

A close-up, grayscale photograph of a leaf, showing its intricate vein structure. The veins are clearly defined and run parallel to each other, creating a textured, almost geometric pattern. The lighting highlights the ridges and valleys of the leaf's surface.

DYNAVISION LIMITED

ANNUAL REPORT

2011 - 2012

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BOARD OF DIRECTORS

Sri. R. P. AGRAWAL
Sri. M. S. MEERAMOHIDEEN
Sri. J. NARAYANA MURTY
Sri. N. GOVINDAN

AUDITORS

M/s. P. CHANDRASEKAR
Chartered Accountants
Flat No. G. Sarada Apartments
No.30, R.A. Puram 1st Main Road
Chennai - 600 028.

BANKERS

INDIAN OVERSEAS BANK,
CHENNAI - 600 041.

REGISTERED OFFICE

No. 16B, (First Floor), Balaraman Road
Adyar
Chennai -600 020.
Phone: 044-24454651 Fax: 044-24411329
E-mail: dynavision@sify.com

NOTICE TO SHAREHOLDERS

Notice is hereby given that the Thirty Seventh Annual General Meeting of the Company will be held on Friday, the 28th September, 2012 at Sri. Vidya Kalyan Mahal, Old No. 142, (L.B.Road), New No. 74, Kalki Krishnamoorthy Salai, Thiruvannamiyur, Chennai 600 041 at 10.15 a.m. to transact the following business.

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Statements of Account for the year ended 31st March, 2012 and the Reports of Directors and the Auditors thereon.
2. To appoint a Director in the place of Sri. J. Narayanamurthy, who retires from office by rotation and being eligible, offers himself for re-appointment.
3. To appoint auditors to hold office until the conclusion of the next Annual General Meeting and to fix their remuneration. M/s. P.Chandrasekar, Chartered Accountants, Chennai, are the retiring Auditors and being eligible, offer themselves for re-appointment.

SPECIAL BUSINESS

4. To consider and if thought fit, to pass the following resolution as Ordinary Resolution.

APPOINTMENT OF WHOLE-TIME DIRECTOR:

“RESOLVED THAT Mr. R. P. Agrawal, who was appointed as an Additional Director by the Board of Directors of the company at their meeting held on 28th March 2012, with effect from 01.04.2012 pursuant to Section 260 of the Companies Act, 1956 and Articles of Association of the Company and who holds office only up to the date of the Annual General Meeting and in respect of whom the Company has received a Notice in writing, under section 257 of the Companies Act, 1956, from a Member signifying his intention to propose Mr. R. P. Agrawal as a candidate for the office of a Director of the Company, be and is hereby appointed a Director of the Company.”

“FURTHER RESOLVED THAT in accordance with the provisions of Sections 198, 269, 309, 310, 314 read with Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956, subject to the approval of the members of the company in general meeting, the approval of the Board be and is hereby accorded for the appointment of Mr. R.P. Agrawal, Director as Whole-Time Director of the company for a period of Five years with effect from 01.04.2012 on rotational basis, on a remuneration not exceeding of Rs. 75,000 per month inclusive of all prerequisites and allowances.”

“RESOLVED FURTHER THAT the authority be and is hereby granted to the Board of Directors to alter and vary the terms and conditions of the said appointment and / or agreement including authority, from time to time, to determine the amount of salary and commission, if any and amount of

perquisites and other benefits payable to, in such manner as may be agreed to between the Board of Directors and the Whole-Time Director provided, however, that the remuneration payable to him shall not exceed the limits prescribed under Section 198 & Schedule XIII to the Companies Act, 1956, including any amendment, modification, variation or re-enactment thereof.”

“RESOLVED FURTHER THAT in the event of any loss, absence or inadequacy of profits in any financial year, during the term of office of 5 years, the remuneration payable to him by way of salary, allowances, commission and perquisites shall not, without the approval of Central Government (if required), exceed the limits prescribed under the Companies Act, 1956, or any amendment, modification, variation or re-enactment thereof.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its power herein conferred to any committee of directors or director(s) to give effect to the above resolution.”

5. To consider and if thought fit, to pass the following resolution as Ordinary Resolution

“RESOLVED THAT Mr. N. Govindan, who was appointed as an Additional Director, with effect from 14th May 2012, by the Board of Directors of the company at their meeting held on 14th May 2012, pursuant to Section 260 of the Companies Act, 1956 and Articles of Association of the Company and who holds office only up to the date of the Annual General Meeting and in respect of whom the Company has received a Notice in writing, under section 257 of the Companies Act, 1956, from a Member signifying his intention to propose Mr. N. Govindan as a candidate for the office of a Director of the Company, be and is hereby appointed a Director of the Company liable to retire by rotation.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby severally authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its power herein conferred to any committee of directors or director(s) to give effect of the above resolution.”

By Order of the Board

Place : Chennai 20

Date : 10.08.2012

R.P. AGRAWAL

Whole Time Director

NOTES

1. A Member entitled to attend and vote at the above Meeting is entitled to appoint a Proxy to attend and vote instead of himself/herself and the Proxy need not be a Member of the Company. The Proxy Form duly completed must be delivered at the Registered Office of the Company not less than 48 hours before the time for holding the Meeting.

- 2 Please bring the Admission Slip with you duly filled in and hand over the same at the entrance of the Meeting Hall.
3. The Register of Members will remain closed from 21st September, 2012 to 28th September, 2012 (both days inclusive).

Explanatory Statement for the Items 4 and 5 are given below:

EXPLANATORY STATEMENT PURSUANT TO THE SECTION 173(2) OF THE COMPANIES ACT, 1956.

Item No:4

The Board of Directors has appointed Mr. R.P. Agrawal as Additional Director and considering his experience the Board has appointed him as Whole-Time Director on the same board meeting held on 28th March 2012 subject to the approval of members. As an additional director, he is liable to condition that he can hold the office only upto the date of the Annual General Meeting. In the meanwhile, the company has received the notice in writing from the member signifying his intention to propose Mr. R.P. Agrawal as candidate for the office of director. The resolution item no:4 is being placed before the shareholders for their approval.

As required under Section 302 of the Companies Act, 1956, the abstract of the terms of appointment of Mr. R.P. Agrawal and the memorandum signifying the concern or interest of the directors therein is stated above and in the resolution given in the Notice.

Provided that in case of loss or inadequacy of profit in any financial year, the remuneration as may be decided by the board of directors, will be treated as the minimum remuneration payable to the Directors since the same is within the limits prescribed under Part II of Schedule XIII of the Companies Act, 1956.

None of the directors are interested in the above resolution except Mr. R.P. Agrawal.

Item No:5

The board of directors has decided to appoint Mr. N. Govindan, Additional director as director of the company at the ensuing Annual General Meeting subject to the condition of holding the office by the additional directors only up to the date of Annual General Meeting. At the same time the company has received the notice in writing from the member signifying his intention to propose Mr. N. Govindan as candidate for the office of director. The board of director has appointed him as director, who is liable to retire by rotation with effective from 14th May 2012 subject to the approval of the members. Therefore the resolution item no:5 is being placed before the shareholders for their approval.

None of the directors are interested in the above resolution except Mr. N. Govindan.

By Order of the Board

Place : Chennai 20
Date : 10.08.2012

R.P. AGRAWAL
Whole Time Director

DIRECTORS' REPORT

Dear Shareholders,

Your Directors present their Report together with the Audited Accounts for the year ended 31st March, 2012.

FINANCIAL RESULTS

(Rs. In lakhs)
2011-2012 2010-2011

| | | |
|--|----------------|---------|
| Profit/(Loss) before Interest and Depreciation | (13.56) | (25.24) |
| Add/Less: Interest | Nil | Nil |
| Profit before Depreciation | (13.56) | (25.24) |
| Add/Less: Depreciation | 5.86 | 7.00 |
| Profit/(Loss) before Tax | (19.42) | (32.24) |
| Tax Expenses related to earlier years | 0 | (25.84) |
| Profit/(Loss) carried over to Balance Sheet | (19.42) | (58.08) |

The formalities of leasing of Land & Buildings to M/s. Apollo Hospitals Enterprise Ltd have been completed in all respect on 4th May 2012 and the Land & Buildings of the Company have been handed over to M/s. Apollo Hospitals Enterprise Ltd on 4th May 2012 as per the Lease Agreement. With this, the Company will be earning lease rental only. However, the Company is also planning to venture into other activities in due course of time.

PERFORMANCE & PROSPECTS

The Company during the year earned a sum of Rs. 27.61 lac through job work to M/s MTL Instruments (P). Ltd and a sum of Rs. 18.46 lac as rental income. The corresponding figure for the previous year was Rs. 24.37 lac and 15.26 lac respectively.

DEBENTURE REDEMPTION - PUBLIC

During the year only a sum of Rs. 0.23 lakhs have been claimed by the Debenture holder and a sum of Rs. 86.40 lakhs still remains unclaimed.

DIRECTORS

Sri. J. Narayanmurty is retiring at this meeting by rotation and being eligible, offers himself for reappointment.

During the year under review, Sri. K. Venkateswaran has resigned as Director of the Company with effect from 01.04.2012 and the Board wishes to place on record the contributions made by him to the Company.

The Board has appointed Sri. R.P. Agrawal as Additional Director and Whole Time Director with effect from 1st April 2012.

During the year under review, the Board has also appointed Sri. N. Govindan as an Additional Independent Director of the Company with effect from 14.05.2012.

Resolutions seeking the approval of the members for the above appointments has been incorporated in the Notice of the Annual General Meeting and the brief detail about Sri. J. Narayanmurty, Sri. R. P. Agrawal and Sri. N. Govindan has been provided in the Corporate Governance Report.

AUDITORS

The Auditors M/s.P. Chandrasekar, Chartered Accountants, retire at the forthcoming Annual General Meeting and being eligible offer themselves for re-appointment.

PERSONNEL

There was no Employee covered by the Provisions of Section 217 (2A) of the Companies Act, 1956.

RESPONSIBILITY STATEMENT

The Directors confirm:

1. that in the Preparation of Final Accounts, the applicable Accounting Standards had been followed along with proper explanation relating to material departures;
2. that they had selected such Accounting Policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the Financial Year and of the Profit or Loss of the Company for that period;
3. that they had taken proper and sufficient care for the maintenance of adequate Accounting Records in accordance with the provisions of Companies Act, 1956 for safeguarding the Assets of the Company and for preventing and detecting fraud and other irregularities;
4. that they had prepared the Annual Accounts on a Going Concern basis.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGE INFLOW & OUTGO

Prescribed particulars under Section 217(1)(e) of the Companies Act, 1956 are furnished as **Annexure-A** to this Report.

CORPORATE GOVERNANCE

As a listed Company, necessary measures are taken to comply with the listing agreements with stock exchanges. A report on Corporate Governance, along with certificate of Compliance from a Chartered Accountant forms **Annexure-B** to this report.

ACKNOWLEDGEMENT

Your Directors take this opportunity to convey their thanks to all the valued shareholders and the valuable services rendered by the Officers and Staffs at all levels.

For and on behalf of the Board

Place : Chennai 20

Date : 10.08.2012

R.P. AGRAWAL

Director

M. S. MEERAMOHIDEEN

Director

ANNEXURE A TO DIRECTORS' REPORT**INFORMATION AS PER SEC.217 (1)(E) READ WITH COMPANIES (DISCLOSURE OF PARTICULARS IN THE REPORT OF THE BOARD OF DIRECTORS) RULES, 1988 AND FORMING PART OF THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH 2012.****A. CONSERVATION OF ENERGY**

Your Company is not a Power Intensive Industry and hence the scope for conservation of energy is not much. However, efforts to reduce and optimise the use of energy through improved operation and other means continue.

Details of Consumption of Electricity

| | 2011-2012 | 2010-2011 |
|---------------------|-----------|-----------|
| Units (KWH) | 9,440 | 21,783 |
| Cost (Rs.) | 77,515 | 1,21,342 |
| Rate Per Unit (Rs.) | 8.22 | 5.57 |

B. TECHNOLOGY ABSORPTION

- a. As per From B - Not applicable
- b. Research and Development (R&D)
 - i. Specific areas in which Research and Development carried out by the Company - NIL
 - ii. Benefits derived as a result of the above Research and Development - NIL
 - iii. Future plan of action - the Company has tentative proposals to introduce Research and Development division in the next two years.
 - iv. Expenditure on Research and Development as a Percentage of the turnover:
 - a. Capital - NIL
 - b. Recurring - NIL
 - c. Total - NIL
 - d. Total Research and Development as a percentage of Turnover. NA

II Technology, Absorption, Adoption and Innovation

- i. Efforts made - NIL
- ii. Benefits derived
 1. Production Improvement -NIL
 2. Cost reduction -NIL
 3. Import substitution -NA
- iii. Technology imported - NA

| | |
|---|------|
| Year of Report | - NA |
| Has technology been fully absorbed | - NA |
| If not fully absorbed areas where this has not been absorbed reasons therefore and future plans of action | - NA |

C. FOREIGN EXCHANGE EARNINGS AND OUTGO

| | 2011-12 | 2010-2011 |
|---------------------------------|---------|-----------|
| Earnings in Foreign Exchange | Nil | Nil |
| Expenditure in Foreign Currency | Nil | Nil |

Since the Company has not carried on any export during the financial year under review, the disclosures requirement relating to exports, initiatives taken to increase exports; development of new export markets for products and services and export plans doesn't arise.

**ANNEXURE B TO DIRECTOR'S REPORT -
CORPORATE GOVERNANCE**

1. BOARD OF DIRECTORS

The Board of Directors of the company comprises of Executive, Non-Executive and Independent Directors. In all there are 3 Directors, comprising of 2 Executive Directors and one Independent Director.

Number of Board Meetings Held, dates on which held:

During the financial year 2011-2012 viz., from 1st April 2011 to 31st March 2012 five (5) Board meetings were held on the following dates: 29th April 2011, 25th July 2011, 31st October 2011, 27th January 2012 and 28th March 2012. The Annual General Meeting was held on 30th September 2011.

The Names of Board Members, their attendance at Board Meetings and Board Committee Memberships held by them as on 31.3.2012 are given below:-

| Name of the Director | Category | Attendance Particulars | | Number of Directorships in other Public companies and Committee Members/ Chairmanships | | |
|------------------------|---|------------------------|--------------------|--|---|---|
| | | Board Meetings | Last AGM (Yes/ No) | Other Directorships | Committee Memberships (other than Dynavision) | Committee Chairmanships (other than Dynavision) |
| Sri.M.S.Meeramohideen | Executive Director | 5 | Yes | - | - | - |
| Sri.K. Venkateswaran | Executive Director | 5 | Yes | - | - | - |
| Sri. J. Narayana Murty | Non-Executive Independent Director | 1 | No | 1 | 1 | 1 |

PROFILE OF THE BOARD OF DIRECTORS

Sri. J. Narayanamurty, aged 70, is first class post graduate from Andhra University. He also holds a certificate (CAIIB) from Indian Institute of Bankers. Sri. J. Narayanamurty has varied experience of over 40 years in The Reserve Bank of India and IDBI Bank heading senior position in the department of project appraisal follow up, Inter Institutional Coordination and Internal audit. He had training in Japan Development Bank. He retired as Director / Chief General Manager from IDBI in 2003.

Sri. R. P. Agrawal, aged 64, is a Commerce Graduate from the Calcutta University. He joined Dynavision Limited in the year 1980 as a Manager, Accounts and has been elevated to various position and was first appointed as a Director of the Company in the year in Oct 1999 until Dec 2005. He has an overall experience of 45 years in the field of accounts and finance. He holds no other Directorship.

Sri. N. Govindan, aged 58, is a Commerce Graduate from the University of Madras and has an experience of above 34 years in the field of accounts and finance. He holds no other Directorship.

2. AUDIT COMMITTEE

The Audit Committee was constituted to provide direction and oversees the audit functions of the Company, including the quality of Internal and Management Audits.

The functions of the Audit Committee include Review of Inspections and Audits, compliance with Inspection and Audit Reports and Periodical Review of Accounting Policies & Systems.

Composition

The Audit Committee comprised of three Directors and the Committee met 4 times during the year. The details of composition of the Committee and attendance are given below:-

| Name of Member | Number of Meetings attended |
|------------------------|-----------------------------|
| Sri. J. Narayanamurty | 1 |
| Sri.K.Venkateswaran | 4 |
| Sri.M.S. Meeramohideen | 4 |

The Meetings were chaired by Sri. J. Narayanamurty and in his absence Sri. K. Venkateswaran chaired the Meetings.

The responsibility of work is distributed between the Directors to have better understanding and implementation.

The Audit Committee was reconstituted on 28th March 2012 upon appointment of Sri. R. P. Agrawal with effect from 01.04.2012 pursuant to the resignation of Sri. K. Venkateswaran. The reconstitution will be valid from 01.04.2012.

3. SHARE TRANSFER COMMITTEE/SHAREHOLDERS' GRIEVANCE COMMITTEE

The Committee consisted of two Directors, namely, Sri.K.Venkateswaran & Sri. M.S. Meeramohideen, In all, Six Meetings were held and were duly attended by both the Committee Members. The Meetings were chaired by Sri.K.Venkateswaran. Since the Company did not receive any complaints, there was no necessity to conduct the Share Holders' Grievance Committee Meetings.

The Share Transfer Committee / Shareholders Grievance Committee was reconstituted on 28th March 2012, upon appointment of Sri. R.P. Agrawal with effect from 01.04.2012, pursuant to the resignation of Sri. K. Venkateswaran. The reconstitution will be valid from 01.04.2012.

Name of the Compliance Officer: Sri R.P. Agrawal.

4. REMUNERATION COMMITTEE

All the three Directors namely Sri. K. Venkateswaran, Sri. J. Narayanamurty and Sri. M. S. Meeramohideen are Members of the Remuneration Committee. All the increments/remuneration etc., are decided at the Board Meetings collectively.

During the year, the Remuneration Committee met on 28th March 2012 with regard to the appointment of Sri. R.P. Agrawal as Whole Time Director.

The details of the remuneration paid/payable to the Directors during the Financial Year 2011-2012, shareholding and relationships with Directors are as under:

| Name of the Director | Salary & Prerequisites (Rs.) | Sitting (Rs.) | No. of Shares held as on 31.03.2012 | Relationship with Directors |
|--------------------------|------------------------------|---------------|-------------------------------------|-----------------------------|
| Sri. M. S. Meeramohideen | 3,94,472 | - | - | - |
| Sri. K. Venkateswaran | 3,72,176 | - | - | - |
| Sri. J. Narayanamurty | - | - | - | - |

The Remuneration Committee was reconstituted on 28th March 2012 upon appointment of Sri. R.P. Agrawal with effect from 01.04.2012 pursuant to the resignation of Sri. K. Venkateswaran. The reconstitution will be valid from 01.04.2012.

5. GENERAL BODY MEETINGS

The details of General Body Meetings held in the last 3 years are given below:-

| General Body Meeting | Day, Date, Year | Time | Venue |
|----------------------|------------------------------|----------|--|
| 34 th AGM | Wednesday the 30th Sept.2009 | 10.15 am | Near Dr.VSI Estate, Kottivakkam, Chennai 41. |
| 35 th AGM | Thursday the 30th Sept.2010 | 10.15 am | Near Dr.VSI Estate, Kottivakkam, Chennai 41. |
| 36 th AGM | Friday the 30th Sept.2011 | 10.15 am | Near Dr.VSI Estate, Kottivakkam, Chennai 41. |

I. Special Resolution Passed in the Past three AGM's:-**2010-2011**

No special resolutions were passed in this annual general meeting.

2009-2010

No special resolutions were passed in this annual general meeting.

2008-2009

No special resolutions were passed in this annual general meeting.

II. Postal Ballots:

During the financial year under review, one special resolution for obtaining the power to lease the Company's immovable properties was passed through Postal Ballot.

| Item No. | No. of Ballots Received | No. of Invalid Ballots Received | Votes cast favour (number of shares) | Votes Cast against (number of shares) |
|----------|-------------------------|---------------------------------|--------------------------------------|---------------------------------------|
| 1. | 687 | 47 | 21,51,968 | 8,174 |

6. DISCLOSURES

- Related Party Transactions: The Company has not entered into any transactions of a material nature with the Promoters, the Directors or the Management, their subsidiaries or relatives, etc, that may have potential conflict with the interests of the Company except those that have been disclosed. The necessary disclosures regarding the transaction are given in the Notes to the Accounts.
- There are no instances of non-compliance by the Company, Penalties, strictures imposed on the Company by the Stock exchanges or SEBI or any statutory authority on any matter related to Capital Markets during the last three years.
- The company does not have a Whistle Blower Policy and no employee has been denied access to approach the audit committee to report any serious concerns.
- The company has complied with all the mandatory requirements of Clause 49 of the listing agreement.

7. STATUTORY COMPLIANCE, PENALTIES AND STRICTURES

Details of non-compliances, penalties, strictures by Stock Exchanges/ SEBI/Statutory Authorities on any matter related to Capital Markets during the last three years.

The Company's shares are listed from April 1990 and there are no adverse reports against the Company. The Company has complied with the requirements of the Stock Exchanges, SEBI and Statutory Authorities on all matters related to capital markets. There are no penalties or strictures imposed on the Company by the Stock Exchanges or SEBI or any statutory Authorities relating to the above.

8. PECUNIARY RELATIONSHIP OR TRANSACTIONS WITH THE NON-EXECUTIVE DIRECTORS

Nil

9. MEANS OF COMMUNICATION

Financial Results

The quarterly financial results are usually published in the News Today (English) and Maalai Sudar (Tamil)

10. MANAGEMENT DISCUSSIONS & ANALYSIS REPORT

Since the Company was not having any major activity and hence there was no Discussions held. As and when the Company resumes activity, a formal Report will be published in the Annual Report.

11. GENERAL SHAREHOLDER INFORMATION**Thirty Seventh Annual General Meeting**

| Date | Time | Venue |
|------------------------------------|------------|---|
| Friday the 28th September, 2012 | 10.15 a.m. | Sri Vidya Kalyan Mahal, Old. No. 142, (L.B. Road), New No. 74, Kalki Krishnamoorthy Salai, Thiruvanniyur, Chennai - 600 020. |

| | | |
|--------------------|---|--|
| Financial Calendar | : | 1 st April to 31st March |
| Book Closure | : | 21 st September, 2012 to 28 th September, 2012 (both days inclusive) |

| | | |
|-----------------------|---|----------------|
| Record Dates | : | Nil |
| Dividend Payment Date | : | Not Applicable |

Listing with Stock Exchanges (with stock code)

Regional Stock Exchange Code for Dynavision Ltd.

Madras Stock Exchange Ltd. DVS
Exchange Building
Post Box No.183
11 Second Line Beach
Chennai 600 001.

The Stock Exchange, Mumbai 517238
Phiroze Jeejeebhoy Towers
25th Floor, Dalal Street
Mumbai 400 001.

MARKET PRICE INFORMATION

We have been informed by The Madras Stock Exchange Ltd., vide their letter dt 18.07 2012, that during the Financial Year there was no transaction in the Equity Shares of Dynavision Limited. Further, as per information derived from the website of Stock Exchange Mumbai that no trading took place during the year under review.

DEMATERIALISATION

The Company's applications to M/s. Central Depository Services (India) Ltd., & M/s. National Securities Depository Ltd., for dematerialisation were rejected by both the depositories, as such the Company's Shares are being handled through manual mode only.

Share holding pattern of Dynavision Limited as at March 31, 2012

| SL. NO. | CATEGORY | NO. OF SHARES HELD | PERCENTAGE OF SHARE HOLDING |
|---------------------------------|--|--------------------|-----------------------------|
| A PROMOTERS' HOLDING | | | |
| 1 | Promoters | | |
| | -Indian Promoter | 2105410 | 54.83 |
| | -Foreign Promoters | Nil | Nil |
| | Sub-Total(A) | 2105410 | 54.83 |
| B NON-PROMOTERS' HOLDING | | | |
| 1 | Institutional Investors | Nil | Nil |
| 2 | Mutual Funds and UTI | Nil | Nil |
| 3 | Banks, Financial Institutions, Insurance Companies (Central/State Govt. Institutions/ Non-Govt.Institutions) | | |
| | -TIDCO | 1000 | 0.03 |
| 4 | FIIS | Nil | Nil |
| | Sub-Total (B) | 1000 | 0.03 |
| C OTHERS | | | |
| 1 | Private Corporate Bodies | 53530 | 1.39 |
| 2 | Indian Public | 1680060 | 43.75 |
| 3 | NRI/OCBs | Nil | Nil |
| 4 | Any Other | Nil | Nil |
| | Sub-Total(C) | 1733590 | 45.14 |
| | GRAND TOTAL (A+B+C) | 3840000 | 100.00 |

DISTRIBUTION OF SHARES HELD AS AT MARCH 31st, 2012

| No. of Shares Held | No. of Share Holders | % of Total | Share Amount | % of Total |
|--------------------|----------------------|---------------|-----------------|---------------|
| Upto 5000 | 22902 | 99.97 | 16653600 | 43.37 |
| 5001 10000 | 4 | 0.02 | 217500 | 0.57 |
| 10001 20000 | 1 | 0.00 | 163600 | 0.43 |
| 20001 30000 | 0 | 0.00 | 0 | 0.00 |
| 30001 40000 | 1 | 0.00 | 311200 | 0.81 |
| 40001 50000 | 0 | 0.00 | 0 | 0.00 |
| 50001 100000 | 0 | 0.00 | 0 | 0.00 |
| 100001& Above | 1 | 0.00 | 21054100 | 54.83 |
| Total | 22909 | 100.00 | 38400000 | 100.00 |

PLANT LOCATION

Near Dr. VSI Estate, Kottivakkam, Chennai - 600 041.

ADDRESS FOR CORRESPONDENCE

16B, 1st Floor, Balaraman Road, Adyar, Chennai - 600 020.

DECLARATION:

The Board has laid down a code of Conduct for all Board Members and Senior Management Staff of the Company which reads as follows:

Code of Conduct for Board members and the Senior Management

Members of the Board and the Senior Management, shall

- Always act in the best interest of the Company and its stakeholders.
- Adopt the highest standards of personal ethics, integrity, confidentiality and discipline in dealing with all matters relating to the Company.
- Apply themselves diligently and objectively in discharging their responsibilities and contribute to the conduct of the business and the progress of the Company, and not be associated simultaneously with competing organisations either as a Director or in any managerial or advisory capacity, without the prior approval of the Board.
- Always adhere and conform to the various statutory and mandatory regulations/guidelines applicable to the operations of the Company avoiding violations or non-conformities.
- Not derive personal benefit or undue advantages (financial or otherwise) by virtue of their position or relationship with the Company, and for this purpose.
 - shall adopt total transparency in their dealings with the Company.
 - shall disclose full details of any direct or indirect personal interests in dealings/transactions with the Company.
 - shall not be party to transactions or decisions involving conflict between their personal interest and the Company's interest.
- Conduct themselves and their activities outside the Company in such manner as not to adversely affect the image or reputation of the Company.
- Inform the Company immediately if there is any personal development (relating to his/her business/professional activities) which could be incompatible with the level and stature of his position and responsibility with the Company.
- Bring to the attention of the Board, Chairman or the Managing Director as appropriate, any information or development either within the Company (relating to its employees or other stakeholders) or external, which could impact the Company's operations, and which in the normal course may not have come to the knowledge of the Board/Chairman or Managing Director.
- Always abide by the above Code of Conduct, and shall be accountable to the Board for their actions/violations/defaults.
The Board Members and Senior Management Staff of the Company have affirmed compliance with the code of conduct.

ACKNOWLEDGEMENT

The Directors wish to place on record their appreciation of the devoted service of all the Employees of the Company. The Board further wish to place on record its appreciation of the various Government Agencies, Banks and Shareholders and look forward to their continued support in future.

For and on behalf of the Board

Place : Chennai 20
Date : 10.08.2012

R. P. AGRAWAL
Director.

M.S. MEERAMOHIDEEN
Director.

AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**To the Members of Dynavision Limited**

We have examined the compliance of conditions of Corporate Governance by Dynavision Limited for the year ended 31st March, 2012 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange(s).

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 the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us, and the representations made by the Directors and the Management, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

As required by the Guidance Note issued by the Institute of Chartered Accountants of India, we have to state that as per the records maintained and certified by the Company, there were no investor grievances remaining unattended/ pending for more than 30 days as at 31st March, 2012.

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

For **P. CHANDRASEKAR**
Chartered Accountants
FRN 000580s

Place : Chennai 28
Date : 10.08.2012

S.BABU
Partner
Membership No: 024136

REPORT OF THE AUDITORS TO THE MEMBERS OF DYNAVISION LIMITED

1. We have audited the attached Balance Sheet of Dynavision Limited as at 31st March, 2012 Statement of Profit & Loss and Cash Flow Statement for the year ended on that date annexed thereto. These Financial Statements are the responsibility of the Company's Management. Our responsibility is to express an opinion on these Financial Statements based on our audit.
2. We conducted our Audit in accordance with Auditing Standards generally accepted in India. Those standards require that we plan and perform the Audit to obtain reasonable assurance about whether the Financial Statements are free of material misstatement. An Audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the Financial Statements. An Audit also includes assessing the Accounting Principles used and significant estimates made by the Management, as well as evaluating the overall Financial Statements presentation. We believe that our Audit provides a reasonable basis for our opinion.
3. As required by the Companies (Auditors Report) Order, 2003 issued by the Central Government of India in terms of Section 227 (4A) of the Companies Act, 1956, we enclose in the Annexure, a Statement on the matters specified in Paragraphs 4 and 5 of the said order to the extent they are applicable to the Company.
4. Further to our comments in the Annexure referred to above, 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 it appears from our examination of such Books.
 - c. The Balance Sheet, Statement of Profit & Loss Account and Cashflow Statement referred to in this Report are in agreement with the Books of Account produced.

- d. In our opinion the Balance Sheet, Profit & Loss Account and Cashflow Statement dealt with by this Report, comply with the Accounting Standards referred to in Sub-Section (3C) of Section 211 of the Companies Act, 1956 to the extent such Standards have been made applicable by the Institute of Chartered Accountants of India.
- e. On the basis of written representation received from the Directors of the Company as at 31.03.2012, and taken on record by Board of Directors, none of the Directors is disqualified from being appointed as Director in terms of Clause (g) of sub-section (1) of Section 274 of the Companies Act, 1956.
5. In our opinion and to the best of our information and according to the explanations given to us, the said Accounts read together with the notes thereon and schedules attached thereto which have been prepared on the principles applicable to going concern basis for the reasons stated in Note No.14(ii)3 to the accounts give the information required by the Companies Act 1956, in the manner so required and give a true and fair view, in conformity with the Accounting Principles generally accepted in India:-
- i. In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2012;
 - ii. In the case of Statement of Profit & Loss Account, of the Loss for the year ended on that date; and
 - iii. In the case of Cash Flow Statement, of the cash flows for the year ended on that date.
- For **P. CHANDRASEKAR**
Chartered Accountants
FRN 000580s
- S. BABU**
Partner
Membership No. : 024136
- Place : Chennai 28
Date : 10.08.2012
- ANNEXURE REFERRED TO IN PARAGRAPH 3 OF OUR REPORT OF EVEN DATE**
- i. a. The Company is maintaining proper Records showing full particulars, including quantitative details and situation of Fixed Assets.
 - b. Fixed Assets were physically verified during the year by the Management, with a programme of verification which in our opinion provides for physical verification of all the fixed assets at reasonable intervals.
 - c. Substantial amount of the Fixed assets have not been sold during the current year affecting Going concern.
 - ii. The Company has not held any inventory, hence no comment is offered, in regard to physical verification of inventory, procedures of physical verification, and discrepancies noticed between book stock and physical inventory.
 - iii. During the year, the Company has not availed/ granted Loans from/to Companies, Firms or other parties listed in the Register maintained under Section 301 of the Companies Act, 1956, other than monies brought in by Promoters for meeting day to day expenses.
 - iv. In our opinion and according to the information and explanations given to us, there are adequate Internal Control Procedures commensurate with the size of the Company and the nature of its business for the purchase of Fixed Assets and for the rendering of services. During the course of our Audit, we have not observed any continuing failure to correct major weaknesses in Internal Controls.
 - v. According to the information and explanations given to us, there are no transactions of purchase of goods and materials and sale of goods, materials and services made in pursuance of Contracts or Arrangements that are required to be entered in the Registers maintained under Section 301 of the Companies Act, 1956 in respect of any Party during the year.
 - vi. The Company has not accepted any Deposits from the Public during the year requiring compliance of provisions of Section 58 A and 58 AA or any other

- relevant provisions of the Companies Act 1956. An aggregate sum of **Rs.2379.21** lakhs (net of repayments) has been brought in so far as per directives of BIFR by the Promoter, as Interest Free Unsecured Loan as per the Declaration filed with the Company.
- vii. The Company has an adequate Internal Audit System commensurate with the size of the company and the nature of its business.
- viii. The Central Government has not prescribed the maintenance of Cost Records under Section 209(1)(d) of the Companies Act, 1956 for any of the products of the Company.
- ix. a. According to the informations and explanations given to us, the company has been regular in depositing undisputed Statutory dues including Employees Provident Fund, Employees State Insurance, Investor Protection Fund, Income Tax, Sales Tax, Wealth Tax, Service Tax, Customs Duty, Excise Duty, Cess and other Statutory dues with the appropriate authorities during the year.
- b. According to the information and explanations given to us, no undisputed amounts payable in respect of income tax, service tax etc were in arrears as at 31.3.2012 for a period of more than six months from the date of becoming payable.
- c. As per the information and explanation made available to us and based on records produced to us there are no statutory dues which have not been deposited on account of Dispute.
- x. The Company has accumulated losses aggregating to Rs.3210.17 lakhs as at 31.3.2012, and is more than 50% of its Net Worth. The company has incurred Cash Loss during the Current Year and also has incurred cash loss in the immediately preceding Financial Year.
- xi. As on 31/03/2012 the company has not defaulted repayment of Dues to Debenture Holders, Banks and Financial Institutions.
- xii. The Company has not granted any Loan or Advance on the basis of Security by way of pledge of Shares, Debentures and other Securities.
- xiii. The provisions of Special Statute relating to Chit Fund/ Nidhi are not applicable to this Company.
- xiv. The Company is not dealing in or trading in Shares, Securities, Debentures and other Investments.
- xv. According to the information and explanations given to us, the Company has not given any Guarantee for loans taken by others from Banks and financial institutions during the financial year.
- xvi. To the best of our knowledge and belief and according to the information and explanations given to us, no term loan was availed by the Company during the current year.
- xvii. According to the Cash flow statement and other records examined by us and based on the information and explanations given to us, and on an overall basis, funds have not been raised on short term basis. Accordingly our comment in regard to the utilization of the same for long term purposes is not applicable.
- xviii. During the year, the Company has not made any preferential allotment of Shares to Parties and Companies covered in the Register maintained under Section 301 of the Companies Act, 1956.
- xix. No Debentures have been issued by the Company during the year.
- xx. The Company has not raised any money by way of Public Issue during the year.
- xxi. To the best of our knowledge and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the Financial year that causes the Financial Statements to be materially misstated.

For **P. CHANDRASEKAR**

Chartered Accountants

FRN 000580s

Place : Chennai 28

Date : 10.08.2012

S. BABU

Partner

Membership No. : 024136

BALANCE SHEET AS AT 31ST MARCH, 2012

| | | (Amt in INR) | (Amt in INR) |
|---|----------|---------------------------------|---------------------------------|
| | Note No. | As at 31st <u>March 2012</u> | As at 31st <u>March 2011</u> |
| I. EQUITY AND LIABILITIES | | | |
| 1. Shareholder's Funds | | | |
| a. Share Capital | 1 | 38,379,095 | 38,379,095 |
| b. Reserves and Surplus | 2 | (307,965,386) | (306,023,500) |
| 2. Non-Current Liabilities | | | |
| a. Long-term borrowings | 3 | 280,116,376 | 278,169,076 |
| b. Other Long-term Liabilities | 4 | 5,182,289 | 5,606,564 |
| c. Long term provisions | 5 | 1,277,804 | 1,335,392 |
| 3. Current Liabilities | | | |
| a. Trade Payables | | 139,770 | 135,814 |
| b. Other Current Liabilities | 6 | 8,743,162 | 8,974,065 |
| Total | | <u>25,873,110</u> | <u>26,576,506</u> |
| II. ASSETS | | | |
| 1. Non-current assets | | | |
| a. Fixed assets | 7 | | |
| (i) Tangible assets | | 14,356,849 | 15,530,828 |
| (ii) Intangible assets | | --- | --- |
| b. Long term loans and advances | 8 | 1,368,826 | 872,713 |
| 2. Current assets | | | |
| a. Trade Receivables | 9 | 217,091 | 438,888 |
| b. Cash and Bank Balances | 10 | 9,930,344 | 9,734,077 |
| Total | | <u>25,873,110</u> | <u>26,576,506</u> |
| Significant Accounting Policies and Notes to Financial Statements | 14 | | |

As per our Report of even date

For and on behalf of the Board

For **P. CHANDRASEKAR**
 CHARTERED ACCOUNTANTS
 Firm Regn. No: 000580s

R.P. AGRAWAL
 DIRECTOR

S. BABU
 PARTNER
 Membership No. 024136

M. S. MEERAMOHIDEEN
 DIRECTOR

Place : Chennai 28
 Date : 10.08.2012

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH, 2012

| | Note No. | For the Year Ended 31st March 2012 | For the Year Ended 31st March 2011 |
|--|----------|--|--|
| III. INCOME | | | |
| Revenue from operations | | 2,760,536 | 2,437,498 |
| Other Income | 11 | 2,008,795 | 1,545,260 |
| Total Income | | 4,769,331 | 3,982,758 |
| IV. EXPENDITURE | | | |
| Employee benefit expenses | 12 | 3,756,848 | 3,691,203 |
| Depreciation and amortization expense | 7 | 586,235 | 700,242 |
| Other Expenses | 13 | 2,368,134 | 2,815,400 |
| Total expenses | | 6,711,217 | 7,206,845 |
| V. Profit before Tax (III - IV) | | <u>(1,941,886)</u> | <u>(3,224,087)</u> |
| VI. Tax Expenses relating to earlier years | | --- | <u>2,584,333</u> |
| VII. Net Profit/ (Loss) for the year | (V-VI) | <u>(1,941,886)</u> | <u>(5,808,420)</u> |
| VIII. Earning per equity share: | | | |
| Weighted average no. of shares outstanding during the period | | 3,840,000 | 3,840,000 |
| Nominal Value per Equity Share | | 10 | 10 |
| Earnings per share | | | |
| - Basic & Diluted EPS | | (0.51) | (1.51) |

Significant Accounting Policies and Notes to Financial Statements

14

As per our Report of even date

For and on behalf of the Board

For **P. CHANDRASEKAR**
CHARTERED ACCOUNTANTS
Firm Regn. No: 000580s

R.P. AGRAWAL
DIRECTOR

S. BABU
PARTNER
Membership No. 024136

M. S. MEERAMOHIDEEN
DIRECTOR

Place : Chennai 28

Date : 10.08.2012

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2012

| | Year Ended March 31, 2012 (Rs.) | Year Ended March 31, 2011 (Rs.) |
|--|---------------------------------------|---------------------------------------|
| A. CASH FLOW FROM OPERATING ACTIVITIES | | |
| Profit / (Loss) before Tax as per Profit and Loss Account | (1,941,886) | (3,224,087) |
| Adjusted for: | | |
| Depreciation / Amortisation | 586,235 | 700,242 |
| Interest Income on Bank Deposits | -- | (3,030) |
| Profit on Sale of Fixed assets | (162,256) | (15,980) |
| Operating Profit before working Capital changes | (1,517,907) | (2,542,855) |
| Adjustments for changes in working capital | | |
| Trade Receivables | 221,797 | (147,591) |
| Trade and other Payable | (686,186) | 37,997 |
| Loans and Advances | (496,113) | 1,633,363 |
| Cash Generated from Operations | (2,478,409) | (1,019,086) |
| Interest received | -- | 3,030 |
| Taxes paid | -- | (2,584,333) |
| Net Cash from / (used in) Operating Activities | (2,478,409) | (3,600,389) |
| B. CASH FLOW FROM INVESTING ACTIVITIES | | |
| Purchase of Fixed Assets | -- | (316,200) |
| Sale of Fixed Assets | 750,000 | 15,980 |
| Net Cash from / (used in) Investing Activities | 750,000 | (300,220) |
| C. CASH FLOW FROM FINANCING ACTIVITIES | | |
| Increase/(Decrease) of Unsecured Loans | 1,947,300 | 3,942,658 |
| Net Cash from / (used in) Financing Activities | 1,947,300 | 3,942,658 |
| Net Increase / (Decrease) in Cash and Cash Equivalents (A+B+C) | 218,891 | 42,049 |
| Cash and Cash Equivalents at the beginning of the year | 1,070,886 | 1,028,837 |
| Cash and Cash Equivalents at the end of the year | 1,289,777 | 1,070,886 |
| Net Increase in Cash and Cash equivalents | 218,891 | 42,049 |

This is the Cash Flow Statement referred to in our Report of even date

For and On behalf of the Board

For **P. CHANDRASEKAR**
CHARTERED ACCOUNTANTS
Firm Regn. No: 000580s

R.P. AGRAWAL
DIRECTOR

S. BABU
PARTNER
Membership No. 024136

M. S. MEERAMOHIDEEN
DIRECTOR

Place : Chennai 28
Date : 10.08.2012

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012

| | As at March 31.03.2012 Rs. | As at March 31.03.2011 Rs. |
|---|---|---|
| Shareholder's Fund | | |
| NOTE 1: SHARE CAPITAL | | |
| Authorised Capital 50,00,000 Equity Shares of Rs.10 each | 50,000,000 | 50,000,000 |
| Issued, Subscribed & Paid-up Capital 38,40,000 Equity Shares of Rs.10 each | 38,400,000 | 38,400,000 |
| Less: Calls in Arrears | 20,905 | 20,905 |
| TOTAL | 38,379,095 | 38,379,095 |

Reconciliation of share outstanding at the beginning and at the end of the year.

| | No's | Rs. | No's | Rs. |
|---|------------------|-------------------|------------------|-------------------|
| Equity Shares | | | | |
| Shares Outstanding at the beginning of the year | 3,840,000 | 38,400,000 | 3,840,000 | 38,400,000 |
| Shares issued during the year at face value Rs.10/- | -- | -- | -- | -- |
| Shares bought back during the year | -- | -- | -- | -- |
| Shares outstanding at the end of the year | 3,840,000 | 38,400,000 | 3,840,000 | 38,400,000 |

Shareholders holding more than 5% shares

Equity Shares

| Name of Equity Shareholder (Equity Shareholder holding more than 5% of Equity Share Capital) | No's | % of holding | No's | % of holding |
|---|-----------|--------------|-----------|--------------|
| Shri P. Vijaya Kumar Reddy | 2,105,410 | 54.83% | 2,105,410 | 54.83% |
| | 2,105,410 | 54.83% | 2,105,410 | 54.83% |

As at March 31, 2012
Rs. Rs.

As at March 31, 2011
Rs. Rs.

Note 2:

RESERVES AND SURPLUS

a. Securities Premium Reserve

| | | | | |
|----------------------------------|-------------|--|-------------|--|
| Opening Balance | 1,30,51,892 | | 1,30,51,892 | |
| (+) Current Year Transfer | - | | - | |
| (-) Written Back in Current Year | - | | - | |
| Closing Balance | 1,30,51,892 | | 1,30,51,892 | |

b. Surplus

| | | | | |
|--------------------------------------|----------------------|--|----------------------|--|
| P&L - Opening balance | (319,075,392) | | (313,266,972) | |
| (+) Net Profit / (Loss) for the Year | (1,941,886) | | (5,808,420) | |
| Closing Balance | (321,017,278) | | (319,075,392) | |
| Total | (307,965,386) | | (306,023,500) | |

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31st MARCH, 2012

| | <u>31.03.2012</u> Rs. | <u>31.03.2011</u> Rs. |
|---|---------------------------|---------------------------|
| Note 3: | | |
| Long Term Borrowings | | |
| Unsecured: | | |
| Borrowing from Promoters and Associates | 280,116,376 | 278,169,076 |
| TOTAL | <u><u>280,116,376</u></u> | <u><u>278,169,076</u></u> |

Note 4:**Other Long Term Liabilities**

| | | |
|-------------------|-------------------------|-------------------------|
| Trade Payable | 3,757,289 | 4,431,564 |
| Deposits received | 1,425,000 | 1,175,000 |
| TOTAL | <u><u>5,182,289</u></u> | <u><u>5,606,564</u></u> |

| | <u>31.03.2012</u> Rs. | <u>31.03.2011</u> Rs. |
|------------------------------|--------------------------|--------------------------|
| Note 5: | | |
| Long Term Provisions: | | |
| Provision for Gratuity | 1,277,804 | 1,335,392 |
| TOTAL | <u><u>1,277,804</u></u> | <u><u>1,335,392</u></u> |

Note 6:**Other Current Liabilities**

| | | |
|------------------------|-------------------------|-------------------------|
| Creditors for Expenses | 72,460 | 260,510 |
| Statutory Dues | 30,135 | 50,364 |
| Unclaimed Debentures | 8,640,567 | 8,663,191 |
| TOTAL | <u><u>8,743,162</u></u> | <u><u>8,974,065</u></u> |

**NOTE 7
FIXED ASSETS**

(in Rupees)

| PARTICULARS | GROSS BLOCK | | | | DEPRECIATION | | | | NET BLOCK | |
|---------------------------|--------------------|-----------------|-------------------|--------------------|--------------------|-------------------|-------------------|--------------------|--------------------|--------------------|
| | AS ON 01.4.2011 | ADDI- TION | DELE- TION | AS AT 31.3.2012 | AS ON 01.4.2011 | FOR THE PERIOD | ADJUST- MENT | AS ON 31.3.2012 | AS ON 31.3.2012 | AS AT 31.3.2011 |
| TANGIBLE ASSETS: | | | | | | | | | | |
| 1. LAND | 300,653 | --- | --- | 300,653 | --- | --- | --- | --- | 300,653 | 300,653 |
| 2. BUILDING | 27,419,644 | --- | --- | 27,419,644 | 13,136,545 | 521,333 | --- | 13,657,878 | 13,761,766 | 14,283,099 |
| 3. PLANT & MACHINERY | 52,266,623 | --- | 52,266,623 | --- | 51,822,356 | --- | 51,822,356 | --- | --- | 444,267 |
| 4. COMPUTERS | 1,085,000 | --- | 867,300 | 217,700 | 1,077,800 | 2,880 | 867,300 | 213,380 | 4,320 | 7,200 |
| 5. AIR CONDITIONERS | 758,202 | --- | 692,754 | 65,448 | 730,812 | 4,108 | 672,754 | 62,166 | 3,282 | 27,390 |
| 6. ELECTRICAL FITTINGS | 781,804 | --- | --- | 781,804 | 752,726 | 2,908 | --- | 755,634 | 26,170 | 29,078 |
| 7. FURNITURE & FITTINGS | 4,030,022 | --- | 3,900,000 | 130,022 | 3,883,128 | 14,690 | 3,800,000 | 97,818 | 32,204 | 146,894 |
| 8. VEHICLE (LIGHT) | 316,200 | --- | --- | 316,200 | 47,430 | 40,316 | --- | 87,746 | 228,454 | 268,770 |
| 9. ELECTRICAL LIFT | 764,566 | --- | 764,566 | --- | 741,089 | --- | 741,089 | --- | --- | 23,477 |
| TOTAL | 87,722,714 | --- | 58,491,243 | 29,231,471 | 72,191,886 | 586,235 | 57,903,499 | 14,874,622 | 14,356,849 | 15,530,828 |
| INTANGIBLE ASSETS: | --- | --- | --- | --- | --- | --- | --- | --- | --- | --- |
| TOTAL | 87,722,714 | --- | 58,491,243 | 29,231,471 | 72,191,886 | 586,235 | 57,903,499 | 14,874,622 | 14,356,849 | 15,530,828 |
| PREVIOUS YEAR | 87,422,494 | 3,16,200 | 15,980 | 87,722,714 | 71,507,624 | 700,242 | 15,980 | 72,191,886 | 15,530,828 | 15,914,870 |

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

| | 31.03.2012 | 31.03.2011 |
|--|-------------------------|-------------------------|
| | <u>Rs.</u> | <u>Rs.</u> |
| Note 8: | | |
| Long Term Loans & Advances (Unsecured, considered good) | | |
| Security Deposits | 729,313 | 461,313 |
| Tax Deducted at source/refund Due | 639,513 | 411,400 |
| TOTAL | <u>1,368,826</u> | <u>872,713</u> |
| Note 9: | | |
| Trade Receivables (Unsecured, considered good) | | |
| Outstanding for a period of Less than six months | 217,091 | 438,888 |
| TOTAL | <u>217,091</u> | <u>438,888</u> |
| Note 10: | | |
| Cash and Bank Balances | | |
| Cash and Cash Equivalents | | |
| Cash on hand | 271,488 | 613,247 |
| Balance with Bank in Current a/c | 1,018,289 | 457,639 |
| Cash and Cash Equivalents (A) | 1,289,777 | 1,070,886 |
| Other Bank Balances | | |
| Balance with Bank in Debenture Redemption account (B) | 8,640,567 | 8,663,191 |
| Cash and Bank Balances (A+B) | <u>9,930,344</u> | <u>9,734,077</u> |
| Note 11: | | |
| Other Income | | |
| Rental Income | 1,846,539 | 1,526,250 |
| Interest Income | -- | 3,030 |
| Profit on Sale of Fixed Assets | 162,256 | 15,980 |
| Total | <u>2,008,795</u> | <u>1,545,260</u> |

NOTES TO FINANCIAL STATEMENTS FOR THE YEAR ENDED 31ST MARCH, 2012

| | 31.03.2012 | 31.03.2011 |
|---|-------------------------|-------------------------|
| | <u>Rs.</u> | <u>Rs.</u> |
| Note 12: | | |
| Employee Benefit Expenses | | |
| Salaries, Wages and other allowances | 3,186,033 | 2,857,841 |
| Gratuity | 114,113 | 310,819 |
| Contribution to PF and other funds | 265,793 | 270,114 |
| Staff Welfare | 190,909 | 252,429 |
| Total | <u>3,756,848</u> | <u>3,691,203</u> |
| Note 13: | | |
| Other Expenses | | |
| Rent | 140,000 | 120,000 |
| Rates & Taxes | 83,398 | 86,841 |
| Repairs and Maintenance - Building | 17,854 | 1,033,657 |
| Repairs and Maintenance - Plant and Machinery | --- | --- |
| Repairs and Maintenance - Others | 115,706 | 27,334 |
| Water Charges | 3,725 | 5,550 |
| Vehicle Maintenance | 361,462 | 307,447 |
| Insurance | 17,597 | 21,705 |
| Travelling and Conveyance | 256,890 | 187,888 |
| Postage, telex and Fax | 140,582 | 2,478 |
| Telephone | 65,471 | 66,755 |
| Printing and Stationary | 258,919 | 46,466 |
| Advertisement | 32,682 | 22,885 |
| Legal and Professional Charges | 281,532 | 287,546 |
| Books and Periodicals | 2,801 | 2,757 |
| Subscription and Membership | 27,675 | 24,928 |
| Remuneration to auditors | 44,120 | 44,120 |
| Security Service charges | 355,164 | 318,358 |
| Consumable stores and spares | 3,018 | 855 |
| Electricity Charges | 112,022 | 121,342 |
| Bank Charges | 1,211 | 804 |
| Miscellaneous Expenses | 46,305 | 85,684 |
| Total | <u>2,368,134</u> | <u>2,815,400</u> |

NOTE -14**SIGNIFICANT ACCOUNTING POLICIES:****Fixed Assets:**

Fixed Assets are stated at cost less Depreciation except Land.

Depreciation:

Depreciation is Provided under the Straight line Method in accordance with the rate prescribed under Schedule XIV of the Companies Act, 1956.

Employee Benefits:

Liability towards Gratuity and Leave Encashment are estimated and provided.

Taxes on Income:

Current Tax on Income for the Period is determined on the basis of taxable income and tax credits computed in accordance with the provisions of the Income Tax act 1961 and based on the expected outcome of assessment / appeals.

Deferred Tax resulting from "timing difference" between book and taxable profit is accounted for using the tax rates and laws that have been enacted or substantially enacted as on the Balance Sheet date. The Deferred Tax Asset is recognised and carried forward only to the extent that there is a reasonable certainty that the Assets will be realised in future.

14(II) OTHER NOTES**1. Contingent Liabilities :**

The Company has not made any provision towards Income Tax demand /under dispute to the extent of Rs.Nil (previous year Rs.14 lakhs) as the Company has preferred appeals.

2. Debenture redemption - Public:

The Company during the year 2007-08 availed an Inter Corporate Loan of Rs. 385 lakhs and redeemed the entire balance debentures of Rs. 152.41 lakhs of principal plus simple interest @ 14% per annum up to and inclusive of 30th September 2007, as per the approval accorded by the Debenture Holders at their Meeting held on 12.12.2007. The entire amount was paid into the Current account opened with the State Bank of India, Chennai Main Branch on 14.12.2007. Unclaimed Debentures as at 31.03.2012 amounting to Rs. 86.41 lakhs (Previous year amounting to 86.63 lakhs) is reflected under current liability and also under Bank Balance.

3. The Company during the year continued to do job work to M/s MTL Instruments (P) Ltd. Further the Company is planning to venture into other activities. For the reasons stated above the accounts have been prepared on "Principle applicable to Going Concern"

As per our Report of even date

For **P. CHANDRASEKAR**
CHARTERED ACCOUNTANTS
Firm Regn. No: 000580s

S. BABU
PARTNER
Membership No. 024136

Place : Chennai 28
Date : 10.08.2012

4. Related Party Disclosure under Accounting Standard 18

The List of related parties as identified by the Company are as under :-

Key Management Personnel 1) Sri. K. Venkateswaran - Director
(Up to 31.03.2012)

2) Sri. M. S. Meeramohideen - Director

Persons who have significant influence : Sri. P. Vijayakumar Reddy.

Entitles over which related party has

Significant Influence : PPN Holdings Limited

Remuneration paid to Key Management Personnel - Rs. 7.67 Lakhs
(7.41 lakhs.)

Other Related Party Transactions:

| Particulars | 2011-12 | 2010-11 |
|---|--------------|--------------|
| Loans availed from PPN Holdings Limited | 23,79,20,853 | 23,82,40,853 |

5. Computation of Earnings per Share

| | 2011-2012 | 2010-2011 |
|---|--------------------|-------------|
| No. of Shares at the beginning and at the end of the year | 38,40,000 | 38,40,000 |
| Face Value per Share (Rs.) | 10 | 10 |
| Profit/(Loss) after Taxation | (19,41,886) | (58,08,420) |
| Basic and Diluted Earnings per Share (Rs.) | (0.51) | (1.51) |

6. Directors' Remuneration - 2 Directors

| Particulars | 2011-2012 Rs. | 2010-2011 Rs. |
|-------------|------------------|------------------|
| Salaries | 6,40,400 | 6,07,300 |
| Perquisites | 1,26,248 | 1,33,409 |
| Total | 7,66,648 | 7,40,709 |

7. The Company had no outstanding dues that require to be furnished under section 22 of "The Micro small and medium enterprises development Act 2006.
8. Paise have been rounded off to the nearest Rupee.
9. Previous year's figures have been regrouped and rearranged wherever necessary, to conform to current year's classification.

For and on behalf of the Board

R.P. AGRAWAL
DIRECTOR

M. S. MEERAMOHIDEEN
DIRECTOR

DYNAVISION LIMITED

Registered Office: No.16B, (First Floor), Balaraman Road, Adyar, Chennai 600 020.

ATTENDANCE SLIP

Please complete the Attendance Slip and hand it over at the entrance of the Meeting Hall.

Name & Address of the Shareholder(s)

Ledger Folio No.

No. of Shares held:

I hereby record my presence at the 37th Annual General Meeting of the Company, at Sri. Vidya Kalyan Mahal, Old No.142 (L.B. Road), New No. 74, Kalki Krishnamoorthy Salai, Thiruvanmiyur, Chennai 600 041, on Friday, the 28th September, 2012 at 10.15 a.m.

SIGNATURE OF THE SHAREHOLDER/PROXY*

*Strike out whichever is not applicable.

..... CUT HERE

DYNAVISION LIMITED

Registered Office: No.16B, (First Floor), Balaraman Road, Adyar, Chennai 600 020.

FORM OF PROXY

Proxy No

Ledger Folio No.

No. of Shares

I/We of

being a Member/Members of Dynavision Limited hereby appoint

.....of.....

or failing him/herof.....

as my/our proxy to vote for me/us on my/our behalf at the 37th Annual General Meeting of the Company to be held on Friday, the 28th September, 2012 at 10.15 a.m.

Signed this.....day of..... 2012

Affix a
Re. 1
Revenue
Stamp

NOTE: The Proxy duly completed must be returned so as to reach the Registered Office of the Company not less than 48 hours before the time for holding the aforesaid Meeting. The Proxy need not be a Member of the Company.

NO DISTRIBUTION OF GIFTS/SWEETS AT THE AGM

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To

If undelivered, please return to:

DYNAVISION LIMITED
No. 16B, (First Floor) Balaraman Road
Adyar,
Chennai - 600 020.
TAMIL NADU