

VIBROS ORGANICS LIMITED

ANNUAL REPORT

2013-2014

VIBROS ORGANICS LIMITED

Company Information

Board of Directors

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

Board Committees:

Audit Committee

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

Shareholders' Grievance Committee

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

Remuneration Committee

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

Bankers

The Royal Bank of Scotland

Registered Office

B – 159, Sector 63,
Noida - 201307

VIBROS ORGANICS LIMITED

Regd. Office: B – 159, Sector 63, Noida – 201307 (U.P.)

NOTICE

Notice is hereby given that the 27th Annual General Meeting of the members of VIBROS ORGANICS LIMITED will be held on Tuesday, 30th September, 2014, at 11.00 A.M. at the Registered Office of the Company at B – 159, Sector 63, Noida – 201307 (U.P.) to transact the following business:

ORDINARY RESOLUTION

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account of the Company for the year ended on that date and the reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Naveen Kohli, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Anil Sood, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint Auditors to hold office from the conclusion of this meeting until the conclusion of next Annual General Meeting of the Company on a remuneration to be fixed by the Board of Directors of the Company. M/s S.K. MEHTA & Co., Chartered Accountants, the retiring auditors being eligible offer themselves for re-appointment.

For and on behalf of the Board

For VIBROS ORGANICS LIMITED

**Sd/-
(NAVEEN KOHLI)
CHAIRMAN & MANAGING DIRECTOR**

Place: Noida

Dated: 21th May, 2014

NOTES

1. **A member entitled to attend and vote at the meeting is entitled to appoint a proxy or proxies to attend and to vote instead of himself and a proxy need not be a member.** A blank proxy form is enclosed. The proxies in order to be effective must be received in the Registered Office of the Company not less than 48 hours before the time for holding the meeting.
2. Members desiring any information about the Accounts and Operation of the Company are requested to address their query to the company at the Registered Office at least 7 days before the date of annual general meeting so as to enable the management to keep the information ready.
3. The Register of members and the Share Transfer Book of the Company will remain closed from, Friday 26th September 2014 to Tuesday, 30th September, 2014 (both days inclusive).
4. E-voting Instructions
 1. The instructions for shareholders voting electronically are as under:
 - (i) The voting period begins on Monday 22nd September 2014 at 9:00 am and ends on Wednesday 24th September 2014 at 6:00 pm. 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 29th August 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com during the voting period
 - (iii) Click on "Shareholders" tab.
 - (iv) 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.
 - (v) Next enter the Image Verification as displayed and Click on Login.
 - (vi) 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.
 - (vii) 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 8 digits of the folio

	<p>number/member ID in the PAN field.</p> <ul style="list-style-type: none"> In case the folio number/member ID 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/member ID 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 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"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the No. of shares in the Dividend Bank details field.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant VIJAY SOLVEX LIMITED on which you choose to vote.
- (xii) 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.

- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvii) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Note for Institutional Shareholders
 - Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - 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 compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for 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.

- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xix) 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.

VIBROS ORGANICS LIMITED

Regd. Office: B – 159, Sector 63, Noida – 201307 (U.P.)

DIRECTORS' REPORT

The Members

Yours Directors have pleasure in presenting the 27th Annual Report together with the Audited Statement of Accounts for the year ended March 31, 2014

Financial Results and Operations

During the year under review there were no operations in the Company. The other income was Rs.148.52 lacs as against Rs.128.08 lacs in the previous year. After expenses, gross and net loss during the year under review was Rs.1.65 lacs as against a profit of Rs.107.11 lacs for the previous year.

Dividend

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

Deposits

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

Listing

After revocation of suspension by the Bombay Stock Exchange Limited the shares of the Company can now be traded at BSE.

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

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

Directors

Mr. Naveen Kohli and Mr. Anil Sood are liable to retire by rotation and are eligible for re-appointment.

Auditors and Auditors' Report

M/s S. K. Mehta & Co., Chartered Accountants, Auditors of the Company retire at the conclusion of ensuing Annual General Meeting and being eligible offer themselves for re-appointment. The Company has received certificate from them to the effect that their re-appointment, if made, would be in conformity with the section 224(IB) of the Companies Act, 1956

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

Directors' Responsibility Statement

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors' Responsibility Statement, it is hereby confirmed that:

- (i) in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures from the same;
- (ii) the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2014 and of the profit of the Company for the year ended on that date;
- (iii) the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities; and
- (iv) the Directors have prepared the annual accounts of the Company on a 'going concern' basis.

Particulars of Employees

There is no employee under the category whose particulars are required to be given under section 217(2A), as amended of the Companies Act, 1956.

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

Since the Company was not operational during the year, the information regarding conservation of energy, technology absorption and R & D as required to be disclosed is not given.

Foreign Exchange Earning and Outgo

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

Corporate Governance

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

The requisite Certificate from the practicing Company Secretary, Ms. **Supreet Kaur Rekhi**, confirming compliance with the conditions of Corporate Governance as stipulated under the aforesaid Clause 49, is annexed to this Report.

Acknowledgement

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

For and on behalf of the Board

For VIBROS ORGANICS LIMITED

Sd/-
(NAVEEN KOHLI)
CHAIRMAN & MANAGING DIRECTOR

Place: Noida

Dated: 21st May 2014

MANAGEMENT DISCUSSION AND ANALYSIS

Operations of the Company:

The land and building of the company at Sikandrabad, Bulandshahar had been sold and the consideration has been primarily used to pay off the outstanding liabilities.

Future Outlook:

As the company has sold-off its assets to pay the liabilities, it is proposed to start afresh with clean slate.

Opportunities and threats:

The only opportunity which the company have to start the business afresh with no old outstanding and may face stiff competition with present players in the industry.

Risk and concerns:

The business of the company was closed since long so there may be teething problem to start again and to streamline the same.

Internal control systems and their adequacy:

As already informed that the company is not in operation since long, the audit committee periodically reviews internal control system, which are designated to ensure that the overhead levels are reduced to the minimum.

Human resources/ industrial relations:

Industrial relations during the year under review were cordial and peaceful. The company is still in the process to recall the employees who have left their job due to closure and hope to resume the requisite staff for reopening the Unit in near future.

REPORT ON CORPORATE GOVERNANCE

The Directors present the Company's Report on Corporate Governance for the year ended March 31, 2014.

1. Company's Philosophy

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

- (i) The members of the Board are persons in whom the shareholders have reposed their confidence and trust. Persons appointed to the Board are conscious of their corporate and social responsibilities and maintain highest standards of integrity.
- (ii) Highest standards of compliance, disclosure and transparency are maintained by the Company.

2. Board of Directors

Mr. Naveen Kohli and Mr. Anil Sood, who retire by rotation and being eligible, offer themselves for re-appointment.

Directors' Profile

Brief resume of all the Directors, nature of their expertise in specific functional areas and number of companies in which they hold directorships, memberships / chairmanships of Board Committees and their shareholding in the Company are as follows:

- (i) **Mr. Naveen Kohli**, aged 64, is a commerce graduate having more than 39 years of experience in the family business.
- (ii) **Mr. N. K. Sood**, aged 66, is a commerce graduate having more than 34 years of experience in the garments export business.
- (iii) **Mr. Anil Sood**, aged 55, is a qualified Chartered Accountant having an experience of more than 29 years in corporate and related economic legislations.
- (iv) **Mr. Vivek Jha**, aged 44, is graduate having an experience of 14 years in the field of office administration.

Details of designation of directors, attendance of Board Meetings / AGM and other directorship and chairmanships/memberships of Committees

S. No.	Name of Director	Category of Directorship	Attendance of Meetings during 2013-14		No. of Directorships and Committee Memberships/Chairmanships (including this Company)		
			Board Meetings	Last AGM	Directorships	Committee Memberships	Committee Chairmanships
1.	Mr. Naveen Kohli	Executive	6	Yes	2	1	1
2	Mr. N. K. Sood	Non Executive	6	Yes	3	3	-
3	Mr. Anil Sood	Non Executive	6	Yes	4	2	1
4.	Mr. Vivek Jha	Non Executive	6	Yes	1	-	-

3. Meeting of the Board / Committees

Board Meetings

During the year ended March 31, 2014 Six (6) meetings of the Board of Directors were held on May 30, 2013, July 30, 2013, September 04, 2013, October 30, 2013, November 11, 2013, and February 07, 2014.

Audit Committee

The Audit Committee is comprised of Mr. Anil Sood as Chairman and Mr. Naveen Kohli and Mr. N.K. Sood as Members.

The powers and role of the Audit Committee are in accordance with the provisions of Clause 49 of the Listing Agreement related to the Corporate Governance.

During the year ended March 31, 2014, five (5) meeting of the Audit Committee were held on May 20, 2013, August 19, 2013, September 05, 2013, January 30, 2014, and March 12, 2014.

Shareholders' Grievance Committee

The **Shareholders' Grievance Committee** is comprised of Mr. Naveen Kohli as Chairman and Mr. Anil Sood and Mr. N.K. Sood as Members.

During the year ended March 31, 2014, four (4) meeting of the Shareholders' Grievance Committee was held on April 15, 2013, July 27, 2013, October 15, 2013 and January 16, 2014.

Remuneration Committee

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

No meeting of the Remuneration Committee was held during the year ended March 31, 2014.

4. General Body Meetings

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

Year	Location	Date and Time	Special Resolutions Passed
2010-11	C-34, Site – C, Surajpur Industrial Area, Greater Noida – 201306 (U.P)	September 30, 2011 at 11.00 A.M.	Nil
2011-12	C-34, Site – C, Surajpur Industrial Area, Greater Noida – 201306 (U.P)	September 29, 2012 at 11.00 A.M.	Nil
2012-13	B-159, Sector 63, Noida -201307(UP)	September 30, 2013 at 11.00 A.M.	Nil

5. Disclosures on materially significant related party transactions

None of the transactions with any of the related parties were in conflict with the interest of the Company.

6. Means of Communication

Quarterly Results

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

Annual Report

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

7. General Shareholder Information

Company Registration Details

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

Annual General Meeting:

Day, Date, Time and Venue: Tuesday, September 30, 2014
B – 159, Sector 63, Noida
201307 (U.P.)

Book Closure Period:

Friday, 26th September, 2014
to Tuesday, 30th September, 2014
(both days inclusive), for AGM

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

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

Stock Market Data

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

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

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

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

Registrar and Share Transfer Agents:

Skyline Financial Services Pvt. Ltd.
D-153 A, 1st Floor, Okhla Industrial Area, Phase - I,
New Delhi - 110020
E-Mail: viren@skylinerta.com
Telephone Nos. : 011-30857575

Share Transfer System

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

Distribution of Shareholding as on 31st March, 2014

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

Shareholding Pattern by Size

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

Address for Correspondence

B – 159, Sector 63,
Noida – 201307

8. Compliance Certificate of the Practicing Company Secretary

Certificate from the practicing Company Secretary, **Ms. Supreet Kaur Rekhi**, confirming compliance with the conditions of Corporate Governance as stipulated under Clause 49, is annexed to the Directors' Report forming part of the Annual Report.

9. CEO Certification

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

10. Adoption of Requirements of Clause 49

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

For and on behalf of the Board

For VIBROS ORGANICS LIMITED

Sd/-

(NAVEEN KOHLI)

CHAIRMAN & MANAGING DIRECTOR

Place: Noida

Dated: 21st May, 2014

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

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

We have read the Report of the Board of Directors on Corporate Governance and have examined the relevant records relating to compliance of conditions of Corporate Governance by Vibros Organics Limited for the year ended 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

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

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

We state that in respect of investors grievances received during the year ended 31st March,, 2014, no investor grievances are pending against the Company, as per the records maintained by the Company.

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

**Sd/-
Supreet Kaur Rekhi
Company Secretary in Practice
CP No. 10938**

**Place: New Delhi
Date: 21st May, 2014**

INDEPENDENT AUDITOR'S REPORT

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

Report on the Financial Statements

1. We have audited the accompanying financial statements of VIBROS ORGANICS LIMITED ("the Company"), which comprise the Balance Sheet as at 31st March, 2014, the Statement of Profit and Loss and the Cash Flow Statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act") read with the general circular 15/2013 dated 13th September, 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013. This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

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

4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

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

Opinion

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

- (a) In the case of the Balance Sheet, of the state of affairs of the Company as at March 31, 2014;
- (b) In the case of the Statement of Profit and Loss, of the loss for the year ended on that date;
- (c) In the case of the Cash Flow Statement, of the cash flows of the company for the year ended on that date.

Emphasis of Matters

7. We draw attention to:

Note 2.18 In view of financial constraints being faced by the company and disposal of fixed assets the business activity could not be resumed during the year. The financial statements have been prepared assuming that the Company will continue as a going concern. Management is planning a new line of business activity. Our opinion is not qualified in respect of these matters.

Report on Other Legal and Regulatory Requirements

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

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

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

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

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

d) In our opinion, the Balance Sheet and Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956, read with the general circular 15/2013 dated 13th September 2013 of the Ministry of Corporate Affairs in respect of Section 133 of the Companies Act, 2013 and

e) On the basis of written representations received from the directors as on 31st March, 2014 and taken on record by the Board of Directors, none of the directors is disqualified as on 31st March 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

For S.K.MEHTA & CO.
Chartered Accountants
Firm Registration No. 000478N

Place: New Delhi
Date: 21st May 2014

Sd/-
(B.P.Saxena)

Partner
M. No.010568

ANNEXURE TO THE AUDITOR'S REPORT

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

1. During the year there is no fixed assets in the company thus para 4(ii) is not applicable to the company.
2. During the year there is no inventory and no purchase sales in the company thus para 4(ii) is not applicable to the company.
3. (a) During the year company has granted interest free loan to one party covered in the register maintained under section 301 of the Companies Act, 1956 ('The Act'). Maximum amount outstanding during the year was `2.30 Lacs and year end balance of such loan amounted to NIL. Other than above Company has not granted and loan, secured or unsecured, to companies firms or parties covered in the register maintained under section 301 of the Act.

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

(c) The loan granted was repayable on demand and has been fully repaid and has been fully repaid during the year.

(d) The loan granted was repaid during the year. Accordingly there was no overdue amount of more than rupees one lac in respect of the loan granted to a body corporate listed in the register maintained under section 301 of the Act.

(e) The Company has taken unsecured loans outstanding as on 31st March, 2014 77.42 Lacs (Maximum amount outstanding in respect of above loan `77.42 Lacs during the year) from the two parties covered in the register maintained under section 301 of the Companies Act 1956 the terms and condition of the loan are not prejudicial to the interest of the company.
4. In our opinion and according to the information and explanations given to us, there is adequate internal control system commensurate with the size of the Company and nature of its business for purchase of inventory, fixed assets and with regard to sale of goods and services. In our opinion there is no continuing failure to correct major weakness in internal control system. However there is no sale and purchase of material and of fixed assets during the year.
5. In our opinion and according to the information & explanation given to us, there is no transaction during the year that need to be entered in the register maintained under section 301 of the Companies Act, 1956 for 5,00,000/- or more in respect of each such party.

6. The Company has not accepted any deposit from public; accordingly the provisions of clause (vi) of paragraph 4 of the order are not applicable to the Company.
7. In our opinion the Company has internal control systems commensurate with its size with negligible transaction. However there is no internal audit.
8. The Central Government has not prescribed for the maintenance of cost records under clause (d) of sub section (I) of section 209 of Companies Act 1956.
9. (a) According to the information and explanations given to us, there is no undisputed statutory dues payable in respect of outstanding as at 31st March, 2014 for a period of more than six month from the date they became payable. As explained to us since there is no business activity hence no statutory liability was payable during the year under audit.

(b) As per information given to us there is no disputed statutory due except 1.33 lacs pending in appeal in excise department of earlier years.
10. The company has accumulated losses of `608.01 Lacs as on 31st March, 2014 which is in excess of 50% of the net worth of the Company. Company has incurred cash loss 1.65 lacs during the year.
11. Based on our examination and on the information and explanations given by the management, we are of the opinion that the company has not defaulted in repayment of dues to a financial institution or bank. The Company has so far not issued any debenture.
12. Based on the documents and records of the company produced before us, the company has not granted loans and advances on the basis of security by way of pledge of shares, debentures and other securities
13. The company does not carry on the business of a chit fund/ nidhi/ mutual benefit fund/ societies during the year.
14. The company is not dealing or trading in shares, securities, debentures and other investments.
15. The Company has not given any guarantee for loan taken by others from Banks or Financial Institutions.
16. According to the information and explanations given to us, the company has not obtained any term loan during the year.
17. According to the information and explanations given to us, company has not raised any fresh loans from Banks & Financial Institutions during the year.

18. According to the information and explanations given to us, the company has not made preferential allotment of shares to companies, firms or other parties listed in the register maintained under section 301 of the Companies Act, 1956.
19. Since no debentures have been issued during the year, question of creating securities does not arise.
20. According to the records, the company has not raised any money by public issue during the year.
21. According to the information and explanations given to us, any fraud on or by the company has not been noticed or reported during the year under audit.

For S.K.MEHTA & CO.

Chartered Accountants
Firm Registration No. 000478N

Place: New Delhi
Date: 21st May 2014

Sd/-
(B.P.Saxena)
Partner
M. No.010568

VIBROS ORGANICS LIMITED

BALANCE SHEET AS AT 31st MARCH, 2014

Amount in rupee

Particulars	Note	As at 31st March, 2014	As at 31st March, 2013
<u>EQUITY AND LIABILITIES</u>			
<u>Shareholder's Funds</u>			
(a) Share Capital	2.1	5,41,21,995	5,41,21,995
(b) Reserves and Surplus	2.2	(6,08,00,555)	(6,06,35,478)
<u>Non-Current Liabilities</u>			
Other Long Term Liabilities	2.3	77,42,134	77,42,134
<u>Current Liabilities</u>			
Other Current Liabilities	2.4	2,10,547	3,13,209
TOTAL		12,74,121	15,41,861
<u>ASSETS</u>			
<u>Non Current Assets</u>			
(a) Fixed Assets	2.5		
(i) Tangible assets		-	-
(ii) Intangible assets		-	-
(iii) Capital work-in-progress		-	-
(b) Long Term Loans & Advances	2.6	1,29,740	1,29,740
<u>Current assets</u>			
(a) Inventories	2.7	-	-
(b) Trade Receivables	2.8	-	-
(c) Cash and Cash Equivalents	2.9	6,60,893	5,92,911
(d) Short-Term Loans and Advances	2.10	4,83,489	8,19,211
(e) Other Current Assets	2.11	-	-
TOTAL		12,74,121	15,41,861
Significants Accounting Policies	1		
Notes to Accounts	2		

Notes referred above are integral part of Balance Sheet

In terms of our report of even date attached

On the behalf of Board of Directors

For S. K. Mehta & Co.
Chartered Accountants

Sd/-
(B. P. Saxena)
Partner
M. No. 010568

Sd/-
Anil Sood
Director

Sd/-
Naveen Kohli
M. Director

Place : Noida (U.P.)
Date : 21st May 2014

VIBROS ORGANICS LIMITED

STATEMENT OF PROFIT & LOSS FOR THE YEAR ENDED 31st MARCH, 2014

Amount in rupee

Particulars	Note	Year ended 31st March,2014	Year ended 31st March,2013
Other Income	2.12	1,48,515	1,28,08,159
TOTAL REVENUE		1,48,515	1,28,08,159
Expenses:			
Employee Benefit Expense	2.13	-	33,000
Finance Costs	2.14	1,962	8,505
Depreciation and Amortization Expense		-	-
Other Expenses	2.15	2,87,923	20,56,009
TOTAL EXPENSES		2,89,885	20,97,514
Profit/ (Loss) Before Prior Period Expenses and Tax		(1,41,370)	1,07,10,645
Prior period Expenses		23,707	-
Profit/ (Loss) Before Tax		(1,65,078)	1,07,10,645
Tax Expense:			
Current Tax		-	-
Deferred Tax		-	-
Profit/ (Loss) After Tax		(1,65,078)	1,07,10,645
Earning Per Share:			
Basic & Diluted (in rupee)		(0.03)	1.97
Face Value of Equity Shares (in rupee)		10.00	10.00
Significants Accounting Policies	1		
Notes to Accounts	2		
Notes referred above are integral part of Statement of Profit & Loss In terms of our report of even date attached		On the behalf of Board of Directors	
For S. K. Mehta & Co. Chartered Accountants		Sd/- Anil Sood Director	Sd/- Naveen Kohli M. Director
Sd/- (B. P. Saxena) Partner M. No. 010568			
Place : Noida (U.P.) Date : 21st May 2014			

VIBROS ORGANICS LIMITED

Notes to Financial Statement for the year ended March 31, 2014

NOTE : 2.1 SHARE CAPITAL

Amount in rupee

PARTICULARS	As at March 31, 2014	As at March 31, 2013
	rupee	rupee
Equity		
Authorised Share Capital :		
6,000,000 Shares (Previous Year 6,000,000 Shares) of ` 10/- each	6,00,00,000	6,00,00,000
Issued , Subscribed and Paid up:		
54,38,800 Shares (Previos Year- 54,38,800 Shares) of ` 10/- each	5,43,88,000	5,43,88,000
Less : Calls in Arrear	2,66,005	2,66,005
TOTAL	5,41,21,995	5,41,21,995

Foot Note :

Reconciliation of the Equity shares outstanding at the beginning and at the end of the year

Particulars	As at March 31, 2014		As at March 31, 2013	
	No. of shares	Amount in rupee	No. of shares	Amount in rupee
Balances of Equity Share as at the beginning of the year	54,38,800	5,43,88,000	54,38,800	5,43,88,000
Add: Equity Shares Issued during the year	-	-	-	-
Balances of Equity Shares as at the end of the year	54,38,800	5,43,88,000	54,38,800	5,43,88,000

(ii) Calls in arrear does not related with directors & officers of the company.

Shareholders holding more than 5% Equity Shares in the Company

Share Holders	As at March 31, 2014		As at March 31, 2013	
	No. of shares	% of Holding	No. of shares	% of Holding
Tecon Projects Pvt. Limited	13,48,950	24.80	13,48,950	24.80
Global Trust Bank Limited	4,00,000	7.35	4,00,000	7.35
Naveen Projects Limited	2,79,250	5.13	2,79,250	5.13

VIBROS ORGANICS LIMITED

Notes to Financial Statement for the year ended March 31, 2014

NOTE : 2.2 RESERVE & SURPLUS

PARTICULARS	Amount in rupee	
	As at March 31st, 2014	As at March 31st, 2013
Surplus/ (Balances in Statement of Profit and Loss)		
Balance at the begning of the year	(6,06,35,478)	(7,13,46,123)
Add: Transferred from surplus in Statement of Profit and Loss Account	(1,65,078)	1,07,10,645
TOTAL	(6,08,00,555)	(6,06,35,478)

NOTE : 2.3 OTHER LONG TERM BORROWINGS

PARTICULARS	As at March 31st, 2014	As at March 31st, 2013
-		
Unsecured Loan	77,42,134	77,42,134
Includes Rs. 77,42,134/- (P.Y. Rs.77,42,134/-) from related parties		
TOTAL	77,42,134	77,42,134

NOTE : 2.4 OTHER CURRENT LIABILITIES

PARTICULARS	As at March 31st, 2014	As at March 31st, 2013
(i) Statutory Dues	-	1,78,549
(ii) Other Liabilities	2,10,547	1,34,660
TOTAL	2,10,547	3,13,209

VIBROS ORGANICS LIMITED										Amount in ' -	
NOTE : 2.5 FIXED ASSETS											
PARTICULARS	GROSS BLOCK (AT COST)			DEPRECIATION/ AMORTISATION			NET BLOCK				
	As at April 1st, 2013	Additions	Deductions/ Adjustment	As at March 31st 2014	As at April 1st, 2013	For the Year	Deductions/ Adjustment	As at March 31st 2014	As at March 31st 2013		
TANGIBLE ASSET											
Land (Lease Hold)	-	-	-	-	-	-	-	-	-	-	
Building	-	-	-	-	-	-	-	-	-	-	
Office Equipment	-	-	-	-	-	-	-	-	-	-	
Furniture & Fittings	-	-	-	-	-	-	-	-	-	-	
Vehicles	-	-	-	-	-	-	-	-	-	-	
Fire Fighting Equipment	-	-	-	-	-	-	-	-	-	-	
Computer	-	-	-	-	-	-	-	-	-	-	
Total (A)	-	-	-	-	-	-	-	-	-	-	
INTANGIBLE ASSETS											
	-	-	-	-	-	-	-	-	-	-	
	-	-	-	-	-	-	-	-	-	-	
	-	-	-	-	-	-	-	-	-	-	
Total (B)	-	-	-	-	-	-	-	-	-	-	
<u>Capital Work-in-Progress</u>											
Capital W.I.P.	-	-	-	-	-	-	-	-	-	-	
Civil W.I.P.	-	-	-	-	-	-	-	-	-	-	
Capital W.I.P. (NEW DIST. UNIT)	-	-	-	-	-	-	-	-	-	-	
Pre-operative Expenses	-	-	-	-	-	-	-	-	-	-	
Total (C)	-	-	-	-	-	-	-	-	-	-	
GRAND TOTAL (A+B+C)	-	-	-	-	-	-	-	-	-	-	
PREVIOUS YEAR (TOTAL)	28,033,272	-	28,033,272	-	2,684,529	-	2,684,529	-	-	-	

VIBROS ORGANICS LIMITED

Notes to Financial Statement for the year ended March 31, 2014

NOTE : 2.6 LONG TERM LOANS & ADVANCES

Amount in rupee

PARTICULARS	As at March 31st, 2014	As at March 31st, 2013
Securities Deposits	1,29,740	1,29,740
TOTAL	1,29,740	1,29,740

NOTE : 2.7 INVENTORIES (At lower of cost and net realisable value)

PARTICULARS	As at March 31st, 2014	As at March 31st, 2013
Raw Material	-	-
Work in Progress	-	-
Finished Goods	-	-
TOTAL	-	-

NOTE : 2.8 TRADE RECEIVABLES

PARTICULARS	As at March 31st, 2014	As at March 31st, 2013
<u>Unsecured considered good</u>		
(i) Trade Receivables outstanding for a Period exceeding Six Months	-	-
(ii) Others	-	-
TOTAL	-	-

NOTE : 2.9 CASH & CASH EQUIVALENTS

PARTICULARS	As at March 31st, 2014	As at March 31st, 2013
<u>Cash & Cash Equivalents</u>		
Cash in Hand	4,79,372	5,75,135
<u>Bank Balances:</u>		
In current accounts	1,81,521	17,776
TOTAL	6,60,893	5,92,911

NOTE : 2.10 SHORT TERM LOANS & ADVANCES

PARTICULARS	As at March 31st, 2014	As at March 31st, 2013
<u>Unsecured Considered good:</u>		
(i) Advances Recoverable in Cash or Kind	-	1,05,722
(ii) Balance with Govt. Authorities *	4,28,122	4,28,122
(iii) Advance Recoverable from Related Parties	-	2,30,000
(iv) Tax Deducted at Source	55,367	55,367
TOTAL	4,83,489	8,19,211

*Includes ` 1.66 Lacs related to appeal pending with Trade Tax and Excise Deptt. (Previous Year ` 1.66 Lacs)

NOTE : 2.11 OTHER CURRENT ASSETS

PARTICULARS	As at March 31st, 2014	As at March 31st, 2013
Other Current Assets	-	-
TOTAL	-	-

VIBROS ORGANICS LIMITEDNotes to Financial Statement for the year ended March 31,
2014

Amount in rupee

NOTE : 2.12 OTHER INCOME

Particulars	Year ended 31st March, 2014	Year ended 31st March, 2013
Balances Written back	1,48,515	-
Bank Interest	-	1,74,461
Profit on sale of fixed asset	-	1,26,33,698
TOTAL	1,48,515	1,28,08,159

NOTE : 2.13 EMPLOYEES BENEFIT EXPENSES

Particulars	Year ended 31st March, 2014	Year ended 31st March, 2013
Salaries	-	33,000
TOTAL	-	33,000

NOTE : 2.14 FINANCE COST

Particulars	Year ended 31st March, 2014	Year ended 31st March, 2013
Bank Charges	1,962	8,505
TOTAL	1,962	8,505

NOTE : 2.15 OTHER EXPENSES

Particulars	Year ended 31st March, 2014	Year ended 31st March, 2013
Legal & Professional Charges	63,912	1,01,912
Rates & Taxes	13,500	500
Advertisement	7,187	12,320
Fees & Subscription	91,634	28,090
Payment to Statutory Auditors: Audit Fee	28,090	28,090
Postage Expenses	5,220	17,840
Printing & Stationery	3,928	3,528
Balances Written off	74,452	18,13,729
Inventories written off	-	50,000
TOTAL	2,87,923	20,56,009

VIBROS ORGANICS LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED 31.03.2014

Sr. No.	Particulars	Year ended 31st March,2014	Year ended 31st March,2013
(A)	CASH FLOW STATEMENT FROM OPERATING ACTIVITIES		
	Net Profit before taxation	-1,65,078	1,07,10,645
	Adjustments for :-		
	Depreciation	-	-
	Interest paid	-	-
	Profit on sale of Fixed Assets	-	-1,26,33,698
	Interest Income	-	1,74,461
	Operating profit before working capital changes	-1,65,078	17,48,592
	Adjustment for:		
	Current Assets and Loans and Advances		
	Change in Debtors	-	-18,13,729
	Change in Inventories	-	-50,000
	Change in Loans & Advances	-3,35,722	-1,04,73,880
	Increase/(Decrease) in Current Assets & Loans & Advances	3,35,722	-1,23,37,609
	Current Liabilities & Provisions		
	Increase/(Decrease) in Current Liabilities & Provisions	-1,02,662	-3,58,76,130
	Net Increase/(Decrease) in Working Capital	2,33,060	2,35,38,521
	Cash Generated from Operations	67,982	2,52,87,113
	Total Cash Flow from Operations (A)	67,982	-2,52,87,113
(B)	CASH FLOW FROM INVESTING ACTIVITIES		
	Purchase of Fixed Assets		
	Disposal of Fixed Assets	-	-3,79,82,441
	Interest Received	-	1,74,461
	Purchase/ (Sale) of Investments		
	Net Cash used in Investing Activities (B)	-	-3,78,07,980
(C)	CASH FLOW FROM FINANCING ACTIVITIES		
	Proceed from issue of Share Capital	-	-
	Proceeds from Borrowings	-	-1,41,42,509
	Net Cash from Financing Activities (C)	-	-1,41,42,509
(D)	Net Increase/(Decrease) in Cash & Cash Equivalents (A-B+C)	67,982	-16,21,642
	Opening Balance of Cash & Cash Equivalents	5,92,911	22,14,553
	Closing Balance of Cash & Cash Equivalents	6,60,893	5,92,911
	Cash in Hand	4,79,372	5,75,135
	Balance with Banks		
	In Current Account	1,81,521	17,776

As per our report of even date attached

On the behalf of Board of Directors

 For S. K. Mehta & Co.
Chartered Accountants

 Sd/-
(B. P. Saxena)
Partner
M. No. 010568

 Sd/-
Anil Sood
Director

 Sd/-
Naveen Kohli
M. Director

 Place : New Delhi
Date : 21st May 2014

VIBROS ORGANICS LIMITED

NOTE: 1 SIGNIFICANT ACCOUNTING POLICIES

a. SYSTEM OF ACCOUNTING

The Company adopts the accrual concept in the preparation of accounts.

b. DEPRECIATION

Depreciation on Fixed Assets is provided on Straight line method in accordance with the provisions of Schedule XIV to the Companies Act 1956.

c. FIXED ASSETS

The Fixed Assets have been stated at historical cost less accumulated Depreciation.

d. VALUATION OF INVENTORIES

- Raw Materials and stores & spares and components are valued at lower of cost or net realizable value.
- Goods in process at factory are valued at Material Cost plus estimated overheads/ realizable value as per physical verification carried out and certified by the Management.
- Work in progress is valued at lower of cost or net realizable value, cost includes construction material, labour and a proportion of construction overheads.
- Finished Goods are valued at lower of cost or net realizable value. Cost is worked out by adopting first in first out (FIFO) method.

e. EMPLOYEE BENEFITS:

- Provision for Gratuity is made in respect of employees covered under payment of Gratuity Act - As per the provisions of the said Act. For other employees - in terms of their appointment is made for eligible employees on actual basis.
- Leave encashment and other retirement benefits are annually provided on actual basis.

f. REVENUE RECOGNITION:

- Sales are inclusive of excise duty.
- Warranty claims, short supplies, free replacements and liquidated damages are accounted for as and when they are finally determined.
- Goods purchased for supply in turnkey jobs are treated as trading goods and such goods are included in sale to the extent approved by the clients.
- Revenue from Turnkey Contract is accounted for on percentage of completion method.
- Claims for Extra /Substituted items are accounted for to the extent considered realizable.

g. INVESTMENTS:

- Current Investments are valued at lower of cost and fair value determined on an individual investment basis.
- Long term investments are carried at cost. Provision is made for diminution other than temporary in the value of such investments.

h. IMPAIRMENT OF ASSETS:

At each balance sheet date an assessment is made to ascertain whether any indication exists that an asset has been impaired. If any such indication exists then an impairment loss i.e. the amount by which the carrying amount of an asset exceeds its recoverable amount, is provided in the books of accounts.

i. BORROWING COST:

Borrowing Cost that is attributable to acquisition or construction of qualifying assets is capitalized as part of cost of such assets. Qualifying assets is one that necessarily takes substantial period of time to get ready for its intended use. Other borrowing costs are charged to revenue.

j. PROVISIONS, CONTINGENT LIABILITIES AND CONTINGENT ASSETS:

- Provisions are recognized for liabilities that can be measured by using a substantial degree of estimation.
- No provision is recognized for liabilities whose future outcome cannot be ascertained with reasonable certainties and probability of outflow in settlement is remote. Such contingent liabilities are not recognized but are disclosed in the financial statements.
- Contingent Assets are neither recognized nor disclosed in the financial statements.

OTHER NOTES:

- NOTE: 2.16 Contingent Liabilities - NIL (Previous Year NIL)
Claims against the company not acknowledged as debt - NIL
Unexpired Capital commitments for purchases of capital items - NIL
(Previous Year NIL)
- NOTE: 2.17 In the opinion of the Board of Directors, the Current Assets, Loans &
Advances have a value on realization in the ordinary course of business at
least equal to the amount at which they have been stated in the Balance Sheet
and provision for all known liabilities have been made in the books of
accounts.
- NOTE: 2.18 In view of financial constraints being faced by the company and disposal of
fixed assets the business activity could not be resumed during the year. The
financial statements have been prepared assuming that the Company will
continue as a going concern. Management is planning a new line of business
activity.
- NOTE: 2.19 Balance with Govt. Authorities under Note No. 2.10 of Balance Sheet
includes a sum of ` 1.33 lacs (previous year ` 1.33 lacs) are pending in appeal
with Excise Department.
- NOTE: 2.20 Since there is no demand outstanding towards ESI therefore the excess
liability provided of Rs.1.48 Lacs outstanding in the books of account has
been written back during the year.
- NOTE: 2.21 a) Earning in Foreign Currency – Nil (Previous year – Nil)
b) Expenditure in Foreign Currency – Nil (Previous Year - Nil)
- NOTE: 2.22 Remuneration paid to Directors -Nil (Previous Year -Nil)
- NOTE: 2.23 Deposits and advances balances are subject to confirmation.
- NOTE: 2.24 Amount due to Micro, Small & Medium Enterprises –Nil. (Previous Year -
Nil)

NOTE: 2.25

Related Parties Disclosures

As per Accounting Standard 18 ‘‘ Related Party Transaction’’.

A. List of Associates Companies:

- a) M/s. Tecon Projects Pvt. Ltd.
- b) M/s. Naveen Projects Ltd.
- c) M/s. Kolsons Exims Pvt. Ltd.
- d) M/s. Pranav Comtech Pvt. Ltd.

B. Key Management Personnel :-

- a) Mr. Naveen Kohli (Managing Director)
- b) Mr. Anil Sood (Director)

C. Transactions with related Parties:

Balances Receivables / (Payables)

Particulars	Current Year	(Rupee in Lacs)
		Previous Year
a) Naveen Kohli	(70.12)	(63.92)
b) Kolsons Exim Pvt Ltd.	-	2.30
c) Vidur Kohli	(7.30)	(7.30)

NOTE: 2.26 SEGMENT REPORTING: -

The Company had only one line of product and is managed organizationally as a single unit, therefore no separate segment is identifiable. Also there are no reportable geographical segments as required by Accounting Standard 17, issued by The Institute of Chartered Accountants of India.

NOTE: 2.27 DEFERRED INCOME TAX AS PER AS -22:

As the company is a sick Company and do not foresee any taxable income in future the Deferred Tax Assets / Liability is not considered to be accounted for in accordance with Accounting Standard -22, 'Accounting for Taxes Income' issued by Institute of Chartered Accountants of India.

NOTE: 2.28 EARNING PER SHARE: -

The elements considered for calculation of Earnings Per Share (Basic and Diluted) are as under:

	<u>2013-14</u>	<u>2012-13</u>
Net Profit/ (Loss) for the year (In rupee)	(1,65,078)	1,07,10,645
No. of Equity Shares (In Numbers)	5438800	5438800
Nominal Value of equity share (In rupee)	10	10
Basic/Diluted Earnings per share (In rupee)	(0.03)	1.97

NOTE: 2.29 All amounts in the financial statements are presented in ` except otherwise stated. Figures of previous year have been re-grouped / re arranged, wherever considered necessary.

FOR S. K. MEHTA & CO.
CHARTERED ACCOUNTANTS

Sd/-
(B. P. Saxena)
Partner
M. No. 010568

Sd/-
Anil Sood
Director

Sd/-
Naveen Kohli
M. Director

Place : New Delhi
Date : 21st May, 2014

VIBROS ORGANICS LIMITED
Regd. Office: B – 159, Sector 63, Noida - 201307 (U.P.)

ATTENDANCE SLIP

Please fill this Attendance Slip and hand it over at the entrance of the Meeting Hall

Folio No..... No. of
Shares.....

Name and Address of the
Shareholder.....

I hereby record my presence at the **27th Annual** General Meeting of the Company held on **Tuesday, 30th September, 2014**, at 11.00 A.M. at B – 159, Sector 63, Noida - 201307 (U.P.)

Signature of Shareholder / Proxy

VIBROS ORGANICS LIMITED
Regd. Office: B – 159, Sector 63, Noida - 201307 (U.P.)

PROXY FORM

I/We
.....of.....
being a member(s) of VIBROS ORGANICS LIMITED hereby appoint
.....of.....or failing him,
..... of..... as
my/our Proxy to attend and vote for me/us on my / our behalf, **the 27th Annual General Meeting** to be held on **Tuesday, the 30th September, 2014**, at 11.00 A.M. at B – 159, Sector 63, Noida - 201307 (U.P.) or any adjournment thereof

Signed this.....day of**2014**

Folio No.
No. of Shares.....

Affix a Re.1/- Revenue Stamp

FORM A

(Pursuant to clause 31(a) of Listing Agreement)

1.	Name of the Company:	M/s. Vibros Organics Limited
2.	Annual financial statements for the year ended	31st March, 2014
3.	Type of Audit observation	Unqualified
4.	Frequency of observation	N.A.
5.	To be signed by- Director (Naveen Kohli) Audit Committee Chairman (Anil Sood) Auditor of the company (M/s. S.K. Mehta & Co.)	  