

QPRO INFOTECH LIMITED



34th ANNUAL REPORT
FOR THE YEAR ENDED
31ST MARCH, 2015

QPRO INFOTECH LIMITED

Board of Directors

Mr.Dinesh Saini	:	Director
Ms.Anitha Mahesh	:	Executive Director
Mr. S.Sundaram		Non Executive &Independent
Mr.Shashikanta Nayak	:	Non Executive &Independent

Registered Office of the Company

Shop No.B/39,Ground Floor,
Shourie Complex Super Market,Near Bombay Bazar,
J P Road,Andheri-west, Mumbai-400058.

Auditors

M/s S.B.JAJOO & CO
Chartered Accountant

Registrar and Share Transfer Agents

Cameo Corporate services Limited,

Subramanian Building, No. 1,Club House Road, Chennai 600 002.
Tele. 044-28460390-05.
Fax : 044-28460129.
E-mail: cameo@cameoindia.com.

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NOTICE

NOTICE is hereby given that the 34th Annual General Meeting of the shareholders of the Company will be held on Saturday, 26th September 2015 at 10.30 a.m. at the Registered Office of the Company at Shop No.B/39,Ground Floor, Shourie Complex Super Market, Near Bombay Bazar, J P Road, Andheri-west, Mumbai-400058, to transact the following business:

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Balance Sheet as at and the Audited Profit and Loss Account of the Company for the period ended 31st March, 2015 together with Directors' Report and Auditors' Report thereon.
- 2) To consider and if thought fit, to pass with or without modifications, the following, resolution as an Ordinary Resolution:
"RESOLVED THAT Mr. Dinesh Saini has appoint as Executive Director dated 2nd July 2015
- 3) To re-appoint M/s. **S. B. JAJOO & CO**, Chartered Accountants, as Statutory Auditors of the Company by passing following resolution:
"**RESOLVED THAT** pursuant to Section 139 of the Companies Act, 2013 read with Rule 3 of Companies (Audit and Auditors) Rules, 2014, S. B. JAJOO & CO. Chartered Accountants, whose appointment has been duly approved by the Audit Committee and the Board of Directors in their respective meetings held 2nd September 2015 be and are hereby re-appointed as Statutory Auditors of the Company who shall hold the office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is, hereby, authorized to file e-form ADT – 1 with the Registrar of Companies, Mumbai along with requisite filing fees."

Registered Office:

Shop No.B/39,Ground Floor,
Shourie Complex Super Market,
Near Bombay Bazar, J P Road,
Andheri-west, Mumbai-400058.
DATED: 2nd September 2015.

**BY ORDER OF THE BOARD,
For QPRO Infotech Limited.**

Sd/-

Dinesh Saini
(DIN 07232105)
Director

Sd/-

Anitha Mahesh
(DIN 03573740)
Director

NOTES:

1. Member entitled to attend and vote is also entitled to appoint a proxy to attend and vote on poll on behalf of him self and proxy need not be the member of the Company.
2. The instrument appointing proxy, in order to be valid, shall be deposited with the Company at its Registered Office before 48 hours from the time of convening of the meeting.
3. The appointment of the proxy shall be subjected to the provisions of Section 105 of the Companies Act, 2013.
4. Members/Proxies shall bring the duly filled and signed Attendance Slip for attending the meeting. Corporate members intending to send their authorized representative(s) are requested to send a duly certified true copy of Board resolution authorizing their representative(s) to attend and vote at the ensuing Annual General Meeting so as to reach the Company on or before the date of Annual General Meeting.
5. In case of Joint holders attending the meeting, only the joint holder who is higher in the order of names will be entitled to vote.
6. The register of members and share transfer books of the company will remain closed from 19th September, 2015 to 26th September, 2015 (both days inclusive) for the purpose of Annual General Meeting.
7. Members are requested to notify immediately any change in their address to the Company's Registrar and Transfer Agents viz., Cameo Corporate services Limited, Subramanian Building, No. 1, Club House Road, Chennai 600 002. Tele. 044-28460390-05. Fax : 044-28460129. E-mail: cameo@cameoindia.com.
8. The ISIN No. of the Company is: INE824F01014.
9. Statement to be annexed to the notice calling General Meeting forms part of the notice pursuant to section 102 of the Companies Act, 2013 read with Commencement Notification of Companies Act 2013 dated 2nd September 2015.
10. As required by Clause 49 of the Listing Agreement, the particulars of Directors who are proposed to be appointed are given below:

Name	Dinesh Saini
Age	23 years
Nature of Expertise	Tax Management
Qualification	B. Com
Experience	2 Years
Number of Companies in which also holds Directorships	NIL
Shareholding in the Company	Nil

11. E - voting:

1. According to section 108 of Companies Act, 2013, read with Rule 20 of Companies (Management and Administration) Rules, 2014 e-voting is mandatory for all listed Companies or Companies having Shareholders not less than one thousand.
2. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members the facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (I) Limited (CDSL):
3. A member may exercise his vote at any general meeting by electronic means and company may pass any resolution by electronic voting system in accordance with the Rule 20 of the Companies (Management and Administration) Rules, 2014.
4. During the e-voting period, members of the Company, holding shares either in physical form or dematerialized form, as on a fixed date, may cast their vote electronically.
5. The e-Voting shall remain open from 23rd September 2015, 9.00 A.M till 25th September 2015, 5.00 P.M.
6. *E-Voting shall be completed days prior to the date of Annual General Meeting which is scheduled to be held on 26th September, 2015.
7. Vote once casted by the member cannot be changed/ altered.

Process of E voting:

1. The voting period begins on 23rd September 2015 and 9.00A.M and ends on 25th September 2015 and 5.00 P.M During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 19/09/2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
2. Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
3. The shareholders should log on to the e-voting website www.evotingindia.com
4. Click on "Shareholders" tab.
5. Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
6. Next enter the Image Verification as displayed and Click on Login.
7. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
8. If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 1 then enter RA00000001 in the PAN Field.
DOB#	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details#	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

9. After entering these details appropriately, click on "SUBMIT" tab.
10. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential
11. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
12. Click on the EVSN for the relevant Qpro Infotech Limited on which you choose to vote.
13. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
14. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
15. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
16. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
17. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
18. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
19. Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves as Corporate.

- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
20. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

STATEMENT ANNEXED TO THE NOTICE

(Pursuant to section 102 of the Companies Act, 2013 read with Commencement Notification
Of Companies Act 2013 dated 12th September 2013.)

Item No. 2

Mr. Dinesh Saini (DIN: 07232105) was appointed as Additional Director in the Board Meeting held on 2nd July 2015, pursuant to second proviso to Section 149 read with Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013, the aforementioned director holds office till the ensuing Annual General Meeting. In this regard, the Company has received the request in writing from a member of the Company proposing her candidature for appointment as Director of the Company. The Board feels that presence of Mr. Dinesh Saini on the Board is desirable and would be beneficial to the Company and hence recommend resolution no. 2 for adoption. The Board recommends resolution no. 2 to be passed as Ordinary Resolution.

The Board recommends the proposed resolution no. 2 for your approval as an Ordinary Resolution. Except Mr. Dinesh Saini (DIN: 07232105), no other director is interested in the resolution except as a member of the Company.

Registered Office:

Shop No.B/39,Ground Floor,
Shourie Complex Super Market,
Near Bombay Bazar, J P Road,
Andheri-west, Mumbai-400058.
DATED: 2nd September 2015.

**BY ORDER OF THE BOARD,
For QPRO Infotech Limited.****Sd/-****Dinesh Saini
(DIN 07232105)
Director****Sd/-****Anitha Mahesh
(DIN 03573740)
Director**

DIRECTORS' REPORT

Yours Directors are pleased to present 34th Annual Report and Audited Statement of Accounts of Qpro Infotech Limited for the year ended 31st March, 2015

This report has been prepared on the basis of the legal requirements under the Companies Act, 2013. As per General Circular No.08/2014 issued by the Ministry of Corporate Affairs (MCA) dated 04/04/2014, the provisions of the Companies Act, 2013 will become applicable for all disclosures required under the Act for the year 2014-15 and subsequent years.

FINANCIAL RESULTS:

(Amount in Rs.)

Particulars	31-03-2015	31-03-2014
Gross Receipt / Other Income	0.00	0.00
Profit & (Loss) before Tax	(224,895)	(126,122)
Provision for Tax	0.00	0.00
Profit & (Loss) after Tax	(224,895)	(126,122)
Balance Brought forward	(22,659,803)	(22,533,681)
Balance carried to Balance Sheet	(22,884,698)	(22,659,803)

Business Review:

During the year under review, the Company could not undertake any business operations. But looking at the improved market conditions and better political stability, the Company is hopeful to achieve good performance in coming years.

CORPORATE SOCIAL RESPONSIBILITY

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the provisions of Section 135 of the Companies Act, 2013 are not applicable.

DEPOSITORY SYSTEM:

The equity shares of the Company are available for dematerialization through Depository participants, on both the Depositories viz. National Securities Depository Ltd. (NSDL) and Central Depository Services (India) Ltd. (CDSL).

DEPOSIT:

The Company has not taken /invited any deposits from the public during the year. The outstanding amount is NIL as on 31st March, 2015.

AUDITORS:

Your Directors propose appointment of M/s S.B.JAJOO & CO, Chartered Accountants, whose appointment as been duly approved by the Audit Committee and who shall hold office from the conclusion of this meeting till the conclusion of the every annual general meeting, with this meeting being counted as the first meeting and will be subject to ratification in every Annual General Meeting by way of passing of an ordinary resolution and to fix their remuneration.

EXPLANATION OR COMMENTS ON QUALIFICATIONS, RESERVATIONS OR ADVERSE REMARKS OR DISCLAIMERS MADE BY THE AUDITORS AND THE PRACTICING COMPANY SECRETARY IN THEIR REPORTS

There was no qualification, reservation or adverse remark made by the Auditors in their report. The Company has been inviting the applications for the post of Company Secretary in whole time employment of the Company by issuing classifieds in the newspapers. However, the Company has failed to receive application from a suitable candidate for the aforementioned responsibilities.

DIRECTORS

Mr Dinesh Saini was appointed as Additional Director on 2nd July; 2015 and holds the office till the ensuing Annual General Meeting. A notice has been received from a member proposing his candidature for his appointment as Director of the Company.

DECLARATION BY THE INDEPENDENT DIRECTORS

The Independent Directors have submitted their disclosures to the Board that they fulfill all the requirements as stipulated in Section 149(6) of the Companies Act, 2013 so as to qualify themselves to be appointed as Independent Directors under the provisions of the Companies Act, 2013 and the relevant rules.

BOARD MEETINGS

During the financial year under review, the Board of Directors meets four times.

COMPANY'S POLICY RELATING TO DIRECTORS APPOINTMENT, PAYMENT OF REMUNERATION AND DISCHARGE OF THEIR DUTIES

The provisions of Section 178(1) relating to constitution of Nomination and Remuneration Committee are not applicable to the Company and hence the Company has not devised any policy relating to appointment of Directors, payment of Managerial remuneration, Directors qualifications, positive attributes, independence of Directors and other related matters as provided under Section 178(3) of the Companies Act, 2013.

DISCLOSURE UNDER THE SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013

The Company has duly set up an Internal Complaints Committee (ICC) in line with the requirements of The Sexual Harassment of Women at the Workplace (Prevention, Prohibition & Redressal) Act, 2013, to redress complaints received regarding sexual harassment.

The following is a summary of sexual harassment complaints received and disposed off during the year 2014-15.

No of complaints received:	Nil
No of complaints disposed off:	Nil

DIRECTORS RESPONSIBILITY STATEMENT

To the best of their knowledge and belief and according to the information and explanation obtained by them, your Directors make the following statement pursuant to Section 134(3) (c) read with section 143 (5) of the Companies Act, 2013:

1. In the preparation of Annual accounts for the year ended March 31, 2015. the applicable accounting standards have been followed along with proper explanation relating to material departures, if any.

2. That the appropriate accounting policies, consulted the statutory auditors and have applied consistently, and judgments and estimates have been made that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2015.
3. That the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013, for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities.

That the accounts have been prepared on a "going concern basis".

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS MADE UNDER SECTION 186 OF THE COMPANIES ACT, 2013

There was no loan given or guarantee given or investment made or security provided pursuant to Section 186 of the Companies Act, 2013 during the year under review and hence the said provisions are not applicable.

DISCLOSURES OF AMOUNTS, IF ANY, TRANSFER TO ANY RESERVES.

It is not proposed to carry any amount to any reserves from the profits of the Company. Hence, disclosure under Section 134 (3) (j) of the companies act, 2013 is not required.

MATERIAL CHANGES AND COMMITMENT IF ANY AFFECTING THE FINANCIAL POSITION OF THE COMPANY OCCURRED BETWEEN THE END OF THE FINANCIAL YEAR TO WHICH THIS FINANCIAL STATEMENTS RELATE AND THE DATE OF THE REPORT

No any activity in business during the financial year hence no material changes and commitments affecting the financial position of the Company occurred between the ends of the financial year to which this financial statement relate on the date of this report.

ENERGY CONSERVATION AND TECHNOLOGY ABSORPTION:

The particulars as required under the provisions of Section 134(3) (m) of the Companies Act, 2013 read with Rule 8(3) of the Companies (Accounts) Rules, 2014 in respect of conservation of energy and technology absorption are not required to be furnished considering the nature of activities undertaken by the Company during the year under review. Further during the year under review, the Company has neither earned nor used any foreign exchange.

STATEMENT INDICATING DEVELOPMENT AND IMPLEMENTATION OF RISK MANAGEMENT

The Company has developed & implemented Risk Management Policy. However, Company has not come across any element of risk which may threaten the existence of the Company.

DETAILS OF SIGNIFICANT MATERIAL ORDERS PASSED BY THE REGULATORS / COURTS / TRIBUNAL IMPACTING THE GOING CONCERN STATUS AND COMPANY'S OPERATION IN FUTURE

There are no significant material orders passed by the Regulators / Courts / Tribunal which would impact the going concern status of the Company and its future operations. Hence, disclosure pursuant to Rule 8 (5) (vii) of Companies (Accounts) Rules, 2014 is not required.

DETAILS IN RESPECT OF ADEQUACY OF INTERNAL FINANCIAL CONTROLS WITH REFERENCE TO THE FINANCIAL STATEMENTS PURSUANT TO RULE 8 (5) (viii) OF COMPANIES (ACCOUNTS) RULES, 2014:

The Company has an adequate internal financial control system, commensurate with the size of its business operations.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS MADE WITH RELATED PARTIES MADE PURSUANT TO SECTION 188 OF THE COMPANIES ACT, 2013

There was no contract or arrangements made with related parties as defined under Section 188 of the Companies Act, 2013 during the year under review.

EXTRACT OF ANNUAL RETURN

The extracts of Annual Return pursuant to the provisions of Section 92 read with Rule 12 of the Companies (Management and administration) Rules, 2014 is furnished in "Annexure I".

CORPORATE GOVERNANCE:

Pursuant to the Circular No. 08/2014 of Ministry of Corporate Affairs dated 04th April 2014, the Company has prepared its financial Statements including Directors Report, Auditors Report as per the provisions of the Companies Act 1956. Reports on Corporate Governance and Management Discussions & Analysis are annexed and form part of this report.

APPRECIATION & ACKNOWLEDGMENT:

The Board of Directors wish to place on record their appreciation for the co-operation and support of the Company's Bankers, its valued customers, employees and all other intermediaries concerned with the company's business.

Your directors sincerely thank all members for supporting us during the difficult days. We look forward to your continued support and reiterate that we are determined to ensure that the plans are successfully implemented.

Place: Mumbai

Dated: 2nd September 2015

**BY ORDER OF THE BOARD,
For QPRO Infotech Ltd.**

Sd/-

Sd/-

Dinesh Saini

Anitha Mahesh

(DIN 07232105) (DIN 03573740)

Director

Director

Form MGT-9

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31st March 2015
[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies
(Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

CIN	:	L51900MH1981PLC025179
Registration Date	:	09/09/1981
Name of the Company	:	QPRO INFOTECH LIMITED
Category / Sub-Category of the Company	:	Company having Share capital
Address of the Registered office and contact details	:	Shop No 39/B Ground Floor , Shourie Complex Super Market, Near Bombay Bazar, J P Road, Andheri (West) , Mumbai - 0000458
Whether listed company	:	Yes
Name, Address and Contact details of Registrar and Transfer Agent, if any:	:	Cameo Corporate services Limited, Subramanian Building, No. 1,Club House Road, Chennai 600 002.Tele. 044-28460390-05. Fax : 044-28460129. E-mail: cameo@cameoindia.com.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

The company has not any activity during the financial year:-

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
-	-	-	-

PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

Sr. No.	Name and address of the Company	CIN / GLN	Holding / subsidiary / associate	% of shares held	Applicable section
1	N.A	N.A	N.A	N.A	N.A
2	N.A	N.A	N.A	N.A	N.A

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I SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity):

i. Category-wise Share Holding:

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	N.A	1676623	1676623	25.79%	N.A	1676623	1676623	25.79%	N.A
b) Central Govt	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
c) State Govt(s)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
d) Bodies Corp.	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
e) Banks / FI	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
f) Any other	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
Sub-total(A)(1):	N.A	1676623	1676623	25.79%	N.A	1676623	1676623	25.79%	N.A
(2) Foreign									
a) NRIs - Individuals	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	
b) Other – Individuals	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	
c) Bodies Corp.	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	
d) Banks / FI	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	
e) Any other	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	
Sub-total (A)(2):									
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	N.A	1676623	1676623	25.79%	N.A	1676623	1676623	25.79%	N.A
B. Public Shareholding	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	
(1) Institutions	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	
a) Mutual Funds	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	
b) Banks / FI	N.A	2000	2000	0.03%	N.A	2000	2000	0.03%	
c) Central Govt	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	
d) State Govt(s)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	
e) Venture Capital Funds	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	
f) Insurance Companies	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A
g) FIIs	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	
h) Foreign Venture Capital Funds	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	

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i) Others (specify)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	
Sub-total (B)(1):	N.A	2000	2000	0.03%	N.A	2000	2000	0.03%	
(2)Non-Institutions									
a) Bodies Corp.									
i) Indian	N.A	1693750	1693750	26.05%	N.A	1693750	1693750	26.05%	
ii) Overseas	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	N.A	660777	660777	10.16%	N.A	660777	660777	10.16%	
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	N.A	2466850	2466850	37.95%	N.A	2466850	2466850	37.95%	
c) Others (specify)	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	
Sub-total(B)(2):	N.A	4821377	4821377	74.17%	N.A	4821377	4821377	74.17%	
Total Public Shareholding (B)=(B)(1)+(B)(2)	N.A	4823377	4823377	74.20%	N.A	4823377	4823377	74.20%	
C. Shares held by Custodian for GDRs & ADRs	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	
Grand Total (A+B+C)	N.A	6500000	6500000	100	N.A	6500000	6500000	100	

ii. SHAREHOLDING OF PROMOTERS:

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year			Share holding at the end of the year			% change in share holding during the year
		No. of Shares	% of total Shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total Shares of the Company	% of Shares Pledged / encumbered to total shares	
1	Sunita Mittal	519446	7.99	N.A	519446	7.99	N.A	N.A
2	Rajinder Mittal	335000	5.15	N.A	335000	5.15	N.A	N.A
3	Sundaresh R	722367	11.11	N.A	722367	11.11	N.A	N.A
4	Geetha Sundaresh	99810	1.54	N.A	99810	1.54	N.A	N.A
	Total	1676623	25.79	N.A	1676623	25.79	N.A	N.A

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iii. CHANGE IN PROMOTERS' SHAREHOLDING (PLEASE SPECIFY, IF THERE IS NO CHANGE):

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	At the beginning of the year	N.A	N.A	N.A	N.A
	Date wise Increase/ Decrease in Promoters Share holding during the year specifying the reasons for increase/decrease (e.g. allotment/transfer/bonus/ sweat equity etc)	N.A	N.A	N.A	N.A
	At the End of the year	N.A	N.A	N.A	N.A

iv. SHAREHOLDING PATTERN OF TOP TEN SHAREHOLDERS (OTHER THAN DIRECTORS, PROMOTERS AND HOLDERS OF GDRS AND ADRS):

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	For each of the Top 10 Shareholders				
	At the beginning of the year	N.A	N.A	N.A	N.A
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	N.A	N.A	N.A	N.A
	At the End of the year (or on the date of separation, if separated during the year)	N.A	N.A	N.A	N.A

v. SHAREHOLDING OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

Sl. No.		Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the Company	No. of shares	% of total shares of the Company
	For each of the Directors and KMP				
	At the beginning of the year	N.A	N.A	N.A	N.A
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase / decrease (e.g. allotment / transfer / bonus / sweat equity etc)	N.A	N.A	N.A	N.A
	At the End of the year	N.A	N.A	N.A	N.A

II INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	N.A	N.A	N.A	N.A
i) Principal Amount	N.A	N.A	N.A	N.A
ii) Interest due but not paid	N.A	N.A	N.A	N.A
iii) Interest accrued but not due	N.A	N.A	N.A	N.A
Total (i+ii+iii)	N.A	N.A	N.A	N.A
Change in Indebtedness during the financial year	N.A	N.A	N.A	N.A
Addition	N.A	N.A	N.A	N.A
Reduction	N.A	N.A	N.A	N.A
Net Change	N.A	N.A	N.A	N.A
Indebtedness at the end of the financial year	N.A	N.A	N.A	N.A
Principal Amount	N.A	N.A	N.A	N.A
ii) Interest due but not paid	N.A	N.A	N.A	N.A
iii) Interest accrued but not due	N.A	N.A	N.A	N.A
Total (i+ii+iii)	N.A	N.A	N.A	N.A

III REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL:

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sl. No.	Particulars of	Name of MD/ WTD/ Manager				Total Amount
	Remuneration					
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A	N.A	N.A	N.A	N.A
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A	N.A	N.A	N.A	N.A
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A	N.A	N.A	N.A	N.A
2	Stock Option	N.A	N.A	N.A	N.A	N.A
3	Sweat Equity	N.A	N.A	N.A	N.A	N.A
4	Commission	N.A	N.A	N.A	N.A	N.A
	- as % of profit	N.A	N.A	N.A	N.A	N.A
	- others, specify	N.A	N.A	N.A	N.A	N.A

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5	Others, please specify	N.A	N.A	N.A	N.A	N.A
	Total (A)	N.A	N.A	N.A	N.A	N.A
	Ceiling as per the Act	N.A	N.A	N.A	N.A	N.A

B. REMUNERATION TO OTHER DIRECTORS:

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
	1. Independent Directors	N.A	N.A	N.A	N.A	N.A
	Fee for attending board / committee meetings	N.A	N.A	N.A	N.A	N.A
	Commission	N.A	N.A	N.A	N.A	N.A
	Others, please specify	N.A	N.A	N.A	N.A	N.A
	Total (1)	N.A	N.A	N.A	N.A	N.A
	2. Other Non-Executive Directors	N.A	N.A	N.A	N.A	N.A
	Fee for attending board / committee meetings	N.A	N.A	N.A	N.A	N.A
	Commission	N.A	N.A	N.A	N.A	N.A
	Others, please specify	N.A	N.A	N.A	N.A	N.A
	Total (2)	N.A	N.A	N.A	N.A	N.A
	Total (B)=(1+2)	N.A	N.A	N.A	N.A	N.A
	Total Managerial Remuneration	N.A	N.A	N.A	N.A	N.A
	Overall Ceiling as per the Act	N.A	N.A	N.A	N.A	N.A

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1	Gross salary	N.A	N.A	N.A	N.A
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A	N.A	N.A	N.A
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A	N.A	N.A	N.A
	N.A	N.A	N.A	N.A	N.A
2	N.A	N.A	N.A	N.A	N.A
3	N.A	N.A	N.A	N.A	N.A
4	N.A	N.A	N.A	N.A	N.A
	N.A	N.A	N.A	N.A	N.A

	N.A	N.A	N.A	N.A	N.A
5	N.A	N.A	N.A	N.A	N.A
	N.A	N.A	N.A	N.A	N.A
	N.A	N.A	N.A	N.A	N.A
	N.A	N.A	N.A	N.A	N.A
	N.A	N.A	N.A	N.A	N.A

IV PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD /NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	N.A	N.A	N.A	N.A	N.A
Punishment	N.A	N.A	N.A	N.A	N.A
Compounding	N.A	N.A	N.A	N.A	N.A
B. DIRECTORS					
Penalty	N.A	N.A	N.A	N.A	N.A
Punishment	N.A	N.A	N.A	N.A	N.A
Compounding	N.A	N.A	N.A	N.A	N.A
C. OTHER OFFICERS IN DEFAULT					
Penalty	N.A	N.A	N.A	N.A	N.A
Punishment	N.A	N.A	N.A	N.A	N.A
Compounding	N.A	N.A	N.A	N.A	N.A

REPORT ON CORPORATE GOVERNANCE

A. MANDATORY REQUIREMENTS:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

We at QPRO Infotech Limited view Corporate Governance as one of the most important aspects of building sustainable organization. We believe that following best Corporate Governance practices, maintaining transparency and dissemination of maximum information to stakeholders is healthy to the Company and its stakeholders. Our Corporate Governance practices are constantly in line with compliance requirements of various statutory rules and regulations.

2. BOARD OF DIRECTORS

As on 31st March, 2015, the strength of the Board is Four Directors. The Board comprises of Executive and Non-Executive Directors. The Company has a broad based Board comprising more than 50% Non-Executive Independent Directors. The Non-Executive Directors brings in a wide range of skill and experience to the Board. The composition of the Board is in conformity with Clause 49 of the Listing Agreement, with the stock exchange.

Board meetings of the Company

The Board has duly complied with the Secretarial Standard 1 and Clause 49 of the Listing agreement for holding the Board meetings of the Company. The meetings were held within a gap of three months and all the procedures were duly accorded and maintained while the meeting was held. Four Board Meetings were held in the Financial Year 2014-2015. The dates on which the said meetings were held are as follows:

Board Meetings	
30 th May, 2014	08 th August, 2014
14 th November, 2014	31 st March, 2015

3. GENERAL BODY MEETING:

Details of the location of the last three AGMs & EGMs and the details of the resolution passed or to be passed by Postal Ballot.

Year Ended	AGM/ EGM	Date	Place of meeting	Special resolutions passed	Time
2013-2014	AGM	12.09.2014	Reg. Office: -Shop No. B/39, Gr F, Shourie Complex Super Market, Nr Bombay Bazar, JP Road, Andheri (w), Mumbai – 400058.	NIL	09.00 AM
2012-2013	AGM	20.09.2013	Reg. office: -"Ratan jyot" 1-B, Pushpamlawaji Patel Street , Fort , Mumbai – 40001	NIL	09.30 AM
2011-2012	AGM	28.09.2012		NIL	09.30AM

4. DISCLOSURES**1. Subsidiary Companies**

The Company does not have any subsidiary as on 31st March, 2015.

2. Disclosure on Materially Significant Related Party Transactions

There were no materially significant related party transactions during the financial year 2014-15, that may have potential conflict with the interest of the Company at large. The details of the related party transactions as per Accounting Standard-18 form part of Notes to Accounts.

3. Disclosure of Accounting Treatment

The Company follows Accounting Standards issued by the Institute of Chartered Accountants of India and in the preparation of financial statements, the Company has not adopted a treatment different from that prescribed in any Accounting Standards.

4. Proceeds from Public Issue/ Preferential Issue

The Company has not raised any proceeds from the public issue/ preferential issue during the year under review.

5. Management Discussion and Analysis Report

The Management Discussion and Analysis Report has been provided as Annexure to the Directors' Report.

6. Profile of Directors Seeking Appointment / Re-appointment

The profile of the directors seeking appointment / re-appointment forms part of Notice of AGM.

7. Details of Non-compliance with regard to Capital Market

With regard to the matters related to capital market, the Company has complied with all the requirements of Listing Agreement as well as SEBI regulations. No penalties were imposed or strictures passed against the Company by the stock Exchanges, SEBI or any other statutory authority during the last three years in this regard.

8. Details of Compliance with Mandatory Requirements and Adoption of Non-mandatory Requirements of Clause 49 of the Listing Agreement**▪ Separate posts of Chairman and CEO:**

The company has appointed separate persons to the post of Chairman and Managing Director/CEO.

▪ Whistle Blower Policy & Vigil Mechanism:

In its Endeavour to provide its Board, senior Management and employee a secure and a fearless working environment, Company has established the "Whistle Blower Policy/ Vigil Mechanism.

The purpose of the policy is to create a fearless environment for the employees to report any instance of unethical behavior, actual or suspected fraud or violation of Company's code of conduct or ethics policy to the Ombudsman.

The framework of the policy strives to foster responsible and secure whistle blowing. This policy should be read in conjunction with applicable regulations & existing policies and procedures of Company.

9. MEANS OF COMMUNICATION:

The Board of Directors of the Company approves and takes on record the un-audited/audited financial results in the Performa prescribed by the Stock Exchange within one and half month of close of quarter/half year and announces forthwith the results to all Stock Exchange where the shares of the Company are listed. The results, presentations and all other official news releases are displayed at the Company's website: www.qproinfotechltd.com. along with the websites of the Stock Exchange: www.bseindia.com.

10. GENERAL SHAREHOLDERS INFORMATION:

i.	Annual General Meeting	Date : 26 th September 2015 Time : 10.30 AM Address: Shop No.B/39,Ground Floor,Shourie Complex Super Market,Near Bombay Bazar,J P Road,Andheri-west, Mumbai-400058
ii.	Financial Calendar	a) April to March b) 1st Quarter Results - within 45 days from the end of the Quarter c) 2nd Quarter Results- within 45 days from the end of the Quarter d) 3rd Quarter Results - within 45 days from the end of the Quarter e) 4th Quarter Results - within 60 days from the end of the Quarter
iii.	Date of Book Closure	19 th September 2015 till 26 th September 2015 (both days inclusive)
iv.	Listing on Stock Exchanges	The Bombay Stock Exchange, Mumbai
v.	ISIN Number for CDSL/NSDL	INE824F01014
vi.	BSE Scrip Code	506102
vii.	Registrar and Transfer Agents	Cameo Corporate services Limited, Subramanian Building, No. 1,Club House Road, Chennai 600 002.Tele. 044-28460390-05. Fax : 044-28460129. E-mail: cameo@cameoindia.com .
viii.	Registered Office	Shop No. 39-B, Ground Floor, Shourie Complex Super Market, Near Bombay Bazar , J P Road, Andhrei(W) ,Mumbai ,Maharashtra ,400058 Emial: qproinfotechlimited@gmail.com Website: www.qproinfotech.in

ix. Listing of Equity Shares:

The securities of your Company are listed at BSE however the same is suspended by BSE & Company is in process to relist the same.

x. Buy-Back Of Shares:

There was no buy-back of shares during the year under review.

xi. Share Transfer System:

All the transfer received are processed by the Share Transfer Agent Cameo Corporate services Limited, Subramanian Building, No. 1, Club House Road, Chennai 600 002., and approved by the Board/Committee and returned well within the stipulated period from the date of receipt.

xii. Shareholding pattern as on 31.03.2015 is as follows:

Category	No. of Shares held	Holding Strength %
Promoters and Promoter Group	1676623	25.79%
Institutions	2000	0.03%
NRI/ OCBs/ FIIs	12	0.00%
Bodies Corporate	1693750	26.06%
Resident Indians	3127627	48.12%
Total	65,00,000	100%

xiii. Dematerialization of shares

The total equity share Capital of the Company is 65,00,000/- as on 31st March 2015, shares are in Physical form.

xiv. Address for correspondence:**QPRO INFOTECH LIMITED:**

Shop No. 39-B, Ground Floor,
Shourie Complex Super Market,
Near Bombay Bazar, J P Road,
Andhrei (W) ,Mumbai ,Maharashtra ,400058
Email:- qproinfotechlimited@gmail.com

Shareholders correspondence may be directed to the Company's Registrar and Share Transfer Agents whose address is given below:

CAMEO CORPORATE SERVICES LIMITED,

Subramanian Building, No. 1,
Club House Road, Chennai 600 002.
Tele. 044-28460390-05.
Fax : 044-28460129.
E-mail: cameo@cameoindia.com.

11. Secretarial Audit Report

As stipulated by the Securities and Exchange Board of India, Secretarial Audits have been carried out, by Firm of Practicing Company Secretary, to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. This audit is carried out every quarter and the report thereon is submitted to the stock exchanges and is also placed before the board of directors. The audit, inter alia, confirms that the total listed and paid-up capital of the Company is in agreement with the aggregate of the total number of shares in dematerialized form (held with NSDL and CDSL) and total number of shares in physical form.

12. Declaration under Clause 49(I)(D) of the Listing Agreement for compliance with the Code of Conduct

In terms of the provisions of Clause 49 of the Listing Agreements with the Stock Exchanges, it is hereby declared that the Members of the Board of Directors of the Company have affirmed the compliance with the Code of conduct for the year ended 31st March, 2015.

Place: Mumbai

Dated: 2nd September 2015

**BY ORDER OF THE BOARD,
For QPRO Infotech Limited.**

Sd/-

Dinesh Saini

(DIN 07232105)

Director

Sd/-

Anitha Mahesh

(DIN 03573740)

Director

MANAGEMENT DISCUSSION & ANALYSIS

Your Director are pleased to present the Management Discussion and Analysis Reports for the year ended March 31, 2015 as under:

➤ **Overview**

The company is not working in any business activity during the financial year.

➤ **Industry Structure and Developments:**

The company is not working in any business activity during the financial year.

➤ **Business operations:**

The company is not working in any business activity during the financial year

➤ **Internal control System**

The Company has an effective internal control environment which ensures that operation are managed efficiently and effectively, assets are safeguarded, regulatory are complied with and transactions are recorded after appropriate authorization. Every quarter, the significant audit findings, the corrective steps recommended and their implementation status are presented to Audit Committee.

➤ **Human relations**

Human resources have always been most valuable assets for the company, during the year the company is not working in business hence not any employee in company.

➤ **Forward Looking and Cautionary Statements:**

The statement in the management discussion and analysis reports describing Company objective, projections, estimates, expectation may be "Forward looking statements" within meaning of applicable securities law and regulations are based upon the information and data available with the Company assumptions with regard to global economic conditions the government regulations, tax laws other status policies and incidental factors. The Company cannot guarantee the accuracy of assumption and perceived performance of the Company in future. Hence, it is cautioned that the result may differ from those expressed or implied in this report.

Place: Mumbai

Dated: 2nd September 2015

**BY ORDER OF THE BOARD,
For QPRO Infotech Limited.**

Sd/-

Dinesh Saini

(DIN 07232105)

Director

Sd/-

Anitha Mahesh

(DIN 03573740)

Director

CHIEF EXECUTIVE OFFICER (CEO) AND CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

To,
The Board of directors of
QPRO Infotech Limited

We, Mr. Dinesh Saini, Director & Chief Executive Officer and Ms. Anitha Mahesh Chief Financial Officer of QPRO Infotech Ltd, to the best knowledge and belief certify that:

- a) We have reviewed Financial Statements and the Cash Flow Statements for the year ended 31st March, 2015 and based on our 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) We further state that to the best of our knowledge and belief, there are no transactions entered into by the company during the year which are fraudulent illegal or violative of the Company's Code of Conduct.
- c) We accept responsibility for establishing and maintaining internal controls and for financial reporting of the Company and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and the steps we have taken to rectify these deficiencies.
- d) We have indicate, wherever applicable to the Auditors and Audit Committee :
 - i. No Significant changes, in internal control over the financial reporting during the year;
 - ii. No Significant changes, in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements ; and
 - iii. No Instances of any fraud in Company in of which the Management any role.

**By Order of Board Of Director
For QPRO Infotech Limited**

**Place:Mumbai
Date:2nd September 2015**

Sd/-	Sd/-
Dinesh Saini	Anitha Mahesh
(DIN 07232105)	(DIN 03573740)
Chief Executive Officer	Chief Financial Officer

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE REPORT

To,
The Members of
QPRO Infotech Limited

We have received and examined the compliance of conditions of Corporate Governance by QPRO Infotech Limited for the financial year ended 31st March, 2015 as stipulated in Clause 49 of the Listing Agreement entered into by the Company with Stock Exchanges in India.

The Compliance of the conditions of Corporate Governance is the responsibility of the Company's management. My examination was limited to the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of an opinion on the financial statements of the Company.

In my opinion and to best of my knowledge & information and according to the explanations given to me, we hereby certified that the Company has complied with the conditions of Corporate Governance as stipulated in clause 49 of the Listing Agreement entered into by the company with Stock Exchange.

We state that no investor grievances are pending for a period exceeding one month against the company as per the records maintained by the Shareholders/Investors 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 which the management has conducted the affairs of the Company.

Place: Mumbai.
Date: 26/05/2015

For S B Jajoo & Co.
Chartered Accountants
Firm Reg.No: 125915W
Sd/-
Santosh B Jajoo
Proprietor
Membership No. 118622

Independent Auditor's Report

To
The Members of Qpro Infotech Limited
Report on the Financial Statements

We have audited the accompanying financial statements of **Qpro Infotech Limited**, which comprise the Balance Sheet as at 31st March , 2015 , the Statement of Profit and Loss for the year then ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

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

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

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31/03/2015, and its Loss for the year ended on that date and cash flow statement.

Report on Other Legal and Regulatory Requirements

As required by the Companies (Auditor's Report) Order, 2015("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order, to the extent applicable.

As required by Section 143(3) of the Act, we report that:

- (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- (b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
- (c) The Balance Sheet, Statement of Profit and Loss, and dealt with by this Report are in agreement with the books of account.
- (d) In our opinion, the aforesaid financial statement comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- (e) On the basis of the written representations received from the directors as on 31st March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of section 164(2) of the Act.
 - i. The company did not have any pending litigations on its financial position in its financial statements.
 - ii. The company did not have any long term contracts including derivative contracts for which there were any material foreseeable losses.
 - iii. The company does not required to be transferred fund to the Investor Education and Protection Fund.

Place: Mumbai
Dated: 26/05/2015

For S.B.JAJOO & CO.
Chartered Accountants
Reg No. : 125915W
Sd/-
Santosh .B. Jajoo
Proprietor
Mem. No. 118622

ANNEXURE TO AUDITORS' REPORT

(Referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" section of our report of even date)

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1. In Respect of Fixed Assets

(a) The company has maintained proper records showing particulars including quantitative details and situation of fixed assets.

(b) As informed to us, the Company has carried out physical verification of the fixed assets during the period. No significant discrepancies were noticed on such physical verification.

(c) The company has not disposed off substantial part of the Fixed Assets during the period and the going concern status of the company is not affected.

(d) The company has no business operation during the year hence no depreciation has been provided on fixed assets.

2. In Respect of Inventory

(a) The Company does not have any inventories, hence maintaining of records or physical verification is not applicable to the extent. Consequently, the provisions of clauses 2(b) and 2(c) of the order are not applicable to the Company.

3. Loans and advances to parties covered under section 189

(a) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not granted any loans, secured or unsecured, to companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act.

(b) According to the information and explanations given to us and on the basis of our examination of the books of account, the Company has not taken loans from companies, firms or other parties listed in the register maintained under Section 189 of the Companies Act.

4. Internal Control in reference to Purchase of Inventory and Fixed Assets and whether there is continue failure of Internal control

In our opinion and according to the information and explanations given to us, there is generally an adequate internal control procedure commensurate with the size of the company, no major instance of continuing failure to correct any weaknesses in the internal controls has been noticed.

5. Rules followed while accepting Deposits

The Company has not accepted any deposits within the meaning of sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under of the Companies Act, 2013 are not applicable.

6. Maintenance of cost records

The company is not required to maintain cost records pursuant to the rules made by the Central Government for the maintenance of cost records under sub-section (1) of section 148 of the Act, 2013.

7. According to the information and explanations give to us in respect of statutory dues

(a) The company is regular in depositing with appropriate authorities undisputed statutory dues including income tax, sales tax, wealth tax, service tax, custom duty, excise duty, Cess and other material statutory dues applicable to it.

(b) According to records of the Company examined by us there are no dues of Sales Tax, Value Added Tax, Wealth Tax, Service Tax, Custom Duty, Excise Duty and Cess which have not been deposited on account of any dispute. The particulars of dues of Income Tax as at 31st March, 2015, which has not been deposited on account of dispute, details are as follows:

Nature of the Statute	Nature of Dues	Amount (Rs.)	Period to which Amount relates	Forum where dispute is pending
The Income Tax Act, 1961	Income Tax Dues	23,60,952/-	A. Y. 2006-07	Appellate Tribunal
The Income Tax Act, 1961	Income Tax Penalty	6,14,295/-	A. Y. 2008-09	The Commissioner of Income Tax (Appeals)

8. Company which has been registered for a period less than five years and accumulated losses are more than 50% of Net worth, Reporting of cash losses

In our opinion, the company has accumulated losses as at 31st March 2015 but does not exceed fifty percent of its net worth at the end of the financial year the company has incurred any cash losses during the financial year covered by our audit, as well as the immediately preceding financial year.

9. Default in Repayment of Loans taken from Bank or Financial Institutions

The Company has not taken any loan from Bank or Financial Institutions.

10. Term for Loans & Advances from Banks or Financial Institution prejudicial to the interest of the company

The Company has not taken any loan from Bank or Financial Institution hence its clause is not applicable.

11. Application versus purpose or Term Loan

During the year, the company has not taken any term loans.

12. Reporting of Fraud during the year Nature and Amount

According to information and explanations given to us, no fraud on or by the company has been noticed or reported during the year.

Place: Mumbai
Dated: 26/05/2015

For S.B.JAJOO & CO.
Chartered Accountants
Reg No. : 125915W
Sd/-
Santosh .B. Jajoo
Proprietor
Mem. No. 118622

QPRO INFOTECH LIMITED

34th ANNUAL REPORT

Balance Sheet as at 31st March 2015

Particulars	Note No.	As at March 31, 2015		As at March 31, 2014	
		Rupees	Rupees	Rupees	Rupees
I. EQUITY AND LIABILITIES					
(1) Shareholders' Funds					
(a) Share Capital	1	65,000,000		65,000,000	
(b) Reserves and Surplus	2	<u>7,242,096</u>	72,242,096	<u>7,466,991</u>	72,466,991
(2) Non-Current Liabilities					
(a) Deferred tax liabilities (Net)	3	188,771	188,771	188,771	188,771
(3) Current Liabilities					
(a) Other current liabilities	4	<u>28,090</u>	28,090	<u>80,166</u>	80,166
TOTAL			<u>72,458,957</u>		<u>72,735,928</u>
II. ASSETS					
(1) Non-current assets					
(a) Fixed assets					
(i) Tangible assets	5	1,717,844		1,717,844	
(b) Non-current investments	6	20,739,450		20,739,450	
(c) Long term loans and advances	7	<u>49,944,682</u>	72,401,976	<u>50,226,682</u>	72,683,976
(2) Current assets					
(a) Cash and cash equivalents	8	6,981		1,952	
(b) Short term loans & advances	9	<u>50,000</u>	56,981	<u>50,000</u>	51,952
TOTAL			<u>72,458,957</u>		<u>72,735,928</u>

Significant accounting policies 12
Notes on Financial Statements 1 to 19

The accompanying notes are integral part of the financial statements

In accordance with our Report attached

For S.B.JAJOO & CO.

Chartered Accountants

Firm number: 125915W

Sd/-

Santosh .B. Jajoo

Membership No. 118622

Place : Mumbai

Date : 26/05/2015

For and on behalf of the Board of Director of
Qpro Infotech Limited

Sd/-

Ankit Garodia

Director

Din No.: 05172218

Sd/-

Anitha Mahesh

Director

Din No.: 03573740

QPRO INFOTECH LIMITED

34th ANNUAL REPORT

Profit and Loss statement for the year ended 31st March, 2015

Particulars	Note No.	For the year ended March 31, 2015 Rupees	For the year ended March 31, 2014 Rupees
I. Revenue from operations		-	-
II. Total Revenue		<u>-</u>	<u>-</u>
III. Expenses:			
(a) Employee Benefit Cost		-	76,000
(b) Other expenses	10	224,895	50,122
IV. Total Expenses		<u>224,895</u>	<u>126,122</u>
V. Profit/(Loss) before tax (II - IV)		<u>(224,895)</u>	<u>(126,122)</u>
VI. Earnings/(Loss) per equity share			
-Basic and Diluted	11	(0.03)	(0.02)

Significant accounting policies

12

Notes on Financial Statements

1 to 19

The accompanying notes are integral part of the financial statements

In accordance with our Report attached

For S.B.JAJOO & CO.

Chartered Accountants

Firm number: 125915W

Sd/-

Santosh .B. Jajoo

Membership No. 118622

Place : Mumbai

Date : 26/05/2015

For and on behalf of the Board of Director of
Qpro Infotech Limited

Sd/-

Ankit Garodia

Director

Din No.: 05172218

Sd/-

Anitha Mahesh

Director

Din No.: 03573740

Cash flow statement for the year ended March 31, 2015

Particulars	For the year ended March 31, 2015 Rupees	For the year ended March 31, 2014 Rupees
Cash flows from operating activities		
Net Profit/(Loss) before taxation	(224,895)	(126,122)
Adjustment For :		
(Increase) / Decrease in Loans & Advances	282,000	(50,000)
Increase / (Decrease) in Other Current Liabilities	(52,076)	40,840
Net Cash from / (paid towards) operating activities (A)	5,029	(135,282)
Cash flows from investing activities		
Loans & Advances received back	Nil	113,782
Net Cash from / (paid towards) operating activities (B)	Nil	113,782
Cash flows from financing activities (C)	Nil	Nil
Net increase/(decrease) in cash and cash equivalents	5,029	(21,500)
Cash and cash equivalents at beginning of reporting period	1,952	23,452
Cash and cash equivalents at end of reporting period	6,981	1,952

Cash & Cash equivalents:

Cash and cash equivalents consist of cash on hand and balances with banks, and investments in money market instruments. Cash and cash equivalents included in the statement of cash flows comprise the following amounts in the balance sheet: Cash in hand & Balances with Banks

	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
Cash in hand	6,981	1,952
Cash & Cash Equivalents as at the end of the year	6,981	1,952

Notes:

- 1) The Cash Flow Statement has been prepared under the "Indirect Method" as set out in the Accounting
- 2) Previous Year's figures have been reclassified to conform to current year's presentation.

In accordance with our Report attached

For S.B.JAJOO & CO.
Chartered Accountants
Firm number: 125915W
Sd/-
Santosh .B. Jajoo
Membership No. 118622
Place : Mumbai
Date : 26/05/2015

For and on behalf of the Board of Director of
Qpro Infotech Limited

Sd/- Ankit Garodia Director Din No.: 05172218	Sd/- Anitha Mahesh Director Din No.: 03573740
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Notes on Financial Statements

Note 1 : Share Capital

Particulars	As at March 31, 2015		As at March 31, 2014	
	No. of shares	Rupees	No. of shares	Rupees
Authorized:				
Equity Shares of Rs. 10/- each	7,000,000	7,000,000	7,000,000	70,000,000
Issued, subscribed and fully paid up:				
Equity Shares of Rs. 10/- each	6,500,000	65,000,000	6,500,000	65,000,000

a Rights & restriction attached to equity shareholders

The Company has only one class of equity shares having a face value of Rs. 10/- each. Every Shareholder is entitled for one vote per share. The dividend proposed by the Board of Directors is subject to the approval of shareholders, except in case of interim dividend. In the event of liquidation, the equity shareholders are entitled to receive the remaining assets of the Company, after distribution of all preferential amounts, in proportion of their shareholding.

b Reconciliation of the number of Shares outstanding at the beginning and at the end of the reporting period

Particulars	As at March 31, 2015		As at March 31, 2014	
	No. of shares	Value of Shares	No. of shares	Value of Shares
Number of equity shares at the beginning of the year	6,500,000	65,000,000	6,500,000	65,000,000
Add : Number of additional equity shares issued & subscribed during the year	-	-	-	-
Number of equity shares outstanding at the end of the year	6,500,000	65,000,000	6,500,000	65,000,000

Note 2 : Reserves and Surplus

Particulars	As at March 31, 2015		As at March 31, 2014	
	Rupees		Rupees	
General Reserves				
Opening Balance	30,126,794		30,126,794	
Add : Addition during the year	-		-	
Closing Balance	30,126,794		30,126,794	
Profit & Loss Account :				
Opening Balance	(22,659,803)		(22,533,681)	
Add : Profit/(Loss) for the Year	(224,895)		(126,122)	
Closing Balance	(22,884,698)		(22,659,803)	
Total	7,242,096		7,466,991	

Note 3 : Deferred tax liabilities (Net)

Particulars	As at March 31, 2015		As at March 31, 2014	
	Rupees		Rupees	
Deferred Tax Liabilities				
On account of depreciation on fixed assets	188,771		188,771	
Net Deferred Tax Liabilities	188,771		188,771	

Note 4 : Other current liabilities

Particulars	As at March 31, 2015		As at March 31, 2014	
	Rupees		Rupees	
Sundry Creditor for Expenses	28,090		80,166	
Total	28,090		80,166	

Note 5 : Fixed assets

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
(i) Tangible assets	1,717,844	1,717,844
Total	1,717,844	1,717,844

Note 6 : Non-current investments

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
Investments in Equity Instruments:		
Unquoted Investments	718,008	718,008
Investments in Preference Instruments:		
Unquoted Investments	20,021,442	20,021,442
Total	20,739,450	20,739,450
Aggregate amount of unquoted investments	20,739,450	20,739,450

Note 7 : Long term loans and advances

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
Loans and advances to others (Unsecured)	49,527,622	49,809,622
Security and Other Deposits	417,060	417,060
Total	49,944,682	50,226,682

Note 8 : Cash and cash equivalents

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
Cash in hand	6,981	1,952
Total	6,981	1,952

Note 9 : Short term loans & advances

Particulars	As at March 31, 2015 Rupees	As at March 31, 2014 Rupees
Security Deposits	50,000	50,000
Total	50,000	50,000

Note 10 : Other expenses

Particulars	For the year ended March 31, 2015 Rupees	For the year ended March 31, 2014 Rupees
Office Rent	102,500	12,750
Office Expenses	42,844	7,782
Legal & Professional Expenses	51,461	500
IT Appeal Fees	-	1,000
<u>Auditors Remuneration :</u>		
Audit Fees	28,090	28,090
Total	224,895	50,122

Note 11 : Earnings per Shares

Particulars	As at 31st March, 2015 Rupees	As at 31st March, 2014 Rupees
a. Profit/(Loss) for the period	(224,895)	(126,122)
b. Weighted Average number of equity shares for Basic & Diluted EPS (Numl Nominal value of each equity share	6,500,000 10	6,500,000 10
c. Basic and Diluted EPS	(0.03)	(0.02)

NOTE NO. 12: Significant Accounting Policies & Notes on Financial Statements:**i. Corporate Information:**

Qpro Infotech Limited is public limited listed company. During the year there is no revenue earned by the company from any operational activity.

ii. Basis of Accounting & Preparation of Financial Statements:

The financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles and the provisions of the Companies Act, 2013. Accounting Standards referred to in the notes are as issued by the Institute of Chartered Accountants of India.

Accounting policies not specifically referred to otherwise are consistent with the generally accepted accounting principles followed by the company.

The preparation of the Financial Statements in conformity with Indian GAAP requires Management to make estimates and assumptions that affect the reported amounts of assets and liabilities on the date of financial statements and the reported amount revenues expenses during the reporting period. Difference between the actual results and estimates are recognized in the period in which results are known / materialized.

iii. Fixed Assets

Tangible Fixed assets are stated at cost of acquisition.

iv. Depreciation

The company has no business operation during the year hence no depreciation has been provided on fixed assets.

v. Investments:

Investments are long term in the nature and stated at cost.

vi. Revenue Recognition:

During the year there is no revenue earned by the company from any operational activity. All income and expenditure items having a material bearing on the financial statement are recognized on accrual basis.

vii. Earnings per Share:

Basic earnings per share are calculated by dividing the net profit or loss for the period attributable to equity shareholders by the weighted average number of equity shares outstanding during the year.

For the purpose of calculating diluted earnings per share, the net profit or loss for the period attributable to equity shareholders and the weighted average number of shares outstanding during the period are adjusted for the effects of all diluting potential equity shares.

NOTE NO. 13: Provisions, Contingent Liabilities & Contingent Assets:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past event and it is probable that there will be an outflow of resources. Contingent liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

Contingent Liability not provided for Rs. 23,60,952/- & Rs. 6,14,295/- being Income Tax Demand disputed in appeal for A.Y. 2006-07 & A.Y. 2008-09 respectively.

NOTE NO. 14: In the opinion of the Board, the Current Assets, Loans and Advances are not less than the values stated if realized in the ordinary course of business. The provision for all known liabilities are adequate and not in excess of the amount reasonably necessary.

NOTE NO. 15: The Company has not received any intimation from suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosures if any, relating to amounts unpaid as at the yearend together with the interest paid/payable as required under the said Act have not been given.

NOTE NO. 16: Disclosures under accounting standards:

a. Related Party Disclosure (AS-18):

Related Party Disclosure under AS-18 issued by the Institute of Chartered Accounts of India. The Management has informed that all the transactions entered during the previous year with various parties do not fall within the purview of the Accounting standard 18 "Related Party Transaction" issued by the Institute of Chartered Accountants of India.

NOTE NO. 17: The balances of Current assets, Current liabilities including Loans & advances & Sundry Creditors are subject to confirmation.

NOTE NO. 18: Figures have been rounded off to the nearest rupee.

NOTE NO. 19: Comparative Figures:

Previous year's figures have been regrouped & rearranged wherever necessary to correspond with the current period's classification/disclosures.

For S.B. JAJOO & CO.

Chartered Accountants

Firm Reg. No. : 125915W

Sd/-

Santosh B Jajoo

Proprieter

Mem. No. 118622

Place: Mumbai

Dated: 26/05/2015

**For & on behalf of the Board of Directors of
Qpro Infotech Limited**

Ankit Garodia

Sd/-

Ankit Garodia

(DIN 05172218)

Director

Anitha Mahesh

Sd/-

Anitha Mahesh

(DIN 03573740)

Director

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QPRO INFOTECH LIMITED

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Reg.FolioNO _____ Name of Shareholder _____
D.P.I.D* _____ Client ID* _____
Email ID: _____

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:E-mail Id:.....Signature:....., or failing him

2. Name:

Address:E-mail Id:.....Signature:....., or failing him

3. Name:

Address:E-mail Id:.....Signature:....., or failing him

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company, to be held on the 26th day of September 2015 At 10.30 a.m. at Shop No.B/39,Ground Floor,Shourie Complex Super Market,Near Bombay Bazar,J P Road,Andheri-west, Mumbai-400058, India and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.

Item No.	Resolution	For	Against
1.	Adoption of Balance Sheet as at March 31, 2015, the Profit and Loss Account for the year ended on that date and the reports of Board of Directors and Auditors thereon.		
2.	Re-Appointment M/s Santosh Jajoo & Co, Chartered Accountants, as Auditors of the Company.		
3.	Appointment of Mr. Dinesh Saini having , as the Whole time Director in the capacity as Managing Director and Chief Executive Officer as Whole time Key Managerial Personnel (KMP)		
4.	Appointment of Ms. Anitha Mahesh, having DIN-03573740 as the Whole time Director in the capacity as Chairman and Chief Financial Officer as Whole time Key Managerial Personnel (KMP)		

Affix
Re. 1/-
Revenue

Signed this..... day of..... 2015

Signature of the shareholder _____

[Signature of Proxy] _____

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

QPRO INFOTECH LIMITED.

ATTENDANCE SLIP

Annual General Meeting

Reg.FolioNO _____ Name of Shareholder _____

D.P.I.D* _____ Client ID* _____

Email ID: _____

I/We hereby record my/our presence at the Annual General Meeting of the company being held on 26th Sept 2015 at. The Registered Office of the Company Shop No.B/39,Ground Floor,Shourie Complex Super Market,Near Bombay Bazar,J P Road,Andheri-west, Mumbai-400058, 10.30 A.M

Signature of the shareholder(s), / Proxy/

Representative _____

Note:

1) Member / proxy holder wishing to attend the meeting must bring the attendance slip to the meeting and hand over the same duly signed at the Venue.

BOOK- POST

If undelivered please return to:

QPRO INFOTECH LIMITED

Regd. Shop No.B/39,Ground Floor,

Shourie Complex Super Market,

Near Bombay Bazar,J P Road,

Andheri-west, Mumbai-400058,

Email Id:-qproinfotechlimited@gmail.com