012, 29th May 2012, 24th July 2012, 29th October 2012, 9th November 2012 and 30th January 2013 respectively.

The table given below gives details of Directors, Attendance of Directors at Board meetings, last Annual General Meeting, Number of Memberships held by Directors in Committees/other Boards. None of the Directors holds Directorship in more than 15 listed Companies, and no Director is a member of more than ten Committees or the Chairman of more than five Committees across all Companies in which they are Directors.

Director	Category	No. of Board Meeting attended	Attendance Particulars Last AGM	Number of other Directorships and Committee Member/Chairmanships		
				Outside Directorship*	Committee Membership**	Committee Chairmanship**
Raj Kumar Gupta	CMD	6	Yes	2	3	2
Jagdish S. Dalal	NED	6	Yes	–	4	1
Satish Chand	NED	5	Yes	–	1	1
Vikas Gulechha	NED	–	–	7	–	–
Parvesh Ahuja	NED	1	–	1	–	–
Satish Raychand Chopra	NED	1	–	–	–	–

\* Excludes Directors of Companies incorporated outside India, and includes Directorships held in Private Limited Companies by the Directors of the Company.

\*\* This includes Chairmanship/Membership of Audit Committee, Compensation Committee, Investor Grievance Committee, Share Transfer Committee and Remuneration Committee, constituted by the Company.

### TENURE

As per the statute two third of the total strength of the Board of Directors should be subject to retirement by rotation. Further one third of the retiring Directors are required to retire by rotation every year and if eligible, qualify for re-appointment. Accordingly, Shri Satish Chand retires by rotation at the ensuing Annual General Meeting and is eligible for re-appointment.

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### CORPORATE GOVERNANCE REPORT Contd.

#### 1. BOARD COMMITTEES

##### Committees of the Board

Currently, the Board has five Committees; the Audit Committee, Compensation Committee, Share Transfer Committee, Remuneration Committee and the Investor Grievance Committee. All the Committees are composed of suitable and competent independent Directors.

##### Frequency and Duration of Committee Meetings and Committee Agenda

Under the supervision of the Chairman of the Company, and the Committee Chairman, the frequency and duration of the Committee Meetings are determined. Normally, the Committees meet depending on the issues, which need the attention of the particular Committee. However, the meeting of Audit Committee takes place normally Four to Five times a year. The recommendations of the Committee are submitted to the full Board for approval and necessary noting.

##### Quorum for the Meetings

The quorum is either two members or one-third of the members of the Committees, whichever is higher.

##### **AUDIT COMMITTEE**

The Audit Committee of the Board of Directors of the Company was constituted on 3rd day of May 2001 whereafter it has been re-constituted from time to time with the sufficient number of directors with requisite qualifications. The terms of reference of the Audit Committee has been varied from time to time and the role of Audit Committee have been lastly re-defined and the same are as under:

##### **Role of Audit Committee**

The role of the Audit Committee includes the following:

1. Overseeing of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to statutory auditors for any other services rendered by the statutory auditors.
4. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference to:
  - a. Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of Clause (2AA) of Section 217 of the Companies Act, 1956;
  - b. Changes, if any, in accounting policies and practices and reasons for the same;
  - c. Major accounting entries involving estimates based on the exercise of judgement by management;
  - d. Significant adjustments made in the financial statements arising out of audit findings;
  - e. Compliance with listing and other legal requirements relating to financial statements;
  - f. Disclosure of any related party transactions; and
  - g. Qualifications in the draft audit report.
5. Reviewing, with the management, the quarterly financial statements before submission to the Board for approval.
6. Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems.
7. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit.
8. Discussion with internal auditors any significant findings and follow up thereon.
9. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the Board.