
QPRO INFOTECH LIMITED

**30th ANNUAL REPORT
2010 - 2011**

Board of Directors

Mr.Rajinder Mittal : Director
Mr S.Sundaram : Director
Mr.Shashikanta Nayak : Director

Registered Office of the Company

“Ratnajyot”, 1-B,
Pushpamlawaji Patel Street,
Fort, Mumbai-400001

Auditors

K.N.Narayanan
Chartered Accountant
Chennai

Registrar and Share Transfer Agents

M/s.Cameo Corporate Services Limited
“Subramanian Buildings”, 1, Club House Road, Chennai 600 002.

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NOTICE

NOTICE is hereby given that the 30th Annual General Meeting of the shareholders of the Company will be held on Friday, the 30th day of September 2011 at 12.30 p.m. at the registered office of the Company at "Ratnajyot", 1-B, Pushpamlawaji Patel Street, Fort, Mumbai-400001 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider, and adopt the Audited Balance Sheet as at 31st March 2011 and the Profit & Loss Account 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.S.Sundaram, who retires by rotation and being eligible, offers himself for reappointment.
3. To appoint Statutory Auditors and fix their remuneration. Mr.K.N.Narayanan, Chartered Accountants, the retiring Auditors of the Company is eligible for reappointment and offers themselves for reappointment.

**By Order of the Board
For QPRO INFOTECH LIMITED**

**Sd/-
S.Sundaram
Director**

Chennai, the 26th day of August 2011

NOTES

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER. PROXY TO BE VALID MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY, NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING. A PROXY FORM IS APPENDED WITH THE ADMISSION SLIP.**
2. An Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 relating to special business to be transacted in the meeting is annexed hereto.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from Wednesday, 28th day the September, 2011 to Friday, 30th day of September, 2011 (Both days Inclusive).
4. Members are hereby requested to send all corresponded concerning transfers, transmissions, subdivision, consolidation of shares or any other share related matters and/or change in address to the Company's Registrar and Share Transfer Agent.
5. Members desiring to have any clarification on account are requested to write to the Company at an early date so as to enable the Company keep the information ready.
6. Members/ proxies should bring the attendance slip duly filled in for attending the meeting and corporate members are requested to send a duly certified copy of the Board resolution/ Power of Attorney authorizing their representative to attend and vote at the Annual General Meeting.
7. Members desirous of making a nomination in respect of their shareholding in the Company, as permitted under section 109A of the Companies Act, 1956, are requested to write to the Company's Registrar for the prescribed form. Nomination form may be downloaded from Company's Website www.qproinfotech.in
8. Annual Report is available at the website of the Company at www.qproinfotech.in
9. The SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market, members holdings shares in electronic form are, therefore, requested to submit the PAN to their Depositories Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their Pan Details to the Company / Registrar and Transfer Agents.
10. Members holding shares in electronic form may note that bank particulars registered against their respective depository accounts will be used by the Company for payment of dividend. The Company or its Registrars and Transfer Agents cannot act on any request received directly from the members holding shares in electronic form for any change of bank particulars of bank mandates. Such changes are to be advised only to the Depository participant of the members
11. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their Pan Details to the Company / Registrar and Transfer Agents
12. Members who are holding shares more than on folio under physical form may approach the Company's Share Transfer Agents for consolidation with respective details.

Important Communication to Members

The Ministry of Corporate Affairs has taken a "Green Initiative in the Corporate Governance" by allowing paperless compliances by the Companies and has issued circulars stating that service of notice / documents including Annual Report can be sent by email to its members. To support this Green Initiative of the Government in full measure, members who have not registered their e-mail addresses, so far, are requested to register their e-mail addresses, in respect of electronic holding with the Depository through their concerned Depository Participants. Members who hold shares in physical form are requested to fill the appropriate column in the members feedback form and register the same with M/s.Cameo Corporate Services Limited, "Subramanian Buildings", 1, Club House Road, Chennai 600 002 Postage for sending the feed back form will be borne by the Company.

**By Order of the Board
For QPRO INFOTECH LIMITED**

**Sd/-
S.Sundaram
Director**

Chennai, the 26th day of August 2011

DIRECTORS' REPORT TO THE MEMBERS

Your Directors have great pleasure in presenting the 30th Annual Report on the business and operations of your company together with Audited Accounts of the Company for the year ended 31st March 2011 and the Auditors' report thereon.

Financial Results

(Amount In Rs. Lacs)

Particulars	2010-11	2009-10
Total Income	1,69,232.00	1,70,97,261.00
Expenditure	1,60,762.00	1,77,82,326.00
Profit /(Loss) before depreciation and taxes	8,470.00	(3,87,648.00)
Less:		
Depreciation	-	2,97,417.00
Profit/(Loss) before Tax	8,470.00	(6,85,065.00)
Less: Provision for		
Current Tax	-	-
Deferred Tax	-	(21820.00)
Fringe Benefit Tax	-	-
Profit/(Loss) after Tax	8,470.00	(6,63,245.00)
Add: balance brought forward from previous year	(2,15,90,498.00)	(2,09,27,253.00)
Profit transfer Balance sheet	(2,15,82,028.00)	(2,15,90,498.00)

Your Company has made a turnover of Rs.1,69,232.00/- as compared Rs1,70,97,261/- of previous year and has made a Loss after Tax of Rs.8,470.00/-as compared to Rs.-6,63,245.00/- in the previous year.

Fixed Deposits

Your Company has not accepted any deposits from public or its employee during the year under review.

Dividend

In view of loss, your directors have not recommended any dividend during the year under report.

Subsidiaries / Joint Ventures

There are no Joint Venture Company. Accounts of subsidiary company i.e. M/s.Santype International Limited, pursuant to Section 212 of the Companies Act, 1956 are not annexed in preparation of final accounts of the company as the said Company has filed cessation with Registering authorities at U.K. and the Board of Directors is evaluating the effect of the same.

STATUTORY STATEMENTS

Conservation of Energy, Technology Absorption and Foreign Exchange Earnings And Outgo

Pursuant to Section 217 (1) (e) of the Companies Act, 1956 read with Companies (Disclosure of Particulars in the Report of Board of Directors) Rules, 1988 the required particulars are furnished below.

Conservation of energy:

Opro Infotech Limited does not carry on any manufacturing activities and accordingly the provision to furnish information as per Section 217 (1)(e) of the Companies Act, 1956, read with the Companies (Disclosure of Particulars in the report of Board of Directors) Rules, 1988, particulars relating to Conservation of energy, Research and Development and Technology Absorption is not applicable. The Company consumes electricity for its operations at low intensity.

Foreign exchange earnings and outgo:

There are no foreign exchange earning and outgo during the year under review.

Particulars of Employees

During the year under review, there were no employees covered under Section 217(2A) of the Companies Act, 1956 read with the Companies (Particulars of Employees) Rules, 1975.

The Board of Directors wishes to express its appreciation to all the employees of the Company for their outstanding contribution to the operation of Company during the year.

Directors' Responsibility Statement

Pursuant to the requirement u/s 217(2AA) of the Companies Act, 1956 with respect to Directors' Responsibility Statement your Directors to the best of their knowledge and belief confirm that:

- (i) in the preparation of the annual accounts, the applicable Accounting Standards and given proper explanation relating to material departure;

- (ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give true and fair view of the state of affairs of the Company at the end of the financial year and of the Profit/Loss of the Company for that period;

- (iii) they have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act so as to safeguard the assets of the Company and to prevent and detect fraud and other irregularities; and

- (iv) they have prepared the annual Accounts on a going Concern basis.

Internal Controls and their Adequacy:

The internal control systems are commensurate to the size of the operation of the Company. Whenever it is required, the systems and procedures are upgraded to suit the changing business needs.

Statement Pursuant to Listing Agreement

The company's securities are listed with The Bombay Stock Exchange Limited, Mumbai, however trading of the securities have been suspended on non compliance of certain clauses of the Listing Agreement. As recommended by the Board of Directors, necessary application is being prepared to be filed with Bombay Stock Exchange Limited to revoke the suspension of trading.

Code of Corporate Governance

A detailed report on Corporate Governance as updated with the particulars of this Financial year, as per the directions from SEBI is annexed to this report (Annexure A') together with Report of the Auditors on the compliance with the said Code and a report of Management discussion and Analysis is also annexed separately.

Directorate

In compliance with the provisions of the Companies Act, 1956 in accordance with the Article 90 of the Company's Articles of Association, Mr.S.Sundaram retires at this Annual General Meeting and being eligible, offers himself for re-appointment.

Brief resume of the Directors, seeking re-appointment, nature of their expertise as stipulated under clause 49 of the listing agreement with *inter alia* the Bombay Stock Exchange Limited, is appended to the notice convening the Annual General Meeting.

In spite of best effort, the Company could not appoint a Company Secretary and in the process of finding an appointment soon.

Auditors and Auditors Report

The retiring auditors, Mr.K.N.Narayanan, Chartered Accountant, has expressed willingness to continue in office, if appointed. He has furnished to the Company a certificate of his eligibility for appointment as auditor, pursuant to section 224 (1B) of the Companies Act, 1956.

The Audit committee and the Board of Directors recommend the re-appointment of Mr.K.N.Narayanan, Chartered Accountant, as Auditor for a further period of one year and to fix his remuneration.

The Auditors Report to the Members does not contain any qualification or adverse remarks.

Disclosures of Particulars of Constituting "Group" pursuant to Regulation 3(1)(e) of the SEBI(Substantial Acquisition of Shares & Takeovers) Regulations, 1997.

Pursuant to an information from the promoters, the name of the promoters and entities comprising group as defined under Monopolies and restrictive Trade Practice (MRTP) Act, 1969, are as under for the purpose of the SEBI(Substantial Acquisition of Shares & Takeovers) Regulations, 1997 are provided elsewhere in this report.

Dematerialization of Shares

The Shares of the Company had been dematerialized with both National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CSDL). The Demat ISIN in National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CSDL) is INE824F01014

All request received by the Company/RTA for dematerialization/re-materialization, transfers, transmissions, subdivision, consolidation of shares or any other share related matters and/or change in address are disposed off expeditiously.

Acknowledgement

The Directors place on record their appreciation for the sincere and whole hearted co-operation extended by all concerned, particularly Securities & Exchange Board of India, Stock Exchanges, clients and staff and look forward to their continued support. The Directors also thank the Shareholders for continuing their support and confidence in the Company and its management.

For and Behalf of the Board of Directors
For QPRO INFOTECH LIMITED
Sd/-
S.Sundaram
Chairman

Chennai, the 26th day of August 2011

ANNEXURE – ‘A’

TO THE 30TH ANNUAL REPORT OF THE BOARD OF DIRECTORS REPORT ON CORPORATE GOVERNANCE

Qpro Infotech Limited is complying with the mandatory requirements of the code of Corporate Governance introduced by the SEBI and incorporated in Clause 49 of the Listing Agreement in all material respect.

The Basic philosophy of the company towards Corporate Governance is to protect and enhance the long term value of all the stakeholders – shareholders, clients, creditors and employees. The Company is committed to achieve these objectives within regulatory frame work through transparency in dealings.

BOARD OF DIRECTORS

The Board of Directors of the Company comprises of a one Executive Director and Two Non Executive and Independent Directors. The Board members posses requisite skills, experience and expertise required that are required to take decisions, which are in the best interest of the Company.

The Composition of Board, attendance of each Director at the Board Meetings held during the year under review as well as in the last Annual General Meting and number of other Directorship/ Committee memberships held by them are as follows:-

Name of Director	Designation and Category	No. of Board Meetings in the Year during respective tenure Directors		Attendance Of Last AGM	Number of directorships held in the India Companies (including this Company)	Number of Board Committee memberships Held in other companies
		Held	Attended			
Rajinder Mittal	Executive Director	05	05	Yes	08	-
S.Sundaram	Director Non Executive & Independent	05	05	Yes	02	-
Shashikanta Nayak	Director Non Executive & Independent	05	05	Yes	-	-

Further the Board of Directors would like to inform the members that none of the directors are disqualified to act as directors of this company or any other public company under Section 274(1) (g) and other applicable provisions of the Companies Act, 1956.

Further, there were no changes in the composition of the Board of Directors.

The requisite information as prescribed under Clause 49 of the Listing Agreement is placed before the Board from time to time and is generally provided as part of the Agenda papers of the Board Meeting and /or is placed at the table during the course of the meeting.

The Board of Directors met five (05) times on 28.04.2010, 28.07.2010, 31.08.2010, 29.10.2010 and 28.01.2011 in respect of which meetings proper notices were given and the proceedings were properly recorded and signed, in the Minutes Book maintained for the purpose.

The Annual General Meeting for the financial year ended on 31-03-2010 was held on 29-09-2010 by giving due notice to the members of the Company and the resolutions passed there at were recorded in Minutes Book maintained for the purpose.

None of the Directors are related to each other. Equity Shares held by the Director.

Name of the Directors	No. of Equity Shares as on 31 st March 2011
Rajinder Mittal	335000
S.Sundaram	Nil
Shashikanta Nayak	Nil

There are no other shares or convertible instruments held by any other directors

Information about the Directors proposed to be appointed/ re-appointed required to be furnished pursuant to Clause 49 of the listing agreement with BSE is forming part of the notice Of the 30th Annual General Meeting to the shareholders of the Company

BOARD COMMITTEES

The board is assisted by various committees like, Audit Committee and Shareholders / Investors' Grievance Committee.

AUDIT COMMITTEE

Your Company has a qualified and independent Audit Committee. The composition procedures, powers and role/functions of the audit committee constituted by the company comply with the requirements of Clause 49 of the Listing Agreement.

The terms of reference of the Audit Committee included the following:

- ◆ Overseeing the company's financial reporting process and the disclosure of its financial information.
- ◆ Recommending appointment and removal of the external auditor, fixing of audit fees and approving payments for any other service.
- ◆ Reviewing with management the quarterly, half yearly and annual financial statement with primary focus on accounting policies and practices, compliance with accounting standards, any related party transaction and stock exchange and legal requirements concerning financial statements, matter relating to be included in the Director's Responsibility Statement, Changes, if any, in accounting policies and practices and reasons for the same, Major accounting entries involving estimates based on the exercise of judgment by management, Significant adjustments made in the financial statements arising out of audit findings and Qualifications in the draft audit report
- ◆ Reviewing adequacy of internal control systems in order to have the effective use and safeguard of resources and compliance with statutes polices and procedures and ensure compliance of internal control systems and reviewing the company's financial and risk management policies.
- ◆ Reviewing reports furnished by the Statutory Auditors and ensuring suitable follow up thereon.
- ◆ Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter.
- ◆ Discussion with internal auditors any significant findings and follow up there on.
- ◆ 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 controls systems of a material nature and reporting the matter to the board.
- ◆ Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
- ◆ To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non payment of declared dividends) and creditors.
- ◆ To review the functioning of the Whistle Blower mechanism, in case the same is existing.
- ◆ Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.
- ◆ Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

The un-audited/ audited financial results of the Company are also specifically reviewed by the Audit Committee before these are submitted to the Board for approval. Minutes of each audit Committee meetings are placed before the Board for information.

COMPOSITION AND ATTENDANCE

The Audit Committee of the Board consisting of "Non-Executive & Independent Directors "as members as detailed below and all members have adequate financial and accounting knowledge.

The Audit Committee met five (05) times during the year on 28.04.2010, 28.07.2010, 31.08.2010, 29.10.2010 and 28.01.2011 and the details of the number of meetings held and attendance record of the members are as follows:

Name of Directors (*)	Status and Category	No. of Meetings	
		Held	Attended
S.Sundaram Member	Chairman Non Executive & Independe	05	05
Shashikanta Nayak Member	Member Director Non Executive & Independe	05	05

(*) The Board of Directors at their meeting held on 26th August, 2011 have recommended the appointment few Independent Directors pursuant to Clause 49 of the Listing Agreement read with Section 292 of the Companies Act, 1956.

The un-audited/ audited financial results of the Company are also specifically reviewed by the Audit Committee before these are submitted to the Board for approval. Minutes of each audit Committee meetings are placed before the Board for information.

The Committee reviews the reports of the internal auditors and statutory auditors along with the comments and action taken reports of the management. The committee also invites senior executives as it considers appropriate to be present at the meetings of the committee.

EXECUTIVE DIRECTOR

The Company has a Executive Director; however no remuneration was paid to him during the period 01-04-2010 to 31-03-2011 as he has waived his right for the same for the best interest of the Company.

NON-EXECUTIVE DIRECTOR

Non-Executive Directors of the Company are remunerated by way of sitting fees for the meetings of the Board/Committees of the Board attended by them. There was no other payment to the Non-Executive Directors.

None of the non-executive directors has pecuniary relationship with company, its promoters, management or its subsidiaries.

SHAREHOLDERS/ INVESTOR'S GRIEVANCE COMMITTEE

The shareholders/ Investors Grievance Committee of the Board oversees redressal of shareholder and investors complaints like transfer of shares, non-receipt of balance sheet, non-receipt of declared dividends etc.

COMPOSITION AND ATTENDANCE

The Shareholders/Investors' Grievance Committee consist of Mr.S.Sundaram, Mr.Rajinder Mittal, and Mr.Shashikanta Nayak, where Mr.S.Sundaram, is the Chairman of the Committee and they met at regular intervals. Company Secretary is the Compliance officer of the Committee.

The Company used to give a detailed report on steps taken by it to the Committee to specifically look into redressing shareholders and investor's complaint, break up of the nature of complaints received including number of complaints not resolved to the satisfaction of the complainants. Additionally details of communication received from agencies like Stock Exchanges/SEBI/ Ministries of Companies Affairs were placed with an explanation as to how such communication were responded to and within how may days/ weeks.

The Company has delegated its Registrar and Share Transfer Agent, all shares related works. No complaint of any material nature was received during the year under review.

COMPLAINE OFFICER

Mr.N.Rajkumar is the Compliance Officer for complying with the requirements of Securities laws and Listing Agreements with the Stock Exchanges in India

INVESTOR GRIEVANCE REDRASSAL

The Company has not received any investors complaint during the year under review.

DETAILS OF ANNUAL/EXTRA ORDINARY GENERAL MEETING

Particulars about the last three Annual General Meetings/Extra ordinary General Meetings of the company are:

S.No.	Particulars	Dated	Venue	Time
1	29 th AGM in respect of the year 2009-10	29.09.2010	"Ratnajyot,30-E, Pushpam Cawasji Patel Street, Mumbai-400001	12.30 p.m
2	28 th AGM in respect of the year 2008-09	30.09.2009	"Ratnajyot,30-E, Pushpam Cawasji Patel Street, Mumbai-400001	12.30 p.m
3	27 th AGM in respect of the year 2007-08	19.08.2009	"Ratnajyot,30-E, Pushpam Cawasji Patel Street, Mumbai-400001	12.30 p.m

All the resolutions including the special resolutions as set out in the respective notices were passed by the shareholders.

DISCLOSURE MADE BY THE SENIOR MANAGERIAL PERSONNEL TO THE BOARD

During the year no material transaction has been entered into by the Company with the Senior Managerial personnel where they had or were deemed to have had personal interest that may have potential conflict with the interest of the Company

DISCLOSURES ON MATERIALLY SIGNIFICANT RELATED PARTY TRANSACTIONS

The details of the transaction with related parties or others if any as prescribed in the listing agreement are being placed before the Audit committee from time to time. There were no other transactions of material nature has been entered into by the Company with related parties (i.e.) Directors or Management, their subsidiaries or relatives that had potential conflict with the interest of the Company at large in the financial year ended March 31, 2011.

DISCLOSURE OF ACCOUNTING TREATMENT

No treatment different from that prescribed in an Accounting Standard have been followed by the Company

RISK MANAGEMENT

In order to ensure that management controls risk through means of properly defined frame work a report on Risk Management and minimization procedures as received from the Individual functional heads of the Company is placed before the Board of Directors of the Company.

CODE OF CONDUCT FOR THE DIRECTORS AND SENIOR MANAGEMENT PERSONNEL

The Company has laid down a Code of Conduct (Code) for all the Board Members and Senior Management Personnel of the Company. The Code is also posted on the Website of the Company. All Board Members and Senior Management Personnel have affirmed their compliance with the Code for the financial year ended 31st March, 2011. A declaration to this effect signed by Mr.Rajinder Mittal, Director of the Company forms part of this report.

The Board of Director of the company have adopted the revised (Prohibition of Insider Trading code) modified in terms of amendment notified by the Securities and Exchange Board of India (SEBI) under SEBI (Prohibition of Insider Trading) Regulations, 1992.

CEO/CFO CERTIFICATION

In terms of Clause 49 (V) of the Listing Agreement, the Certificate duly signed by Mr.Rajinder Mittal were placed before the Board of Directors along with financial statement for the financial year ended March 31, 2011 at its meeting held on 26.08.2011.

PROCEEDS FROM PUBLIC/ RIGHTS/ PREFERENTIAL ISSUES, ETC.,

The Company does not have any unutilized money raised through Public/ Rights/ Preferential Issues, etc.

COMPLIANCES BY THE COMPANY

The Board of Directors is periodically reviewing the Compliance Reports of the Laws applicable to the Company and the Company initiates requisite actions for strengthening of its statutory compliance procedures as may be suggested by the Board from time to time.

DETAILS OF NON-COMPLIANCES WITH REGARD TO CAPITAL MARKET.

There were no instances of non-compliance by the Company on any matter related to capital markets during the last three years. Hence there was no penalty, strictures imposed by SEBI/Stock Exchange or any other statutory/local authorities against the Company.

SUBSIDIARY MONITORING FRAMEWORK

M/s.Santype International Limited, an overseas subsidiary has filed cessation with Registering authorities at U.K. and the Board of Directors is evaluating the effect of the same.

MEANS OF COMMUNICATION TO SHAREHOLDERS

- ◆ The domain name of the Company's website is www.gproinfotech.in where general information about the company is available.
- ◆ The Management Discussion and Analysis report forms part of the Annual Report.

GENERAL SHAREHOLDER'S INFORMATION

Financial Calendar (Tentative)

Financial year	April 1, 2011 to March 31, 2012 (Subject to Change)
First Quarter Result	July 29, 2011
Second Quarter Result and Half-yearly Result	October 29, 2011
Third Quarter Result	January 28, 2012
Fourth Quarter Result	April 28, 2012
Annual Result (Audited) Annual General Meeting	Within 6 months of the close of the financial year In accordance with Section 166 of the Companies Act, 1956.
Dates of book closure	Wednesday, 28 th day the September, 2011 to Friday 30 th day of September, 2011 (Both days Inclusive).
Venue and other details the Annual General Meeting	Day :- Friday Date :- 30 th September, 2011 Time :- 12.30 p.m "Ratnajyot", 1-B, Pushpamlawaji Patel Street, Fort, Mumbai-400001
Dividend Payment Date	Within 30 days from the date of Annual General Meeting
Listing on Stock Exchange and Stock Code The Equity Shares of Rs.10/- each are Listed at	The Stock Exchanges, Mumbai (Annual Listing for fees for the year 2010-2011 has been paid to the above exchange) – Scrip Code 506102.

In view of suspension of trading at exchange and Graphical representation of volume of Shares of during April 2010 - March 2011 can not be provided.

DEMATERIALIZATION OF SHARES AND LIQUIDITY

The Equity shares of the Company are made available for dematerialization under depository system operated by the Central Depository Services (India) Limited (CDSL) and National Securities Depository Limited (NSDL). The Shares of your Company are under compulsory demat settlement mode and can be traded only in the demat form. Shares dematerialized upto March 31, 2011 are under

Sl No.	Particulars of Capital Structure	No. of shares	% of Total issued capital
1.	Listed Capital(Exchange wise) as per Company's Record	1500000	100.
2.	Held in dematerialized Form in CDSL	50	0.00
3.	Held in dematerialized Form in NSDL	150	0.001
4.	Physical	6499800	99.99
	Total Number of Shares	6500000	100%

REGISTRAR AND SHARE TRANSFER AGENTS (RTA)

Pursuant to newly introduced regulations 53A of the Securities and Exchange Board of India (Depositories & Participants) Regulations, 1996, the Company has appointed Cameo Corporate Services Limited, a SEBI registered Agency as the Common Registrar and Share Transfer Agent of the Company for both physical and dematerialized segments. Their complete address is as under

"Cameo Corporate Services Limited"
Subramanian Buildings

No.1, Club House Road,
Chennai 600 002,
Phone No.044-28460390-94, Fax No.28460129,
Email: cameosys@satyam.net.in

SHARE TRANSFER SYSTEM

The shares of the Company are traded on the Stock Exchanges through the Depository System. The demat ISIN in National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) is **INE824F01014**

All requests received by the Company/ RTA for dematerialization/ re-materialization, transfers, transmissions, subdivision, consolidation of shares or any other share related matters and/or change in address are disposed off expeditiously.

As required under Circular No.D&CC/FITTC/CER-16/2004 dated 31st December, 2004 issued by the Securities and Exchange Board of India, the Company has appointed a Practicing Company Secretary to do the Secretarial Audit and the report was placed before the Board and sent forthwith to Stock Exchanges for their information and record.

Categories of Shareholdings as on March 31, 2011			
Sr.No	Category of Shareholders	No.of shares held	Percentage of holdings
1.	Promoters	1676623	25.79
2.	Foreign Institutional Investors/Mutual Funds	2000	0.03
3.	Bodies Corporate	1693750	26.06
4.	Individual shareholders holding nominal shares Capital upto Rs. 1 lakh	660777	10.17
5.	Individual Shareholders holding nominal shares Capital in excess of Rs.1 lakh	2466850	37.95
6.	Clearing Members	-	-
7.	Hindu Undivided Family	-	-
7.	Non Resident Indian	-	-
8.	Foreign National	-	-
Total		6500000	100.00

COMPANY REGISTRATION DETAILS

The Company is registered in the State of Maharashtra. The Corporate Identity Number (CIN) allotted to the Company by the Ministry of Corporate Affairs (MCA) is L51900MH1981PLC025179

LEGAL PROCEEDINGS:

There is no legal proceeding pending against the Company.

THE COMPANY HAS NOT ISSUED ANY GDRS/ADRS/ WARRANTS/ CONVERTIBLE INSTRUMENTS.

Address for Communication QPRO INFOTECH LIMITED

"Ratnajyot", 1-B,
Pushpamlawaji Patel Street,
Fort, Mumbai-400001
Phone: 022-22824819
Fax : 022-22824819
Email : investor@qproinfotech.in
Website: www.qproinfotech.in

In terms of clause 47(f) of the Listing Agreement of Stock Exchanges, investors may please use investor@qproinfotech.in as email id for redressal of investor request/complaint.

DECLARATION ON CODE OF CONDUCT

As required by clause 49 of the Listing Agreement the Managing Director's declaration on code of conduct is as under.

I, Rajinder Mittal, Executive Director of the Company declare that all the Board members and senior Management of the Company have affirmed compliance with the code of conduct

Sd/-
Rajinder Mittal
Director

Chennai, the 26th day of August 2011

COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE FROM AUDITORS

The Certificate dated 26th day of August 2011, obtained from Statutory Auditors of the Company Mr.K.N.Narayanan, Chartered Accountants, confirming compliance with the Corporate Governance requirements under Clause 49 of the Listing Agreement, is annexed hereto.

For and Behalf of the Board of Directors
For QPRO INFOTECH LIMITED

Sd/-
S.Sundaram
Chairman

Chennai, the 26th day of August 2011

**COMPLIANCE CERTIFICATE ON CORPORATE GOVERNANCE
(Under Clause 49 of the Listing Agreement)**

To the Members of **QPRO INFOTECH LIMITED**

We have examined the registers, records, books and papers of **M/s.QPRO INFOTECH LIMITED** (the Company), as required to be maintained under the Listing Agreements entered with the Stock Exchanges and the Rules and Regulation issued by SEBI and NSDL for the financial year ended on 31st March,2011.

The compliance of conditions of the listing agreement is the responsibility of the management. Our examination has been limited to the procedure and implementation thereof, adopted by the company for ensuring the compliance with the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the company.

In our opinion and to the best of our information and according to the examinations carried out by us and explanations furnished to us by the Company, its officials and agents, we certify that in respect of the aforesaid financial year:

We certified that the company has complied with the condition of Corporate Governance as stipulated in the abovementioned Listing Agreement.

We stated that no investor grievance is pending for a period exceeding one month against the company as per the record maintained by the share holder / investor grievance committee.

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

**For K.N.Narayanan
Chartered Accountants**

**Sd/-
K.N.Narayanan
Proprietor**

Place: Chennai
Date: 26th day of August 2011

MANAGEMENT DISCUSSION AND ANALYSIS

The management of QPRO INFOTECH LIMITED presents below its analyses and performance of the Company for the year 2010-11 and an outlook for the future. The report conveys expectations on future performance based on an assessment of the current business environment. These could vary based on future developments.

Industry's Structure and Development:

Qpro Infotech Limited electronic Typesetting and publishing services company Going by tradition, the older generation specifically, is more accustomed to turning the pages of a book. However, the newer generations, with increased access to sources of digital information and natural acclimatization to its use will be more open to embrace digital content. Although scale of usage and revenue generated by the ePublishing industry is still way below its print counterpart, the scope has evolved over the years, especially with the emergence of digital and online media. The ePublishing models can be broadly classified as Online publishing, comprising of internet, intranet and extranet for content delivery and Offline publishing such as, CD Roms, DVDs and Memory cards. Apart from this, a very vital channel which can catapult the industry into a higher trajectory is the development and adoption of eBook readers. Though existing eBook reader such as Amazon's Kindle has failed to live up to the expectation of "ease of reading" and access to seemingly unending content, partly because of publishers' lack of willingness to share content and concern for Copyright and Digital Rights Management issues, which is a global phenomenon, newer gadgets to enter the market such as Apple's iPad, touted for its low price tag and ease of use, has already shaken up the Japanese print industry. India too now has its own eBook reader launched by Infibeam, called Pi. Infibeam is an online bookstore with more than 4 million books and over 100,000 eBooks.

India by virtue of its size, population and diversity, is one of the major book publishing country in the world. With young English speaking skilled population base and with more than 17,000 publishing houses generating content in more than 29 regional languages, the opportunities for the publishing industry, especially ePublishing is huge.

Optimism stems from the fact that the Government of India has accorded top most priority status to education in its 11th five year plan. This initiative will have a cascading effect in terms of manifold increase in the number of academic institutions both domestic and foreign with many offering e-learning courses, increased student base and a host of activities related to content publishing.

According to CLSA Asia-Pacific Markets education sector report, the size of India's e-learning market is US \$27 million and is likely to grow to US \$280 million by 2012.

Regulatory and Legal Risks

Qpro is exposed to regulatory and legal risks in carrying out its business. These include legal proceedings on properties, customer complaints, noncompliance of regulations including environmental regulations and those pertaining to the hospitality sector. The company has systems and controls in place to mitigate these risks and minimize instances of non-compliance.

Risk Management Systems

The Company's risk management strategy is based on a clear understanding of various risks, disciplined risk assessment and measurement procedures and continuous monitoring. The policies and procedures established for this purpose are continuously benchmarked with best practices.

Internal Control System

The Company has adequate internal control procedures commensurate with its size and nature of the business. These business control procedures ensures efficient use and protection of the resources and compliances with the policies, procedures and status. The internal control system provides for well-documented policies, guidelines, authorizations and approval procedures.

Discussion on Financial performance with respect to operational performance:

Your Company has made a turnover of Rs.1,69,232.00/- as compared Rs1,70,97,261/- of previous year and has made a Loss after Tax of Rs.8,470.00/-as compared to Rs.-6,63,245.00/- in the previous year.

Material developments in Human Resources /Industrial Relations front, including number of people employed.

There have been no material changes / developments in Human relations front.

**For and Behalf of the Board of Directors
For QPRO INFOTECH LIMITED**

Chennai, the 26th day of August 2011

Sd/-
S.Sundaram
Chairman

AUDITORS' REPORT

To The Members of
M/s.QPRO INFOTECH LIMITED

We have audited the attached Balance Sheet of **M/s.QPRO INFOTECH LIMITED as on 31.03.2011** and the Profit and Loss Account for the year ended on that date annexed thereto. These financial statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amount and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

I As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government in terms of section 227(4A) of the Companies Act 1956, we annex hereto a statement on the matter specified in paragraphs 4 &5 of the said order.

II. Further to our comments in paragraph I above, we report that

- (a) We have obtained all information and explanations required which to the best of our knowledge and belief were necessary for the purpose of our audit.
- (b) In our opinion, proper books of accounts as required by law have been kept by the company so far as it appears from our examinations of the books, and
- (c) In our opinion, the Balance Sheet and the Profit and Loss account dealt with by this report comply with the accounting standards referred to in sub-section [3C] of Section 211 of the Companies Act, 1956.
- (d) The company's Balance Sheet and Profit and Loss Account dealt with, by our above report, are in agreement with the books of account.
- (e) In our opinion and to the best of our knowledge and information and according to the explanation given to us, the said accounts read with notes and statements thereon, give the information required by the Companies Act, 1956 in the manner so required and give true and fair view.
 - i. In case of Balance Sheet of the state of the companies affairs as at 31- 03- 2011: and
 - ii. In case of the Profit and Loss Account for the profit for the year ended on that date.
- (f) As per the written representation as on 31.03.2011 received from the directors, we are of the opinion that none of the directors are disqualified from being appointed as director in terms of clause (g) of sub section (1) of section 274 of the Companies Act 1956.

Place : Chennai
Date : 26/08/2011

sd/-
K. N. Narayana
Chartered Accountant
M.No. 22965

ANNEXURE TO AUDITORS' REPORT

Annexure referred to in paragraph 1 of the report of even date of the auditors to the members of *M/s.QPRO INFOTECH LIMITED* on the accounts for the year ended 31st March 2011

1. The company has maintained proper records showing full particulars including quantitative details and situation of fixed assets.
2. The fixed assets have been physically verified by the management at reasonable intervals. According to the information and explanation given to us there were no material discrepancies noticed on such verification.
3. The company has not disposed of any substantial part of the fixed asset during the year, which has the effect of affecting the accounting assumption of going concern.
4. Since this is an e-publishing Company, the physical verification of inventory does not arise.
5. The Company has not taken/ granted any loans, secured or unsecured from/ to Companies, firms or other parties listed in the Register maintained under Section 301 of the Companies Act 1956 and hence sub clause b,c,d,e,f and g of clause (iii) of the said Order are not applicable.
6. In our opinion, the company has an adequate internal control procedure commensurate with its size of the company and nature of its business. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal controls. However, the process of recovery of certain dues has to be expedited.
7. In our opinion and according to the information and explanations given to us we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the companies act of 1956 has been so entered.
8. In our opinion and according to the information and explanations given to us that the transaction made in pursuance of contracts or arrangements entered in the register maintained under sec 301 of the companies act of 1956 and exceeding the value of 500,000 in respect of any party during the year have been made at price which are reasonable having regard to prevailing market price of the relevant time.
9. In our opinion and according to the information and explanations given to me, the company has not accepted any deposit and loans under the provisions of Section 58A and 58AA of the Companies Act, 1956 and the Companies (Acceptances of Deposits) Rules, 1975.
10. In our opinion the Internal Audit System of the company is adequate, and commensurate to the size of the company and the nature of its business.
11. The Central Government has not prescribed maintenance of cost records under section 209 (1) (d) of the Companies Act, 1956.
12. The Company is generally regular in depositing with appropriate authorities undisputed statutory dues including provident fund, employee's state insurance, income tax, sales tax, wealth tax, custom duty, excise duty, cess and other material statutory dues applicable to it.

13. According to the information and explanations given to us, there are no undisputed amounts payable in respect of Provident Fund, Investor Education and protection Fund, Employee's State Insurance, Income tax, Sales tax, Wealth tax, Custom duty and Excise duty, cess and other statutory dues which are outstanding as on 31st March 2011 for a period of more than six months from the date they became payable.
14. According to the information and explanations given to us the company does not have accumulates losses at the end of the financial year which is not less than fifty percent of its net worth and it has not incurred any cash losses in such financial year and also in the financial year immediately preceding such financial year.
15. According to the examination of the books of accounts of the company there is no such default in repayment of dues to any financial institution or bank or debenture holders. Further as there is no such default the question of period of default does not arise.
16. In our opinion and according to the information and explanations given to us the company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities, hence no question of adequate documentation required to be maintained.
17. As the company is not a nidhi / mutual benefit fund/societies, the provision of any such special statue to chit fund is not applicable.
18. The company is not trading in shares, securities, debentures and other investments.
19. According to the information and explanations given to us, the company has not given any guarantee for loans taken by other from any banks or financial institution.
20. The company has not applied for any term loan. Hence the point of applying the proceeds of the term loan does not arise.
21. According to the information and explanations given to us the company has not used the funds raised on short term basis for any long term investment and vice-versa.
22. In my opinion the company has not made any preferential allotment of shares to any parties and companies covered in the register maintained under section 301 of the Act, at a price prejudicial to the interest of the company.
23. The company has not issued any debentures hence there is no need for creating any securities.
24. The company has not made any public issue during the financial year.
25. According to the examination of books done by us, no fraud on or by the company has been detected in our audit.

Place : Chennai
Date : 26/08/2011

sd/-
K. N. Narayana
Chartered Accountant
M.No. 22965

QPRO INFOTECH LIMITED
BALANCE SHEET AS ON 31ST MARCH 2011

DESCRIPTION	SCH	AS ON 31/03/2011		AS ON 31/03/2010	
I) SOURCES OF FUNDS :					
1. Shareholders' Fund					
a) Share Capital	1	65,000,000.00		65,000,000.00	
b) Reserves & Surplus	2	<u>8,544,766.00</u>		<u>8,536,296.00</u>	
			73,544,766.00		73,536,296.00
Deferred tax Liability			183,058.00		183,058.00
TOTAL			73,727,824.00		73,719,354.00
II) APPLICATIONS OF FUNDS:					
1. FIXED ASSETS					
Gross Block	3	4489777.00		4,489,777.00	
Less: Depreciation		<u>2649924.00</u>	1,839,853.00	<u>2,649,924.00</u>	
					1,839,853.00
2. Investments					
	4		20,739,450.00		20,739,450.00
3. Current Assets, Loans & Advances					
Cash & Bank Balance	5	651,184.00		1,167,714.00	
Deposit	6	474,726.00		474,726.00	
Loans & Advance	7	<u>50,680,767.00</u>		<u>51,955,767.00</u>	
					53,598,207.00
Less: Current Liabilities & Provision					
Other Liabilities	8	<u>658,156.00</u>		<u>2,458,156.00</u>	
Net Current Assets (A)-(B)			51,148,521.00		51,140,051.00
			73,727,824.00		73,719,354.00

PLACE : CHENNAI
DATE : 26/08/2011

See Schedule and notes attached
As per our Report of even date Annexed

sd/-
Director
Sashikanta Nayak

sd/-
Director
S.Sundaram

Sd/-
K. N. Narayana
Chartered Accountant
M.No. 22965

QPRO INFOTECH LIMITED
PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2011:

INCOME	SCH	AS ON 31/03/2011	AS ON 31/03/2010
Operating Income		169,232.00	15,489,392.00
Other Income		-	1,607,869.00
TOTAL (I)		<u>169,232.00</u>	<u>17,097,261.00</u>
		169,232.00	17,097,261.00
EXPENDITURE			
Operating Expenses	9	139,060.00	9,365,982.00
Administrative Expenses	10	21,702.00	7,443,546.00
Sales & Marketing Expenses	11	-	675,381.00
Depreciation		-	297,417.00
		<u>160,762.00</u>	<u>17,782,326.00</u>
Profit / Loss before Tax		<u>8,470.00</u>	<u>(685,065.00)</u>
Add / Less: Provision For Defferred		-	<u>(21,820.00)</u>
Net Profit / Loss After Tax		<u>8,470.00</u>	<u>(663,245.00)</u>
Add: General Reserve Written Back		-	-
Add / less Previous Year Balance		<u>(21,590,498.00)</u>	<u>(20,927,253.00)</u>
Profit transfer to Balance Sheet		<u>(21,582,028.00)</u>	<u>(21,590,498.00)</u>

PLACE : CHENNAI
DATE : 26/08/2011

See Schedule and notes attached
As per our Report of even date Annexed

sd/-
Director
Sashikanta Nayak

sd/-
Director
S.Sundaram

Sd/-
K. N. Narayana
Chartered Accountant
M.No. 22965

QPRO INFOTECH LIMITED
SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31-03-2011

1. SHARE CAPITAL

Authorised Share Capital:
70,00,000 Equity Shares @ Rs.10 each 70,00,000.00 70,00,000.00

Issued, Subscribed and Paid up:
65,00,000 Equity Shares @ Rs.10/- each fully paid up 65,00,000.00 65,00,000.00

65,00,000.00 65,00,000.00

2. RESERVES & SURPLUS

General Reserve 30,126,794.00 30,126,794.00
Less : Profit & Loss (21,582,028.00) (21,590,498.00)
8,544,766.00 8,536,296.00

4. INVESTMENTS

Investments in subsidiary in UK (Unquoted At Cost)

381540 Ordinary Shares Of 5 Pence Each 718,008.00 718,008.00
75000 8% Non Cumulative Pref. Share of GBP 1Each 5,661,250.00 5,661,250.00
381541 4% Non Cumulative Pref. Share of GBP 1Each 14,360,192.00 14,360,192.00
20,739,450.00 20,739,450.00

5. CASH & BANK BALANCE

Cash at Bank 568,515.00 164,970.00
Cash in hand 82,669.00 1,002,744.00
651,184.00 1,167,714.00

6. DEPOSIT

Cell Phone Deposit 8,570.00 8,570.00
Electricity Deposit 300,018.00 300,018.00
Telephone Deposit 13,273.00 13,273.00
Leased Line Deposit 93,699.00 93,699.00
Term Deposit 57,666.00 57,666.00
Other Deposit 1,500.00 1,500.00
474,726.00 474,726.00

7. LOANS AND ADVANCES

Rental Advance - 1,275,000.00
TDS 235,688.00 235,688.00
Prepaid Expenses 88,471.00 88,471.00
Advance Tax 99,918.00 99,918.00
Advance Tax Refund 36,745.00 36,745.00
Advance For Purchase / Project Developments 46,825,877.00 46,825,877.00
Other Advances 3,394,068.00 3,394,068.00
50,680,767.00 51,955,767.00

8. Current Liabilities & Provisions

Creditors for Expenses

-total outstanding to other than SSI undertaking 658,156.00 2,458,156.00
658,156.00 2,458,156.00

9. Personnel Expenses

Salary, Bonus, Allowances & Reimbursements-
-Excluding Directors 96,000.00 6,935,538.00
Staff Welfare 5,140.00 102,304.00
Contribution to ESI - 146,946.00
Contribution to PF - 646,169.00
Professional Charges - 362,374.00
Professional Tax - 56,285.00
Other Personnel Expenses 13,420.00 31,753.00
114,560.00 8,281,369.00

10. Operating Expenses

Electricity Charges 12,260.00 484,024.00
Communication Exchanges 194,443.00
Outworking Expenses 70,140.00

Printing & Stationary		252,333.00
Post & Telegrams		6,277.00
Other Operating Expenses	12,240.00	77,396.00
	<u>24,500.00</u>	<u>1,084,613.00</u>
11. Administrative Expenses		
Rent	-	1,152,400.00
Rates & Taxes	-	22,893.00
Conveyance	2,648.00	7,150.00
Audit Fees		
-As Auditors	10,000.00	50,000.00
-For Tax Audit	5,000.00	20,500.00
Bad Debts Writen off		5,969,962.00
Bank Charges	4,054.00	3,078.00
Security Charges	-	138,973.00
OtherAdministrative Expenses	-	78,590.00
	<u>21,702.00</u>	<u>7,443,546.00</u>
12. Sales & Marketing Expenses		
Travelling Expenses	-	554,153.00
Telephone & Other Expenses	-	71,228.00
Subscription Expenses	-	50,000.00
	<u>-</u>	<u>675,381.00</u>

3. FIXED ASSETS

Name of the Assets	ACTUAL COST			DEPRECIATION			W.D.V.		
	AS ON 31/03/2010 \$	Additions \$	Deduction \$	AS ON 31/03/2011 \$	UP TO 01/04/2010 \$	FOR THE YEAR \$	UP TO 31/03/2011 \$	AS ON 31/03/2011 \$	AS ON 31/03/2010 \$
BLOCK I Furnitures & Fixtures	2,710,044	-		2,710,044	1,615,998	-	1,615,998	1,094,046	1,094,046
	2,710,044	-	-	2,710,044	1,615,998	-	1,615,998	1,094,046	1,094,046
BLOCK II Vehicle	1,800	-	-	1,800	684	-	684	1,116	1,116
	1,800	-	-	1,800	684	-	684	1,116	1,116
BLOCK III Office Equipments	1,777,933	-		1,777,933	1,033,242	-	1,033,242	744,691	744,691
	1,777,933	-	-	1,777,933	1,033,242	-	1,033,242	744,691	744,691
TOTAL	4,489,777	-	-	4,489,777	2,649,924	-	2,649,924	1,839,853	1,839,853

Note: Depreciation has not been provided as there is no major activities during the year.

SCHEDULE: NOTES FORMING PART OF ACCOUNTS FOR Y.E. 31.03.2011.

SIGNIFICANT ACCOUNTING POLICIES

(A) Basis of Preparation of Financial Statements:

- i) The financial statements have been prepared under the historical cost convention, in accordance with the generally accepted accounting principles and the provision of the companies act, 1956 as adopted consistently by the company.
- ii) All Income and Expenditure items having a material bearing on the financial statement are recognized on accrual basis.

(B) Revenue Recognition:

Expenses and Income considered payable and receivable respectively are accounted for on accrual basis.

NOTES ON ACCOUNTS:-

1. The Company has not charged depreciation fixed assets as per The Companies Act, 1956.
2. The Company deals only with one segment of business, viz., electronic publishing and hence segmental reporting is not applicable for the Company.
3. In the opinion of the Board of directors, current assets, loans and advances have value on realization in the ordinary course of business at least equal to the amount at which they are stated in the Balance Sheet. The provisions for all known liabilities are adequate and not in excess of the amount reasonably necessary.
4. Balances of Sundry debtors, Sundry creditors, loans and advances are subject to confirmation.
5. Previous Years figures are regrouped or rearranged wherever necessary to make them comparable with the current year's figures.
6. Accounts of subsidiary company i.e. M/s.Santype International Limited, pursuant to Section 212 of the Companies Act, 1956 are not annexed in preparation of final accounts of the company as the said Company has filed cessation with Registering authorities at U.K. and the Board of Directors is evaluating the effect of the same.

As per the Report of even date attached.

For QPRO INFOTECH LIMITED

sd/-
K. N. Narayana
Chartered Accountant
M.No. 22965

Sd/-
Sashikanta Nayak
Director

sd/-
S.Sundaram
Director

Place: Chennai

Date: 26/08/2011

QPRO INFOTECH LIMITED

RATNAJYOT 1-B PUSHPAM, 30-E CAWASJI PATEL STREET, FORT, MUMBAI - 400 001

CASH FLOW STATEMENT FOR THE YEAR ENDED 31-03-2011

2009-10	PARTICULARS	2010-11
Rs.		Rs.
	CASH FLOW FROM OPERATING ACTIVITIES	
(685,065)	Net profit for the year	8,470
	Adjustments for:	
297,417	Depreciation	-
240,588	Exchange rate the difference	
(147,061)	Operating Profit Before Working Capital Changes	8,470
	Changes in Current assets and current liabilities	
211,479	(Increase)/Decrease in Debtors	-
(4,576)	(Increase)/Decrease in Loans & Advances	1,275,000
84,586	Increase/(Decrease) in Current Liabilities	(1,800,000)
144,427	Cash Generated from Operating Activities	(516,530)
144,427	NET CASH FROM OPERATING ACTIVITIES	(516,530)
	CASH FLOW FROM INVESTING ACTIVITIES	
178,950	Cash received on sale of Fixed Assets	-
178,950	Net Cash From Investing Activities	-
-	CASH FLOW FROM FINANCING ACTIVITIES	-
-	Net Cash from Finance Activities	-
		-
323,377	NET INCREASE IN CASH & CASH EQUIVALENTS	(516,530)
1,084,924	CASH & CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	1,167,714
(240,588)	Add: Exchange rate difference	
1,167,714	CASH & CASH EQUIVALENTS AT THE END OF THE YEAR	651,184

For and on behalf of Board of Directors

Place: Chennai
Date: 26-08-2011sd/-
Director
Sashikanta Nayaksd/-
Director
S.Sundaram

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE
(Submitted in terms of Part IV of Schedule VI to the Companies Act, 1956
(Amount in Rs.Thousands)

A REGISTRATION DETAILS

Registration No	25179
State Code	11
Date of Balance Sheet	31st March, 2011

B CAPITAL RAISED DURING THE YEAR

Public Issue	Nil	Right Issue	Nil
Bonus Issue	Nil	Private Placement	Nil

C POSITION OF MOBILISATION AND DEPLOYMENT OF FUNDS

Total Liabilities	73728	Total Assets	73728
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Sources of Fund

Paid Up Capital	65000	Reserve and Surplus	8545
Secured Loan	Nil	Unsecured Loan	Nil
Deferred Tax	183		

Application of Fund

Net Fixed Assets	1840	Investments	20739
Net Current Assets	51148	Misc. Expenditure	Nil
Accumulated Losses	Nil	Deposits	Nil

D PERFORMANCE OF THE COMPANY

Turnover	169	Total Expenditure	17097
Profit/Loss before Tax	8	Profit/Loss After Tax	-685
Earning Per Shares (in Rs.)	0.13	Dividend Rate	Nil

E GENERIC NAMES OF PRINCIPAL PRODUCTS/ SERVICES OF THE COMPANY

A) Item Code No.	(ITC Code)
B) Product Description	E-Publishing

Sd/-
S.Sundaram
Director

Sd/-
Shashikanta Nayak
Director

Place Chennai
Date 26/08/2011

PROXY FORM

DP ID

Client ID

Registered Folio No.*

No. of Shares

I/We

Name(s) in Full	Father/ Husband's Name	Address as registered with the Company

being a member(s) of QPRO INFOTECH LIMITED do hereby appoint _____ of _____ in the district of _____ (or failing him _____ of _____ in the district of _____ as my / our proxy and to vote for me / us on my / our behalf at the 30th Annual General Meeting of the Company scheduled to be held on Friday, the 30th day of September 2011 at 12.30 p.m. at the registered office of the Company at "Ratnajyot", 1-B, Pushpamlawaji Patel Street, Fort, Mumbai-400001 and at any adjournment thereof.

Signed by the said _____ this ____ day of _____ 2011

Affix
Re.1
Revenue
Stamp

* As applicable for investor holding shares in physical form

Note: The proxy form duly completed must be deposited so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid meeting.

QPRO INFOTECH LIMITED

Registered Office: "Ratnajyot", 1-B,
Pushpamlawaji Patel Street, Fort, Mumbai-400001

ATTENDANCE SLIP

PLEASE COMPLETE THIS ATTENDANCE SLIP BEFORE YOU COME TO THE MEETING AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP ID

Client ID

Registered Folio No.*

No. of Shares

Name(s) in Full	Father/ Husband's Name	Address as registered with the Company

I hereby record my presence at the 30th Annual General Meeting of the Company at the registered office of the Company at "Ratnajyot", 1-B, Pushpamlawaji Patel Street, Fort, Mumbai-400001 on 30th day of September 2011 at 12.30 p.m.

Member's / Proxy's Signature

* as applicable for investor holding shares in physical form