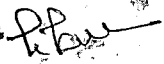


DYNAVISION LIMITED

ANNUAL REPORT

CERTIFIED TRUE COPY
For DYNAVISION LIMITED


K. VENKATESWARAN
Director.

2008 - 2009

Contents

Notice to Shareholders	3
Directors' Report	3
Auditors' Report	7
Balance Sheet	10
Profit & Loss Account	11
Schedules	12
Cash Flow Statement	18

BOARD OF DIRECTORS

Sri. K. VENKATESWARAN
Sri. M. S. MEERAMOHIDEEN
Sri. J. NARAYANA MURTY

AUDITORS

M/s. P. CHANDRASEKAR
Chartered Accountants
No. 37, Krishnaswamy Avenue
Luz, Mylapore
Chennai - 600 004.

BANKERS

INDIAN OVERSEAS BANK,
CHENNAI - 600 041.

REGISTERED OFFICE & FACTORY

Near Dr. Vikram Sarabhai Instronics Estate
Kottivakkam
Chennai -600 041.

NOTICE TO SHAREHOLDERS

Notice is hereby given that the ThirtyFourth Annual General Meeting of the Company will be held on Wednesday, the 30th September, 2009 at the Registered Office, Near Dr. Vikram Sarabhai Instronics Estate, Kottivakkam, 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, 2009 and the Reports of Directors and the Auditors thereon.
2. To appoint a Director in the place of Sri. K. Venkateswaran who retires by rotation under Article 165 of the Articles of Association of the Company and being eligible, offers himself for re-appointment.
3. To appoint Auditors and fix their remuneration. M/s. P.Chandrasekar, Chartered Accountants, Chennai, are the retiring Auditors and being eligible, offer themselves for re-appointment.

By Order of the Board

Place : Chennai 41
Date : 31.07.2009

K. VENKATESWARAN
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 24th September, 2009 to 30th September, 2009 (both days inclusive).

By Order of the Board

Place : Chennai 41
Date : 31.07.2009

K. VENKATESWARAN
Director.

DIRECTORS' REPORT

Dear Shareholders,

Your Directors present their Report together with the Audited Accounts for the year ended 31st March, 2009.

FINANCIAL RESULTS

	(Rs. In lakhs)	
	<u>2008-2009</u>	<u>2007-2008</u>
Profit/(Loss) before Interest and Depreciation	(14.79)	(24.33)
Add/Less: Interest	Nil	6.95
Profit/(Loss) before Depreciation	(14.79)	(31.28)
Add/Less: Depreciation	6.53	36.22
Profit/(Loss) before Tax	(21.32)	(67.50)
Provision for Fringe Benefit Tax	(0.25)	(0.43)
Profit/(Loss) after Fringe Benefit Tax	(21.57)	(67.93)
Surplus/(Loss) carried over to Balance Sheet	(21.57)	(67.93)

PERFORMANCE

During the year under consideration the company continued to do job work in a small way to M/s MTL Instruments Pvt. Ltd Chennai 91. Otherwise, there was no activity worth mentioning.

FUTURE PROSPECTS

Your Company has received information that the Appeal filed against Income Tax Dept in the case no. ITA 2943/MDS/1993 has been decided in Company's favour. As soon as the Orders are received, the Company will be in a position to take suitable decisions to revive the activities.

SEGMENT - WISE PERFORMANCE

During the year the Company had a single segment activity only. As such segment-wise reporting does not arise.

DEBENTURE REDEMPTION - PUBLIC

During the year Rs. 15.28 lakhs have been paid off out of the Debenture Redemption account and a sum of Rs. 91.34 lakhs remains to be claimed by the Debenture Holders. However, the Debenture Holders who are yet to be paid were not able to encash their warrants due to the attachment of the Debenture Redemption Account by the Income Tax Dept against the Case no ITA 2943/ MDS/1993 pending in the Tribunal. Since, the case has been decided in favour of the Company by the Tribunal, the Company hopes to get the attachment released and would help the Debenture holders get their money through a fresh warrant/banker's cheque.

DIRECTORS

The Company is having only the minimum number of Directors stipulated under the Company's Act 1956 due to the reason, the Company has attracted provisions of Sec. 274(1)(g). Even though the Company has cleared the entire debenture liability during the year, the provisions of Sec.274(1)(g) will still apply up to end of 31.03.2009. The Company will have an Independent Director as the Chairman to fulfill the stipulations of SEBI in the matter of appointment of Independent Director, which reads that if the Chairman happens to be an Independent Director the number of Independent Directors shall be one third of the total number of Directors.

Sri. K. Venkateswaran Director retire by rotation and being eligible, offer himself for re-appointment.

AUDITORS

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

AUDITORS' REPORT

With regard to the Auditor's Report on "Going Concern", the Management is of the view that the Fixed Assets available on hand is adequate to carry out the manufacturing activity of the Company. The Company is also actively exploring the possibility of getting orders. Accordingly, the Company is of the view that preparation of accounts on "Going Concern" basis is still relevant.

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.

OTHER INFORMATION

As required under Section 217 (i)(e) of the Companies Act, 1956 read with Rule 2 of the Companies (Disclosure of particulars in the Report of Board of Directors) Rules, 1988, the particulars relating to Conservation of Energy is annexed hereto and forms an integral part of this Report.

CORPORATE GOVERNANCE

1. BOARD OF DIRECTORS

The Board consisted of 2 Executive Directors and one Independent Director.

The Names of Board Members; their attendance at Board Meetings and Board Committee Memberships held by them as on 31.3.2009 are given below:-

Name of Member	Board Meetings attended during the year	Attendance at last AGM (29.09.2008)	Number of other Committee Memberships
Executive Directors			
Sri.K.Venkateswaran	4	Present	3
Sri.M.S.Meeramohideen	4	Present	3
Independent Non-Executive Director			
Sri.J.Narayana Murty	2	Present	1

Sri. K. Venkateswaran, the Director retiring by rotation and is eligible for re-appointment.

Sri. K. Venkateswaran, is a Commerce Graduate and a Member of the British Institute of the Management, London and Fellow Member of the Institute of Company Secretaries of India. He has a total experience of 51 years in the Financial, Secretarial and Corporate Legal matters. He is looking after the secretarial and legal matters of the Company. He has 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	2
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.

3. SHARE TRANSFER COMMITTEE/SHAREHOLDERS' GRIEVANCE COMMITTEE

The Committee consisted of two Directors, namely, Sri.K.Venkateswaran & Sri. M.S. Meeramohideen, In all, eleven 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.

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.

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
31st AGM	Friday the 29th Sept.2006	10.15 am	Near Dr.VSI Estate, Kottivakkam, Chennai 41.
32nd AGM	Friday the 28th Sept.2007	10.15 am	Near Dr.VSI Estate, Kottivakkam, Chennai 41.
33rd AGM	Monday the 29th Sept.2008	10.15 am	Near Dr.VSI Estate, Kottivakkam, Chennai 41.

6. DISCLOSURES

- a. Materially significant related transactions having potential conflict with the interest of the Company at large. Nil
- b. Both Executive and Non-Executive Directors are not holding any Shares/convertible instruments in the Company.

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

	Audited/ Unaudited	Date of approval by Board	Date of Publication	Newspaper
Quarter ended 30.6.2008	Unaudited	31.07.2008	31.07.2008	News Today
Half Year ended 30.9.2008	Unaudited	31.10.2008	31.07.2008 31.10.2008	Maalaisudar News Today
Quarter ended 31.12.2008	Unaudited	30.01.2009	31.01.2009	Maalaisudar News Today
Year ended 31.3.2009	Unaudited	30.04.2009	30.04.2009 30.04.2009	News Today Maalaisudar

BOARD MEETINGS

During the year under review four Board Meetings were held on the following dates:

30.04.2008, 31.07.2008, 31.10.2008 and 30.01.2009

All the Board Meetings were held at the Company's Regd. Office at Near Dr. VSI Estate, Kottivakkam, Chennai - 41.

10. MANAGEMENT DISCUSSIONS & ANALYSIS REPORT

Since the Company is not having any activity the question of Discussions & Analysis Report do not arise. As and when the Company resumes activity, a formal Report will be published in the Annual Report.

11.GENERAL SHAREHOLDER INFORMATION

Thirtyfourth Annual General Meeting

Date	Time	Venue
Wednesday the 30th September, 2009	10.15 a.m.	Near Dr.VSI Estate, Kottivakkam, Chennai 41.
Financial Calendar	:	1st April to 31st March
Book Closure	:	24th September, 2009 to 30th September, 2009 (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 12.08 2009, that during the Financial Year there was no transaction in the Equity Shares of Dynavision Limited. However as per information derived from the website of Stock Exchange Mumbai the highest and lowest price quoted during the year were Rs. 13.37 and Rs. 12.71 respectively.

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 TRANSFERS DURING THE YEAR

Number of Share Transfers received	-	157
Transferred	-	156
Transmitted	-	10
Duplicate Issued	-	2
Rejected	-	1

Share holding pattern of Dynavision Limited as at March 31, 2009

SL. NO.	CATEGORY	NO.OF SHARES HELD	PERCENTAGE OF SHAREHOLDING
---------	----------	-------------------	----------------------------

A · PROMOTERS' HOLDING

1	Promoters		
	-Indian Promoter	1998810	52.05
	-Foreign Promoters	Nil	Nil
	Sub-Total(A)	1998810	52.05

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	112400	2.93
2	Indian Public	1727790	44.99
3	NRIs/OCBs		
4	Any Other		
	Sub-Total(C)	1840190	47.92
	GRAND TOTAL (A+B+C)	3840000	100.00

NOTE: 1. TOP 10 SHAREHOLDERS AS ON 31.3.2009

Name	Category	Shares	%
Sri. P. Dwaraknath Reddy	Promoter	127000	3.31
Sri. P. Vijayakumar Reddy	Promoter	1871810	48.75
PPN Holdings Ltd.	Corporate Bodies	91260	2.38
Preetha Investments Pvt. Ltd.	Corporate Bodies	10040	0.26
Sri.Purushottam Dass Taparia	Public	8730	0.22
Sri. Bhagwati Dolatri Shah	Public	5940	0.15
Smt. Kanaka Mahalakshmi V	Public	5600	0.15
PDR Investments Pvt. Ltd.	Corporate Bodies	5300	0.14
Sri.Radhesham S.Mahajan	Public	5200	0.14
Smt. Lalitha Jain	Public	5100	0.13
	Total	2135980	55.64

NOTE: 2

Total Foreign Share holdings including GDR & ADR Holdings--Nil

NOTE: 3

Company Website: -- Nil

DISTRIBUTION OF SHARES HELD AS AT MARCH 31, 2009

No. of Shares Held	No. of Share Holders	% of Total	Share Amount	% of Total
Upto 5000	23295	99.96	17042700	44.38
5001 10000	6	0.03	356200	0.93
10001 20000	1	0.00	100400	0.26
20001 30000	0	0.00	0	0.00
30001 40000	0	0.00	0	0.00
40001 50000	0	0.00	0	0.00
50001 100000	1	0.00	912600	2.38
100001& Above	2	0.01	19988100	52.05
Total	23305	100.00	3840000	100.00

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 Staff

Members of the Board and the Senior Mangement, 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 41 **K. VENKATESWARAN M.S. MEERAMOHIDEEN**
Date : 31.07.2009 Director. Director.

ANNEXURE TO DIRECTORS' REPORT

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

	<u>2008-2009</u>	<u>2007-2008</u>
Units (KWH)	21,564	31,650
Cost (Rs.)	1,13,809	1,48,228
Rate Per Unit (Rs.)	5.28	4.68

For and on behalf of the Board

Place : Chennai 41 **K. VENKATESWARAN M.S. MEERAMOHIDEEN**
Date : 31.07.2009 Director. 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, 2009 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, 2009.

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

Place : Chennai 4
Date : 31.07.2009

K. PARTHASARATHY
Partner
Membership No: 9574

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, 2009, and also the Profit & Loss Account 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, Profit and 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 31.03.2009, 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. Attention is invited to the following:

The Accounts have been prepared on principles applicable to a "Going Concern" despite significant erosion in Net Worth and further viability depends on future operations which appears to be uncertain at this stage.

6. Subject to our observation in para (5) above, the effect of which on the Financial Statements of the company is not ascertainable at this stage, 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 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, 2009;
 - ii. In the case of Profit and 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

Place : Chennai 4
Date : 31.07.2009

K. PARTHASARATHY
Partner
Membership No. : 9574

**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. No Fixed Assets have been sold during the year.
- 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.
- 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 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 and exceeding the value of Rs.5 lakhs 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.2405.51** 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 by 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 hasnot 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 31.3.2009 for a period of more than six months from the date of becoming payable.
- c. The disputed Statutory dues aggregating to **Rs. 28.88** lakhs that have not been deposited on account of matters pending before Appropriate Authorities are as under:-

S.No.	Name of the Statute	Nature of the dues	Forum where Dispute is pending	Amount of demand Net of Refunds due to the company adjusted (Rs. in lakhs)
-------	---------------------	--------------------	--------------------------------	--

1.	Income Tax Act, 1961	Income Tax	Supreme Court	28.88
----	----------------------	------------	---------------	-------

- x. The Company has accumulated losses aggregating to Rs.3160.91 lakhs as at 31.3.2009, and is more than 50% of its Net Worth. The company has incurred Cash Loss during the Current Year and also in the immediately preceding Financial Year.
- xi. As on 31/03/2009 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

Place : Chennai 4
Date : 31.07.2009.

K. PARTHASARATHY
Partner
Membership No. : 9574

BALANCE SHEET AS AT 31ST MARCH, 2009

	SCHEDULE	AS AT		AS AT	
		31.03.2009	31.03.2008	31.03.2009	31.03.2008
		Rs	Rs.	Rs.	Rs.
SOURCES OF FUNDS					
SHAREHOLDERS' FUNDS					
Share Capital	A		3,83,79,095		3,83,79,095
Reserves & Surplus	B		1,30,51,892		1,30,51,892
LOAN FUNDS					
Secured Loans	C		86,22,939		86,22,939
Unsecured Loans	D		27,90,50,594		27,74,53,842
			<u>33,91,04,520</u>		<u>33,75,07,768</u>
APPLICATION OF FUNDS					
FIXED ASSETS					
Gross Block	E	8,88,05,301		8,88,05,301	
Less: Depreciation		<u>7,22,94,251</u>		<u>7,16,41,586</u>	
			1,65,11,050		1,71,63,715
Current Assets, Loans & Advances					
Less: Current Liabilities & Provisions	F	2,21,53,475		2,36,53,657	
	G	<u>1,56,51,161</u>		<u>1,72,43,386</u>	
			65,02,314		64,10,271
Profit & Loss Account			<u>31,60,91,156</u>		<u>31,39,33,782</u>
			<u>33,91,04,520</u>		<u>33,75,07,768</u>
Significant Accounting Policies	5				
Notes forming part of Accounts	6				
Balance Sheet Abstract	7				

Schedules form an integral part of this Balance Sheet and should be read in conjunction therewith

As per our Report of even date

For **P. CHANDRASEKAR**
CHARTERED ACCOUNTANTS

K. PARTHASARATHY
PARTNER

Place : Chennai 41.
Date : 31.07.2009

K. VENKATESWARAN
DIRECTOR

M. S. MEERAMOHIDEEN
DIRECTOR

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009

	SCHEDULE	YEAR ENDED 31.03.2009 Rs.	YEAR ENDED 31.03.2008 Rs.
I. INCOME			
Job Work		27,17,657	34,50,647
Other Income	1	<u>1,71,500</u>	<u>4,23,690</u>
		<u>28,89,157</u>	<u>38,74,337</u>
II. EXPENDITURE			
Manufacturing Expenses	2	1,16,100	1,51,490
Payments to Employees	3	27,15,871	32,21,091
Administrative & Other Expenses	4	15,30,787	29,34,421
Interest, Finance & Bank charges		5,908	6,95,244
Depreciation		6,52,665	36,22,219
		<u>50,21,331</u>	<u>1,06,24,465</u>
Loss for the year before Taxation		(21,32,174)	(67,50,128)
Provision for Taxation - Fringe Benefit tax		(25,200)	(43,000)
Loss for the year after Taxation		(21,57,374)	(67,93,128)
Add: Loss brought forward from previous year		(31,39,33,782)	(32,24,40,654)
Less: Debenture Redemption Reserve transferred to P&L a/c		---	1,53,00,000
Balance carried to Balance Sheet		<u>(31,60,91,156)</u>	<u>(31,39,33,782)</u>

Schedules form an integral part of this Profit and Loss Account and should be read in conjunction therewith.

As per our Report of even date

For **P. CHANDRASEKAR**
CHARTERED ACCOUNTANTS

K. PARTHASARATHY
PARTNER

Place : Chennai 41
Date : 31.07.2009

K. VENKATESWARAN
DIRECTOR

M. S. MEERAMOHIDEEN
DIRECTOR

**SCHEDULES ANNEXED TO AND FORMING PART OF THE
BALANCE SHEET AS AT 31ST MARCH, 2009**

	AS AT 31.03.2009 Rs.	AS AT 31.03.2008 Rs.
SCHEDULE - A		
SHARE CAPITAL		
Authorised 50,00,000 Equity Shares of Rs.10 each	<u>5,00,00,000</u>	<u>5,00,00,000</u>
Issued, Subscribed & Paid-up 38,40,000 Equity Shares of Rs.10 each	3,84,00,000	3,84,00,000
Less: Calls in Arrears	20,905	20,905
TOTAL OF SCHEDULE - A	<u><u>3,83,79,095</u></u>	<u><u>3,83,79,095</u></u>
SCHEDULE - B		
RESERVES & SURPLUS		
(i) Share Premium Account	1,30,51,892	1,30,51,892
TOTAL OF SCHEDULE - B	<u><u>1,30,51,892</u></u>	<u><u>1,30,51,892</u></u>
SCHEDULE - C		
SECURED LOANS		
(II) FROM OTHERS		
Goods purchased under Hire Purchase Agreements	86,22,939	86,22,939
TOTAL OF SCHEDULE - C	<u><u>86,22,939</u></u>	<u><u>86,22,939</u></u>
SCHEDULE - D		
UNSECURED LOANS		
Loan from Promoters	24,05,50,594	23,89,53,842
Inter Corporate Loan	3,85,00,000	3,85,00,000
TOTAL OF SCHEDULE - D	<u><u>27,90,50,594</u></u>	<u><u>27,74,53,842</u></u>

SCHEDULE - E

FIXED ASSETS

(in Rupees)

NAME OF THE ASSET	GROSS BLOCK				DEPRECIATION				NET BLOCK	
	COST AS ON 31.3.2008	ADDI- TIONS	ADJUST MENTS/ SALES	COST AS ON 31.3.2009	UPTO 31.3.2008	FOR THE YEAR	WITH- DRAWN	UPTO 31.3.2009	WDV AS ON 31.3.2009	WDV AS ON 31.3.2008
1. LAND	3,00,653	---	---	3,00,653	0	---	---	0	3,00,653	3,00,653
2. BUILDING	2,74,19,644	---	---	2,74,19,644	1,14,51,028	5,82,855	---	1,20,33,883	1,53,85,761	1,59,68,616
3. PLANT & MACHINERY	5,22,66,623	---	---	5,22,66,623	5,17,43,956	0	---	5,17,43,956	5,22,667	5,22,667
4. COMPUTERS	10,85,000	---	---	10,85,000	10,30,750	34,250	---	10,65,000	20,000	54,250
5. SAFETY EQUIPMENT	81,087	---	---	81,087	81,087	---	---	81,087	---	---
6. OFFICE EQUIPMENT	13,01,720	---	---	13,01,720	13,01,720	---	---	13,01,720	---	---
7. AIR CONDITIONERS	7,58,202	---	---	7,58,202	7,20,292	5,686	---	7,25,978	32,224	37,910
8. ELECTRICAL FITTINGS	7,97,784	---	---	7,97,784	7,57,895	3,990	---	7,61,885	35,899	39,889
9. FURNITURE & FITTINGS	40,30,022	---	---	40,30,022	38,28,521	20,150	---	38,48,671	1,81,351	2,01,501
10. ELECTRICAL LIFT	7,64,566	---	---	7,64,566	7,26,337	5,734	---	7,32,071	32,495	38,229
TOTAL	8,88,05,301	---	---	8,88,05,301	7,16,41,586	6,52,665	---	7,22,94,251	1,65,11,050	1,71,63,715
PREVIOUS YEAR	8,87,63,429	41,871	---	8,88,05,301	6,80,19,367	36,22,219	---	7,16,41,586	1,71,63,715	2,07,44,062

	AS AT 31.03.2009 Rs.	AS AT 31.03.2008 Rs.
SCHEDULE - F		
CURRENT ASSETS, LOANS & ADVANCES		
(I) CURRENT ASSETS		
(i) SUNDRY DEBTORS		
Unsecured considered good Debts outstanding for a period exceeding six months	---	---
Other Debts	2,92,385	5,09,668
Total Debtors	2,92,385	5,09,668
(ii) CASH & BANK BALANCES		
a) Cash on Hand	1,09,558	3,93,437
b) With Scheduled Banks in Current Accounts	88,680	2,18,139
in Debenture Redemption account	91,34,335	1,06,62,390
	93,32,573	1,12,73,966
(II) LOANS AND ADVANCES		
Unsecured considered Good Advances recoverable in Cash or in kind or for value to be received	1,20,67,204	1,14,08,708
Deposits	4,61,313	4,61,315
	1,25,28,517	1,18,70,023
TOTAL OF SCHEDULE - F	2,21,53,475	2,36,53,657
SCHEDULE - G		
CURRENT LIABILITIES & PROVISIONS		
CURRENT LIABILITIES		
Sundry Creditors	47,93,863	47,98,973
Unclaimed Debentures	91,34,335	1,06,62,390
Other Liabilities	1,58,535	4,29,153
Total Current Liabilities	1,40,86,733	1,58,90,516
PROVISIONS		
Provision for Bonus Gratuity & Leave encashment	14,03,228	12,16,870
Provision for Fringe Benefit Tax	1,61,200	1,36,000
	15,64,428	13,52,870
TOTAL OF SCHEDULE - G	1,56,51,161	1,72,43,386

**SCHEDULES ANNEXED TO AND FORMING PART OF THE
PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2009**

	YEAR ENDED 31.03.2009	YEAR ENDED 31.03.2008
	Rs.	Rs.
SCHEDULE - 1		
OTHER INCOME		
Sale of Thomson's CTV/Components	-	1,98,265
Miscellaneous Income	1,71,500	1,20,000
Interest received	---	1,05,425
	<u>1,71,500</u>	<u>4,23,690</u>
SCHEDULE - 2		
MANUFACTURING EXPENSES		
Consumable Stores & Spares	2,291	3,262
Electricity charges	1,13,809	1,48,228
	<u>1,16,100</u>	<u>1,51,490</u>
SCHEDULE - 3		
PAYMENTS TO EMPLOYEES		
Salaries, Wages & Other Allowances	23,48,443	27,79,586
Gratuity	40,638	1,01,410
Contribution to PF, ESI & Other Funds	2,50,838	2,81,170
Staff Welfare	75,952	58,925
	<u>27,15,871</u>	<u>32,21,091</u>
SCHEDULE -4		
ADMINISTRATIVE AND OTHER EXPENSES		
Rent	84,000	84,000
Rates and Taxes	84,531	1,58,440
Repairs & Maintenance - Buildings	2,705	10,848
Repairs & Maintenance - Others	27,483	53,883
Water Charges	2,600	6,900
Vehicle Maintenance	2,70,957	3,31,450
Insurance	14,442	8,315
Travelling & Conveyance	47,654	1,77,653
Postage, Telex & Fax	3,603	15,755
Telephone	72,067	1,25,846
Printing & Stationery	44,046	1,35,330
Advertisement	20,534	1,11,732
Legal & Professional charges	1,88,710	3,97,910
Books & Periodicals	2,486	3,434
Subscription & Membership	26,003	31,000
Expenses of AGM/Service to Members	60,821	4,27,441
Remuneration to Auditors	51,686	47,753
Miscellaneous Expenses	2,06,134	5,35,816
Security Service Charges	3,20,325	2,70,915
	<u>15,30,787</u>	<u>29,34,421</u>

SCHEDULE -5

SIGNIFICANT ACCOUNTING POLICIES:

- A. **Fixed Assets:** Fixed Assets are stated at cost less depreciation except Land.
- B. **Depreciation:** Depreciation in respect of Assets purchased prior to 01.01.1984 are charged under WDV Method and in respect of Assets purchased from 01.01.1984 to 31.03.1987 under Straightline Method, at the rates prevailing at the time of acquisition. In respect of Assets purchased from 01.04.1987, depreciation is charged under Straightline Method in accordance with the rate prescribed under Schedule XIV of the Companies (Amendment) Act, 1988.
- C. **Provision for Retirement Benefit:** Liability towards Gratuity and Leave Encashment are estimated and provided.
- D. **Deferred Taxation:** 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.

3. In view of uncertainty in future operations, applying prudence, Deferred Tax Asset has not been considered.

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
2) Sri. M. S. Meeramohideen - Director

Remuneration paid to Key Management Personnel - Rs. 6.29 (6.52 lakhs.)

5. Computation of Earnings per Share

	<u>2008-2009</u>	<u>2007-2008</u>
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 Tax (Rs.)	(21,57,374)	(67,93,128)
Basic and Diluted Earnings per Share (Rs.)	(0.56)	(1.77)

6. The entire operations of the Company relate to only one Segment, viz. manufacturing of sub-assemblies on Contractual basis. Hence, reporting Segment-wise Results does not arise.

7. Directors' Remuneration - No. of Directors - 2.

	<u>2008-2009</u>	<u>2007-2008</u>
	<u>Rs.</u>	<u>Rs.</u>
Salaries	5,32,200	5,50,200
Perquisites	97,224	1,01,479
Total	6,29,424	6,51,679

No other remuneration or Stock Options are being extended to any of the Directors.

8. The Company had no outstanding dues that require to be furnished under section 22 of "The Micro small and medium enterprises development Act 2006.

9. Paise have been rounded off to the nearest Rupee.

10. Previous year's figures have been re-arranged/re-grouped wherever necessary, to conform to current year's classification.

SCHEDULE -6

NOTES FORMING PART OF ACCOUNTS :-

1. Contingent Liabilities :

- a) The Company has not made any provision towards Income Tax demand /under dispute to the extent of Rs.28.88 lakhs (previous year Rs300.55 lakhs) as the Company has preferred appeals.

2. Debenture redemption - Public:

The Company during the previous year 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 31.03.2009 amounting to Rs. 91.34 lakhs (Previous year amounting to 106.62 lakhs) is reflected under current liability and also under Bank Balance.

SCHEDULE -7

BALANCE SHEET ABSTRACT AND COMPANY'S GENERAL BUSINESS PROFILE

1. REGISTRATION DETAILS

Registration No.

State Code

Balance Sheet Date

2. Capital raised during the year (Amount in Rs. Thousands)

Public Issue

Rights Issue

Bonus Issue

Private Placement

3. Position of Mobilisation and Deployment of Funds (Amount in Rs. Thousands)

Total Liabilities

Total Assets

Sources of Funds

Paid-up capital

Reserves & Surplus

Secured Loans

Unsecured Loans

Application of Funds

Net Fixed Assets

Investments

Net Current Assets

Miscellaneous Expenditure

Deferred Tax Asset

Accumulated Loss

4. Performance of the Company (Amount in Rs. Thousands)

Turnover

Total Expenditure

+ -

Profit/(Loss) Before Tax

+ -

Profit /(Loss) After Tax

+ -

Earnings Per Share (Rs)

Dividend Rate

5. Generic Names of Three Principal Products/Service of the Company

Product Description	Item Code
Colour Televisions	8 5 2 8
Radio Cassette Recorders	8 5 2 7
Video Cassette Recorders/Players	8 5 2 1

Signatures to Schedules A to G and 1 to 7

As per our Report of even date

For **P. CHANDRASEKAR**
CHARTERED ACCOUNTANTS

K. PARTHASARATHY
PARTNER

K. VENKATESWARAN
DIRECTOR

M.S. MEERAMOHIDEEN
DIRECTOR

Place : Chennai 41
Date : 31.07.2009

CASH FLOW STATEMENT

		<u>2008-2009</u>	<u>2007-2008</u>
		(Rs.)	(Rs.)
A. Cash Flow from Operating Activities			
NET PROFIT/ (LOSS) BEFORE TAX AND			
EXTRAORDINARY ITEMS		(21,32,174)	(67,50,128)
Adjustments for:			
Depreciation		6,52,665	36,22,219
Interest (Income)		0	(1,05,425)
Interest (Expenses)		5,908	4,50,197
		<hr/>	<hr/>
OPERATING PROFIT BEFORE WORKING CAPITAL CHANGES		(14,73,601)	(27,83,138)
Adjustments for:			
(Increase)/Decrease in Trade Debtors		2,17,283	(2,09,305)
Increase / Decrease Payable		(16,17,425)	1,00,10,189
Increase / Decrease in Loans & Advances		(6,58,494)	(1,34,538)
		<hr/>	<hr/>
CASH GENERATED FROM OPERATIONS		(35,32,237)	68,83,208
Interest received		0	1,05,425
		<hr/>	<hr/>
NET CASH FROM OPERATING ACTIVITIES	A	(35,32,237)	69,88,633
B. Cash Flow from Investing Activities			
Purchase of Fixed Assets		0	(41,871)
Fixed Assets discarded and written off		0	
		<hr/>	<hr/>
NET CASH USED IN INVESTING ACTIVITIES	B	0	(41,871)
C. Cash Flow from Financing Activities			
Interest paid		(5,908)	(4,50,197)
Increase/(Decrease) in Secured Loan (Net)		0	(3,66,52,430)
Increase/(Decrease) in Unsecured Loan (Net)		15,96,752	4,06,99,474
		<hr/>	<hr/>
NET CASH FROM FINANCING ACTIVITIES	C	15,90,844	35,96,847
Net Increase in Cash and Cash Equivalents	(A+B+C)	<hr/> <u>(19,41,393)</u>	<hr/> <u>(1,05,43,609)</u>
Cash and Cash Equivalents at the beginning of the year	D	1,12,73,966	7,30,357
Cash and Cash Equivalents at the close of the year	E	93,32,573	1,12,73,966
Net Increase in Cash and Cash equivalents	(E - D)	<hr/> <u>(19,41,393)</u>	<hr/> <u>1,05,43,609</u>

As per our Report of even date

For **P. CHANDRASEKAR**
CHARTERED ACCOUNTANTS

K. PARTHASARATHY
PARTNER

K. VENKATESWARAN
DIRECTOR

M.S. MEERAMOHIDEEN
DIRECTOR

Place : Chennai 41
Date : 31.07.2009

DYNAVISION LIMITED

Registered Office: Near Dr. Vikram Sarabhai Instronics Estate, Kottivakkam, Chennai 600 041.

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 34th Annual General Meeting of the Company, at the Registered Office, Near Dr. Vikram Sarabhai Instronics Estate, Kottivakkam, Chennai 600 041, on Wednesday, the 30th September, 2009 at 10.15 a.m.

SIGNATURE OF THE SHAREHOLDER/PROXY*

*Strike out whichever is not applicable.

..... CUT HERE

DYNAVISION LIMITED

Registered Office: Near Dr. Vikram Sarabhai Instronics Estate, Kottivakkam, Chennai 600 041.

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 34th Annual General Meeting of the Company to be held on Wednesday, the 30th September, 2009 at 10.15 a.m.

Signed this.....day of..... 2009

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

Tear Here

BOOK POST

To

If undelivered, please return to:

DYNAVISION LIMITED

Near Dr. Vikram Sarabhai Instronics Estate

Kottivakkam

Chennai - 600 041

TAMIL NADU