

ACI INFOCOM LIMITED
31ST ANNUAL REPORT 2012-13

BOARD OF DIRECTORS

Anand Kumar Jain - Promoter Managing Director
Nirmal Kumar Jain - Promoter Director
Kushal Chand Jain - Promoter Director
*Lalit Bajaj - Independent - Director
Kalpesh Bhandari - Independent Director
Rajesh Shah - Independent Director
**Vipin Ladda - Independent Director
**Appointed and* resigned w.e.f. 27th May, 2013

COMPLIANCE OFFICER

Vinod Jhawar

REGISTERED OFFICE

Office No. 113, 1st Floor,
V-Mall, Thakur Complex,
W. E. Highway, Kandivali (East),
Mumbai- 400 101

AUDITORS

Anand Jain & Associates,
Chartered Accountants

REGISTRAR & TRANSFER AGENT

M/s. System Support Services
209, Shivai Industrial Estate,
89. Andheri Kurla Road,
Sakinaka, Andheri East
Mumbai 400 072
Tele:022-28500835
Fax No:022-28501438
Email:syss72@yahoo.com

ACI INFOCOM LIMITED

NOTICE

Notice is hereby given that the Thirty-First Annual General Meeting of the members of **ACI INFOCOM LIMITED** will be held on Wednesday, 25th September, 2013 at Granville Hotel, Plot 680D Opp. Korakendra Ground, R.M. Bhattad Marg, Borivali West, Mumbai- 400092 at 2.30 p. m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2013 and the Audited Statement of Profit and Loss Account for the year ended 31st March, 2013 alongwith the Notes appended thereto with the Report of the Board of Directors and the Auditors' thereon.
2. To appoint a Director in place of Mr. Rajesh Shah, retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint a Director in place of Mr. Kalpesh Bhandari, who retires by rotation and being eligible, offers himself for re-appointment.
4. To appoint M/s **Anand Jain & Associates**, Chartered Accountants Firm Reg. No.105666W as Auditors of the Company and to fix their remuneration.

SPECIAL BUSINESS

5. To Consider and if, thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.

“RESOLVED THAT Mr. Vipin Ladda, who was appointed as an Additional Director of the Company on 27th May, 2013 under Articles of Association of the Company and who by virtue of Section 260 of the Companies Act, 1956, holds office upto the date of this Annual General Meeting, but being eligible, offers himself for re-appointment and in respect of whom the Company has received Notice in writing under Section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation”.

**By order of the Board of Directors,
For ACI INFOCOM LIMITED**

Registered Office :

Office No. 113, 1st Floor, V-Mall, Thakur Complex,
W. E. Highway, Kandivali (East),
Mumbai- 400 101

DIRECTOR

Place : Mumbai,

Date : 27th May, 2013.

ACI INFOCOM LIMITED

NOTES

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The Proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 is attached and forms part of the Notice.
4. The Register of Members and Share Transfer Register of the Company will remain closed from Thursday, 19th September, 2013 to Wednesday, 25th September, 2013 (both days inclusive).
5. The members are requested to intimate immediately changes, if any, in their Registered address to the Registrar and Share Transfer Agents of the Company in respect of the shares held in physical form and to the Depository Participant in respect of shares held in dematerialized form without any delay.

EXPLANATORY STATEMENT (Pursuant to Section 173(2) of the Companies Act, 1956)

That following explanatory statement sets out the material facts referring to Item No. 5 of the Notice.

ITEM NO. 5

Mr. Vipin Ladda was appointed as an Additional Director on 27th May, 2013. Pursuant to Section 260 of the Companies Act, 1956, his term as Director expires at the forthcoming Annual General Meeting. The Company in turn has received notice from a member along with a deposit of Rs. 500/- in cash pursuant to Section 257 of the Companies Act, 1956 signifying his intention to appoint Mr. Ladda Director of the Company liable to retire by rotation. The Directors recommend the appointment in the best interests of the Company.

None of the Directors of the Company except Mr. Vipin Ladda may be considered to be interested in the passing of these resolution.

**By order of the Board of Directors,
For ACI INFOCOM LIMITED**

Registered Office :

Office No. 113, 1st Floor, V-Mall, Thakur Complex,
W. E. Highway, Kandivali (East),
Mumbai- 400 101

DIRECTOR

Place : Mumbai,
Date : 27th May, 2013.

ACI INFOCOM LIMITED

DIRECTORS' REPORT

To

The Members,

The Board of Directors are pleased to present herewith the Thirty First Annual Report of your Company together with the Audited Accounts for the year ended 31st March, 2013.

FINANCIAL RESULTS

Amount in Rupees

Particulars	For the Year	
	2012-13	2011-12
Income	NIL	217,751,240
Other Income	78,16,807	8,410,265
Total Income	78,16,807	226,161,505
Expenditure before Depreciation, Interest & tax	38,06,248	222,116,114
EBITDA	40,10,559	4,045,391
Depreciation	10,280	8,286
Interest	33,415	1,555,630
Profit/(Loss) before Prior period item	39,66,864	2,481,475
Less : Prior Period / Exceptional item	5,50,000	190,375
Profit before Tax	34,16,864	2,671,850
Less: Tax Expenses		
Current Tax/Mat	6,51,083	454,920
Mat Credit Entitlement for the Current year	(6,51,083)	(454,920)
Mat Credit Entitlement for the previous year	NIL	(37,499)
Deferred Tax t	1,25,440	930,447
Profit for the year	32,91,425	1,778,903

DIVIDEND

Your Directors do not recommend any dividend for the year as they wish to reinvest surplus funds into the business for further growth.

ACI INFOCOM LIMITED

DIRECTORS

After the financial year on 27th May, 2013 Mr. Lalit Bajaj resigned as Director of the Company and Mr. Vipin Ladda was appointed as an Additional Director of the Company and his term as Director expires at the forthcoming Annual General Meeting. The Company in turn has received notice from a member along with a deposit of Rs. 500/- in cash pursuant to Section 257 of the Companies Act, 1956 signifying his intention to appoint Mr. Ladda Director of the Company liable to retire by rotation. The Directors recommend the appointment in the best interests of the Company.

Mr. Lalit Bajaj resigned as Director of the Company w e f 27th May, 2013.

DIRECTORS RESPONSIBILITY STATEMENT.

Pursuant to the requirement Under Section 217 (2AA) of the Companies Act, 1956 with respect to the Directors Responsibilities Statement, it is hereby confirmed;

- i) That in the preparation of the Annual Accounts for the financial year 31st March, 2013, the applicable accounting standards have been followed alongwith proper explanation relating to material departures.
- ii) That the Directors have selected such accounting policies and applied them consistently and made judgment and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of 31st March, 2013 and of the profit of the Company for the year ended 31st March, 2013.
- iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) That the Directors have prepared the Accounts for the financial year ended 31st March, 2013 on a going concern basis.

AUDITORS

The Company has received a certificate from M/s Anand Jain & Associates, Chartered Accountants to the effect that their appointment, if made would be within the prescribed limits specified under Section 224(1B) of the Companies Act, 1956.

You are requested to appoint and fix remuneration of M/s Anand Jain & Associates, Chartered Accountants as Auditors for the year 2013-14.

ACI INFOCOM LIMITED

DEPOSITS

The Company has not accepted any Deposits from the public during the year under pursuant to Section 58A of the Companies Act, 1956.

PERSONNEL

The Company is not having any employees who are drawing remuneration in excess of the limits prescribed under Section 217 (2A) of the Companies Act, 1956.

CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956, a report on Corporate Governance, which inter alia, includes the composition and construction of Audit Committee, is featuring as a part of Annual Report. Your Company will continue to adhere in letter and spirit to the good corporate governance policies. Pursuant to the provisions of Clause 49(VII) (1) of the Listing Agreement, a certificate from the auditors of the Company on the compliance of the Clause is enclosed.

CEO'S DECLARATION

Pursuant to the provisions of Clause 49(I) (D)(ii) of the Listing Agreement, a declaration by the Director of the Company declaring that all the members of the Board and the Senior Personnel of the Company have affirmed compliance with the Code of Conduct of the Company is enclosed.

MANAGEMENT DISCUSSION & ANALYSIS (MD&A)

The Company continues to do the business of Realty Development, Internet Security and related information technology areas and Trading in Metals.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company places considerable emphasis on internal control systems and is appointing a separate Internal Auditor.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review, your Company has earned revenues from operations of Rs. NIL and other income Rs. 78,16,807/- (Previous Year Rs. 21,77,51,240/- and Rs. 84,10,265/- respectively) and earned a profit before tax of Rs. 34,16,864/- as against the profit of Rs. 26,71,850/- in the previous year.

ACI INFOCOM LIMITED

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

The Company employs personnel from all walks of life having the requisite qualifications as demanded by the job profile. It has a well designed training programme, to retain and train the personnel with respect to the culture of the Company and to keep them abreast with the latest developments in the changing technological environment.

CONSERVATION OF ENERGY, TECHNOLOGICAL ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

- A. Conservation of energy: The Company uses electric energy for its equipment such as air conditioners, computer terminals, lighting and utilities in the work premises. All possible measures have been taken to conserve energy.
- B. Technology Absorption: During the year your Company has not operated plants, therefore no technology absorption and research & development.
- C. Foreign Exchange Earnings & Outgo

(Rs. in Lacs)

		2012-13	2011-12
A)	Earnings on Re-exports	NIL	NIL
B)	Outgo	NIL	NIL
	Travelling	NIL	0.14
	Royalty on Software Products	NIL	NIL
	CIF Value of goods imported	NIL	NIL
	Sales Promotion	NIL	NIL

ACKNOWLEDGEMENTS

Your Directors place on record their grateful appreciation for the continued assistance and co-operation extended by the shareholders, customers, bankers and the dedicated employees and the business associates.

For and on behalf of the Board of Directors

Place : Mumbai,

Date : 27th May, 2013

DIRECTOR

DIRECTOR

ACI INFOCOM LIMITED

CORPORATE GOVERNANCE REPORT

As per Schedule of Implementation of Clause 49 of the Listing Agreement with the Stock Exchange, the said Clause 49 is applicable to your company from the Financial Year ending as on 31st March, 2013. As per the Clause 49 of Listing Agreement with Stock Exchange, incorporate certain mandatory disclosure requirements with regard to Corporate Governance. In pursuance of the requirements of Corporate Governance, the Board of Directors report the following:

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on Corporate Governance strives for attaining the optimum level of transparency and accountability in all facets of its operations and all dealings which is shareholders, employees, lenders, creditors, customers and the government. The Board of Directors by considering itself by trustee of its Shareholders aims at maximizing shareholders value and protecting the interest of other stakeholders

BOARD OF DIRECTORS;

The Company has Executive Chairman. The strength of the Board of Directors is 5 Directors including 3 Non-executive Independent Directors.

a) Composition & Category of Directors as on 31st March, 2013 -

Sr. No	Name of the Director	Category
1	Mr. Anand Kumar Jain	Managing Director
2	Mr. Nirmal Kumar Jain	Promoter Director
3	Mr. Kushal Chand Jain	Promoter Director
4	Mr. Kalpesh Bhandari	Independent Director
5	Mr. Rajesh Shah	Independent Director
6.	Mr. Lalit Bajaj	Independent Director

b) Attendance of each director at the Board Meetings held during the year 2012-13 and at the Last Annual General Meeting.

NAME OF THE DIRECTOR	BOARD MEETINGS HELD	MEETINGS ATTENDED	AGM ATTENDED
* Mr. Anand Kumar Jain	7	5	YES
**Mr. Nirmal Kumar Jain	7	6	YES
**Mr. Kushal Chand Jain	7	6	YES
Mr. Kalpesh Bhandari	7	7	YES
Mr. Rajesh Shah	7	7	YES
* Mr. Lalit Bajaj	7	5	YES

*Appointed wef 3.8.2012

**Appointed wef 7.6.2012

ACI INFOCOM LIMITED

AUDIT COMMITTEE

The Audit Committee was constituted in terms of Section 292A of the Companies Act, 1956 and the provisions of Clause 49 of the Listing Agreement.

a) Brief Description of Terms of reference:

The terms of reference of Audit Committee are in conformity with the provisions of Sub Clause II of the Listing Agreement, which inter-alia, includes the following:

- Oversight of Company's financial reporting process.
- Recommending appointment and removal of external auditors and fixing their fees.
- Reviewing with the management the quarterly, half-yearly and annual financial results/statements with special emphasis on accounting policies and practices, compliance with accounting standards and other legal requirements concerning financial statements.
- Reviewing the adequacy of the Audit and Compliance functioning including their policies, procedures, techniques and other regulatory requirements.
- Reviewing the adequacy of internal control systems and significant audit findings.
- Discussion with external auditors regarding the nature and scope of audit.

b) Composition, Name of Members and Chairperson

- 1) Mr. Rajesh Shah, Chairman
- 2) Mr. Kalpesh Bhandari
- 3) *Mr. Lalit Bajaj

* Appointed wef 7.6.2012

c) Meetings of Audit Committee held during the year 2012-13 and attendance of members

Name Of The Member	Meetings Of Audit Committee Held	Meetings Attended
Rajesh Shah	4	4
Kalpesh Bhandari	4	4
*Lalit Bajaj	3	3

* Appointed wef 7.6.2012

d) The Chairman of the Audit Committee attended the Last AGM and answered the queries raised by the Shareholders.

REMUNERATION COMMITTEE

a) Brief Description of terms of reference:

This Committee was constituted primarily to evaluate compensation and benefits for Executive

ACI INFOCOM LIMITED

Directors.

b) Composition, name of members and Chairperson:

- 1) Mr .Rajesh Shah , Chairman
- 2) Mr. Kalpesh Bhandari, Member

c) Meetings and attendance during the year 2012-2013.

The meeting of the Committee was held for two times and was attended by both the members.

d) Remuneration Policy

The remuneration policy of the Company is rewards for results and recognition for efforts.

e) Detail of Remuneration of the Director.

Particulars	Mr. Anand Kumar Jain	Mr. Nirmal Kumar Jain	Mr. Kushal chand Jain	*Mr. Alok Gupta
Salary	2,00,000/-	2,50,000/-	2,50,000/-	4,00,000
Perquisites	0.00	0.00	0.00	0.00
Provident Fund	0.00	0.00	0.00	0.00
Total Rs.	2,00,000/-	2,50,000/-	2,50,000/-	4,00,000

All the Directors were employed for the part of the year.

*Resigned w e f 3rd August, 2012.

The non-executive directors are not eligible for Commission and they have not paid any sitting fees.

SHAREHOLDER'S/INVESTOR'S GRIEVANCE COMMITTEE

a) Terms of reference:

The Committee was constituted to specifically look into the redressing of shareholders and investor complaints like transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividend, etc.

b) Composition, name of members and Chairperson:

- 1) Mr. Rajesh Shah, Chairman
- 2) Mr. Kalpesh Bhandari, Member

c) Name and Designation of Compliance Officer : Mr. Vinod Jhawar is the Compliance Officer of the Company.

d) No. of shareholder's complaints received during the year 2012-2013.

During the year 2012-13 there were 2 complaints were received from the investors which were

ACI INFOCOM LIMITED

resolved by the Company.

e) No. of complaints not solved to the satisfaction of the shareholders: NIL

There was no complaint that was not solved to the satisfaction of the shareholders.

f) No. of pending share transfers : NIL

GENERAL BODY MEETING

a) Details of last three Annual General Meetings: The following information gives the details of date, time and place of last three Annual General Meetings.

F. Y.	LOCATION	DATE OF TIME OF	TIME OF AGM HELD
2012-13	Granville Hotel, Plot 680D Opp. Korakendra Ground, R.M. Bhattad Marg, Borivali West, Mumbai- 400092	25-09-2013	2.30 P. M.
2011-12	Granville Hotel, Plot 680D Opp. Korakendra Ground, R.M. Bhattad Marg, Borivali West, Mumbai- 400092	14-09-2012	10.30 A. M.
2010-11	203, Shah & Nahar Estate, Dr. E. Moses Road, Worli Naka, Mumbai 400 018	23-09-2011	10.30 A. M.

b) Whether any Special Resolution passed through Postal Ballot during the year. : No

DISCLOSURES

- The Company has disclosed related party transaction with Key Management Personnel of Notes to Accounts. None of the transactions with any of the related parties was in conflict with the interests of the Company.
- There have been no non-compliances by the Company of the regulations imposed by the Stock Exchange or SEBI or any other statutory authority or on any matter related to Capital Markets during the last 3 years.

MEANS OF COMMUNICATIONS

- Financial results of the Company (Quarterly, Half-Yearly and Annual) have been approved by the Board and intimated to the Stock Exchanges and are published in Financial Express and Mahanayak.
- Management Discussion and Analysis Report forms part of the Annual Report.

GENERAL SHAREHOLDER INFORMATION

a) **Date, Time and Venue of the Present Annual General Meeting.**

On 25th September, 2013 at 2. 30 p. m. at Granville Hotel, Plot 680D Opp. Korakendra Ground, R.M.Bhattad Marg, Borivali West, Mumbai- 400092.

ACI INFOCOM LIMITED

b) Financial Calendar

Quarter ending on	Reporting on
30 th June, 2013	2 nd Week of August, 2013
30 th September, 2013	2 nd Week of November, 2013
31 st December, 2013	2 nd Week of February, 2014
31 st March, 2014	Last Week of May, 2014 (Audited)

c) Dates of Book Closure: 19th September, 2013 to 25th September, 2013 (Both Days Inclusive)

d) Listing on Stock Exchange: The Bombay Stock Exchange Ltd. (BSE)

e) Stock Code at Bombay Stock Exchange: 517356

f) Market Price Data : High/Low during each month in last financial year

The following are the monthly high and low quotations during the financial year ending 31st March, 2013.

Month	High Rate	Low Rate
April 2012	84.50	60.45
May 2012	80.00	65.35
June 2012	78.20	64.50
July 2012	176.85	76.50
August 2012	150.00	114.10
September 2012	146.00	112.85
October 2012	153.10	123.30
November 2012	172.90	135.50
December 2012	166.00	146.15
January 2013	166.05	15.25
February 2013	23.25	16.10
March 2013	17.05	8.60

Note:(1) Above data taken from BSE website.

(2) During the year, equity shares of the company were sub divided from par value of Rs.10 to 10 equity shares of Rs.1 each resulting in total number of Equity shares increased to 11,04,90,900 equity shares of Rs. 1 each as on 25/01/2013.

g) Registrar and Share Transfer Agents: M/s. System Support Services, 209, Shivai Industrial Estate, 89, Andheri Kurla Road, Sakinaka, Andheri (E), Mumbai 400072.

ACI INFOCOM LIMITED

h) Share Transfer System

The Company's Share Transfers are taken care by M/s. System Support Services, Registrar and Transfer Agents appointed by the Company. Transfers which are received in Physical Form are processed and the share certificates are returned within a period of 30 days from the date of receipt, subject to documents being valid and complete in all respects.

i) Distribution of Shareholding

Distribution of Shareholding as on 31st March, 2013.

Sr. No.	Category	No. of Shareholders	Percentage of Shareholders	No. of Equity Shares	Percentage of Shareholding
1	1 5000	2174	83.19	3012399	1.92
2	5001 10000	100	3.83	797545	0.70
3	10001 20000	48	1.84	706396	0.64
4	20001 30000	29	1.10	750611	0.68
5	30001 40000	27	1.03	1010888	0.92
6	40001 50000	40	1.52	1893999	1.71
7	50001 100000	70	2.67	5298242	4.80
8	100001 Above	126	4.82	97020820	87.81
	TOTAL	2614	100.00	110490900	100.00

Note: The Foreign Shareholding of the Company as on 31st March, 2013 is **364200** shares aggregating to **0.33%** of total shareholding of the Company.

j) Dematerialisation of Shares

The Company Shares are available for holding/transfer in depository system of both Central Depository Services (India) Limited and National Security Depository Limited. The members have the option of holding the shares in physical or dematerialized form. The processing activities with respect to the requests received for dematerialization are generally completed within 15 days from the date of receipt of the request.

The International Securities Information Number (ISIN) allotted for the Company by NSDL and CDSL is ISIN INE167B01017. If a member wants his shares to be dematerialized, he may send the shares along with the request through his Depository Participant to the M/s. System Support Services, Registrar and Share Transfer Agent.

As on 31st March, 2013, total number of 10,62,14,820 shares of the Company stand dematerialized. This comprises 96.13% of the Share Capital of the Company.

k) Address for Correspondence

- For any query in Demat Shares: To the Depository Participant and Demat Registrar
- For any query in Physical Shares: To the Share Transfer Agents
- For any other queries: Registered Office

ACI INFOCOM LIMITED

CERTIFICATE

We have examined the compliance of conditions of Corporate Governance by ACI Infocom Limited for the year ended 31st March, 2013 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Bombay Stock Exchange.

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

- i) We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.
- ii) We state that no Investor Grievance is pending for a period exceeding one month against the Company as per the records, maintained by the Shareholders and Investor's Grievance Committee and
- iii) We further state that such compliance is neither as assurance as to the future viability of the Company nor the efficiency or effectiveness with the Management has conducted the affairs of the Company.

For, **ANAND JAIN & ASSOCIATES**
Chartered Accountants

(ANAND RAJ JAIN)

PARTNER

MEMBERSHIP NO: 42051

Place : Mumbai

Date :27th May, 2013

Independent Auditors' Report

To the Members of ACI Infocom Limited

We have audited the accompanying financial statements of **ACI Infocom Limited** ("the Company"), which comprises the balance sheet as at 31st March 2013, the statement of profit and loss of the Company for year then ended, the cash flow statement of the Company for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ('the Act'). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error

Auditor's Responsibility

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

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

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

Opinion

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

ACI INFOCOM LIMITED

- (i) in the case of the balance sheet, of the state of affairs of the Company as at 31st March 2013;
- (i) in the case of the statement of profit and loss account, of the profit for the year ended on that date; and
- (ii) in the case of the cash flow statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2003 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (4A) of section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
2. As required by section 227(3) of the Act, we report that:
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the Balance Sheet, Statement of Profit and Loss and Cash Flow Statement comply with the Accounting Standards referred to in subsection (3C) of section 211 of the Companies Act, 1956; and
 - e. on the basis of written representations received from the directors as on 31 March 2013, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2013, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.

for **Anand Jain & Associates**
Chartered Accountants
Firm's registration number: 105666W

Anand Raj Jain
Partner
Membership No.42051

Date : 27/05/2013
Mumbai

ANNEXURE TO THE AUDITORS' REPORT

(Referred to in paragraph(3) of our report of even date to the members of ACI Infocom Limited for the year ended 31st March 2013)

- (i) (a) The Company has maintained proper records showing full particulars including quantitative details and situation of fixed Assets.
- (b) All the assets have been physically verified by the management during the year. No material discrepancies were noticed on such verification.
- (c) During the year, the Company has not disposed off any substantial part of its fixed assets.
- (ii) (a) The inventory has been physically verified by the management during the year. In our opinion, the frequency of verification is reasonable.
- (b) The procedures of physically verification of inventories followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
- (c) The Company is maintaining proper records of inventory. No material discrepancies were noticed on physical verification.
- (iii) (a) The Company has not granted any loans, secured or unsecured to companies, firms and other parties covered in the register maintained under section 301 of the Companies Act 1956. Therefore para (b), (c) and (d) are not applicable.
- (e) The Company has taken loan from two parties covered in the register maintained under section 301 of the Companies Act, 1956. The maximum amount involved during the year was Rs. 119.60 Lacs. During the year loans have been squared up.
- (f) Above loan is interest free loan and the terms and conditions of such loan is, in our opinion, prima facie not prejudicial to the interest of the Company.
- (g) The Company is regular in repaying the principal amounts as stipulated.
- (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, with regard to the purchase of inventory, fixed assets and for the sale of goods and services. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal control system.

ACI INFOCOM LIMITED

- (v) According to the information and explanations given to us there is no transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 hence clause (v) sub clause (a) & (b) not applicable to the company.
- (vi) In our opinion and according to the information and explanations given to us, no public deposits under the provisions of Section 58A and 58AA of the Companies Act, 1956 and rules framed have been accepted by the Company. According to the information and explanations given to us, no order under the aforesaid sections has been passed by the Company Law Board or National Company Law Tribunal or Reserve Bank of India or any court or any other Tribunal on the Company.
- (vii) In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- (viii) We have broadly reviewed the cost records maintained by the company pursuant to the companies (Cost Accounting Records) Rules, 2011 prescribed by the central government under section 209(1)(d) of the companies Act, 1956 and are of the opinion that prima facie the prescribed cost records have been maintain.
- (ix) (a) Undisputed Statutory Dues as applicable to the Company have been regularly deposited with the appropriate authorities; however, there have been some delays in depositing such dues. According to the information and explanations given to us, there were no undisputed statutory dues **except service tax of Rs.1,43,778/-** which have remained outstanding as at 31st March, 2013 for the year of more than six months from the date they became payable.
- (b) According to the information & explanations given to us, the company has the following disputed statutory dues and the forum where the dispute is pending are as under –

Sr. No.	Name of statute	Nature of dues	Period to which amt relates	Amt (Rs.)	Forum where dispute pending
1	Custom Act 1962	Custom Duty	1984-85	6,27,764 + Interest	Dy Commissioner of Custom contract cell

- (x) The Company has accumulated losses at the end of the financial year, however it does not exceed fifty percent of its net worth. The Company has not incurred any cash losses in the financial year and in the immediately preceding financial year.
- (xi) In our opinion and according to the information and explanations given to us, the Company has not defaulted in repayment of dues to a financial institution or Bank.

ACI INFOCOM LIMITED

- (xii) In our opinion and according to the information and explanations given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- (xiii) The Company is not a chit fund or a nidhi mutual benefit fund / society.
- (xiv) In our opinion and according to the information and explanations given to us, the Company is not dealing in or trading in shares, securities, debentures and other investments.
- (xv) In our opinion and according to the information and explanations given to us, the Company has not given any guarantees for loans taken by others from banks or financial institutions.
- (xvi) In our opinion and according to the information and explanations given to us, the Company has not raised any term loan.
- (xvii) According to the information and explanations given to us and on an overall examination of the balance sheet of the Company, we report that, on an overall basis, funds raised on short-term basis have, prima facie, not been used during the period for long term investment.
- (xviii) According to the information and explanations given to us, the Company has not made preferential allotment to parties and companies covered in the register maintained under section 301 of the Act during the year.
- (xix) According to the information and explanations given to us, the Company had not issued any debentures during the year or in earlier years.
- (xx) The Company has not raised any money by public issue during the year.
- (xxi) To the best of our knowledge and belief and according to the information and explanations given to us, no fraud on or by the Company has been noticed or reported during the year.

for **Anand Jain & Associates**
Chartered Accountants
Firm's registration number: 105666W

Anand Raj Jain
Partner
Membership No.42051

Date : 27/05/2013

Mumbai

ACI INFOCOM LIMITED

BALANCE SHEET AS AT 31ST MARCH, 2013

Particulars	Notes	As at 31-03-2013 Rs.	As at 31-03-2012 Rs.
EQUITY AND LIABILITIES			
Shareholders' Funds			
Share Capital	2	110,490,900	110,490,900
Reserve and Surplus	3	<u>48,393,682</u>	<u>45,102,258</u>
		158,884,582	155,593,158
Non-Current Liabilities			
Long-Term Borrowings		-	-
Deferred Tax Liabilities (Net)		-	-
Other Long Term Liabilities		-	-
Long-Term provisions		-	-
Current Liabilities			
Short-Term Borrowings	4	-	11,240,000
Trade Payables	5	1,035,032	61,915,059
Other Current Liabilities	6	4,746,971	7,773,533
Short-Term Provision	7	<u>364,016</u>	-
		6,146,019	80,928,592
Total		<u>165,030,602</u>	<u>236,521,749</u>
ASSETS			
Non-Current Assets			
Fixed Assets			
	8		
Tangible assets		208,854	219,134
Intangible assets		-	-
Capital work-in-progress		-	-
Intangible assets under development		-	-
Non-current investments	9	67,147,887	64,548,037
Deferred tax assets (net)	10	7,378,903	7,504,343
Long-Term loans and advances		-	-
Other non-current assets		-	-
		<u>74,735,644</u>	<u>72,271,514</u>
Current Assets			
Current investments		-	-
Inventories	11	39,005,085	25,049,976
Trade receivables	12	-	74,874,633
Cash and cash equivalents	13	1,578,452	9,981,213
Short-term loans and advances	14	49,437,906	54,333,357
Other Current Assets	15	<u>273,515</u>	<u>11,057</u>
		90,294,958	164,250,236
Total		<u>165,030,602</u>	<u>236,521,749</u>
Significant Accounting Policies	1		
Notes to Accounts	25		

As per our report of even date
For Anand Jain & Associates
Chartered accountants
Firm Reg No.105666W
Anand Raj Jain
Partner
Membership No.42051
Place : Mumbai
Date : 27.05.2013

For and on behalf of the Board of Directors

Anand Jain Nirmal Jain
Managing Director Director

Kushal Chand Jain
Director

ACI INFOCOM LIMITED

STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH,2013

Particulars	Notes	Year Ended 31-03-2013 Rs.	Year Ended 31-03-2012 Rs.
Income			
Revenue from operations	16	-	217,751,240
Other Income	17	7,816,807	8,410,265
Total-(I)		7,816,807	226,161,505
Expenses			
Purchases of stock in trade	18	-	212,107,567
Construction cost	19	13,955,109	11,299,976
Changes in Inventory	20	(13,955,109)	(11,299,976)
Manpower cost	21	2,110,275	4,065,778
Other Expenses	22	1,695,973	5,942,769
Total -(II)		3,806,248	222,116,114
Earning Before Interest, Tax, Depreciation And Amortization(EBITDA) (I)-(II)		4,010,559	4,045,391
Depreciation & Amortization	8	10,280	8,286
Finance cost	23	33,415	1,555,630
Profit/(Loss) Before Exceptional, Extraordinary And Prior Period Item		3,966,864	2,481,475
Less- Exceptional Item	24	550,000	-
Add- Prior-Period Income		-	190,375
Profit/(Loss) Before tax		3,416,864	2,671,850
Tax Expenses			
Current Tax-MAT		651,083	454,920
MAT Credit Entitlement for the year		(651,083)	(454,920)
MAT Credit Entitlement of earlier year		-	(37,499)
Deferred Tax		125,440	930,447
Profit/(loss) for the year		3,291,425	1,778,903
Earning per equity share (Face Value per share Rs. 1)			
Basic		0.03	0.02
Diluted		0.03	0.02
Significant Accounting Policies	1		
Notes to Accounts	25		

As per our report of even date
For Anand Jain & Associates
Chartered accountants
Firm Reg No.105666W
Anand Raj Jain
Partner
Membership No.42051
Place : Mumbai
Date : 27.05.2013

For and on behalf of the Board of Directors

Anand Jain
Managing Director
Nirmal Jain
Director
Kushal Chand Jain
Director

ACI INFOCOM LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

Particulars	Year Ended 31-03-2013 Rs.	Year Ended 31-03-2012 Rs.
Cash Flow From Operating Activities		
Profit Before Tax	3,416,864	2,671,850
Adjustments for :		
Depreciation	10,280	8,286
Income on investment in partnership firm	(4,928,450)	(5,998,037)
Finance Cost	33,415	1,555,630
Interest income	(2,888,357)	(2,600,543)
Sundry balance written off/(back)	-	563,580
Operating Profit Before Working Capital Changes	(4,356,248)	(3,799,234)
Adjustments for :		
(Increase)/decrease in inventories	(13,955,109)	(11,299,976)
(Increase)/decrease in trade receivables	74,874,633	(58,076,852)
(Increase)/decrease in short-term loans and advances & other current assets	5,316,472	41,891,881
Increase/(decrease) in current liabilities	(64,200,951)	22,803,804
Cash generated from operations	(2,321,204)	(8,480,376)
Taxes Paid	-	(460,651)
Net Cash Flow From/ (Used In) Operating Activities (A)	(2,321,204)	(8,941,027)
Cash Flow From / (Used In) Investing Activities		
Purchase of fixed assets	-	(63,420)
Capital & Interest withdrawal from Partnership firm	2,328,600	350,000
Interest received	2,888,357	2,600,543
Net Cash Flow From / (Used In) Investing Activities (B)	5,216,957	2,887,123
Cash Flow From / (Used In) Financing Activities		
Proceeds from borrowings (Net)	(11,240,000)	9,740,000
Finance Cost	(33,415)	(1,555,630)
Net Cash Flow From / (Used In) Financing Activities (C)	(11,273,415)	8,184,370
Net Increase / (Decrease) In Cash And Cash Equivalents (A + B + C)	(8,377,661)	2,130,466
Opening Cash And Cash Equivalents	9,956,113	7,825,647
Closing Cash And Cash Equivalents (Refer Note 1 Below)	1,578,452	9,956,113

ACI INFOCOM LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2013

Particulars	Year Ended 31-03-2013 Rs.	Year Ended 31-03-2012 Rs.
-------------	---------------------------------	---------------------------------

1. Cash and cash equivalents consist of cash on hand and balances with banks. Cash and cash equivalents included in the cash flow statement comprise of the following Balance Sheet items.

Particulars	2013 Rs.	2012 Rs.
Cash In hand	345,615	49,330
Balance with Banks:		
In current accounts	1,000,616	3,026,601
In fixed and margin deposits	232,221	6,905,281
Less: Bank balance overdrawn	-	25,099
	1,578,452	9,956,113

2. The above Cash Flow Statement has been prepared under indirect method as set out in Accounting Standard 3 'Cash Flow Statements' as specified in Companies (Accounting Standard) Rules, 2006.

3. Previous year's figures have been regrouped/ reclassified wherever necessary to conform to current years' classification

As per our report of even date

For Anand Jain & Associates

Chartered accountants

Firm Reg No.105666W

Anand Raj Jain

Partner

Membership No.42051

Place : Mumbai

Date : 27.05.2013

For and on behalf of the Board of Directors

Anand Jain

Managing Director

Kushal Chand Jain

Director

Nirmal Jain

Director

ACI INFOCOM LIMITED

Note-1

I. CORPORATE INFORMATION

The Company is mainly in to real estate business and also trade in I.T Products, Telecom Products and steel.

II. SIGNIFICANT ACCOUNTING POLICIES

1. Basis of preparation of financial statements

The financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles under the historical cost convention on an accrual basis and are in conformity with mandatory accounting standards, as prescribed by the Companies (Accounting Standards) Rules, 2006, the provisions of the Companies Act, 1956.

2. Use of Estimates

The preparation of the financial statements in conformity with GAAP requires Management to make estimates and assumptions that affect the reported balances of assets and liabilities and disclosure relating to contingent liabilities as at the date of the financial statements and reported amounts of income and expenses during the period. Management believes that the estimates used in the preparation of financial statements are prudent and reasonable. Future results could differ from these estimates.

3. Fixed Assets

Fixed Assets have been stated at cost of acquisition inclusive of expenses directly attributable to the acquisition of such assets.

4. Depreciation and Amortization

Depreciation on fixed asset has been provided on the straight-line method as per the rates prescribed under schedule XIV of the Companies Act, 1956. However assets costing less than Rs. 5,000 each are fully depreciated in the year of purchase.

5. Foreign exchange transactions

Transactions in foreign currencies are recorded at the prevailing exchange rates on the transaction dates. Realized gains and losses on settlement of foreign currency transactions are recognized

ACI INFOCOM LIMITED

in the profit and loss account. Foreign currency monetary assets and liabilities at the year end are translated at the year end exchange rates and resultant exchange differences are recognized in the profit and loss account.

6. Inventories

Inventories are valued at cost or net realizable value whichever is lower. Cost of property under construction held as inventory includes cost of purchases, construction cost, and other cost incurred in bringing the properties to their present location and condition.

7. Material events occurring after the Balance Sheet

Material events occurring after the Balance Sheet date have been taken cognizance of liabilities which are material and whose future outcome cannot be ascertained with reasonable certainty have been treated as contingent liability and are disclosed by way of notes to accounts.

8. Prior Period Adjustment

Expenses and income pertaining to earlier / previous years are accounted as Prior Period Items.

9. Investments

Long-term investments are valued at cost. Provision for diminution in the value of investments if any is made, if such diminution is other than of temporary nature.

10. Revenue Recognition

- (a) Revenue from disposal of properties is recognized on legal completion of the contract. Where properties are under development, revenue is recognized when significant risk and rewards of ownership and effective control of the real estate have been transferred to the buyer. If the revenue recognition criteria have been met before construction is complete then obligation is recognized for the cost to complete the construction at the same time as the sale is recognized.
- (b) Revenue from the sale of goods is recognized upon passage of title to the customer, which generally coincides with their delivery. Sales are recorded net of trade discounts, rebates, and sales taxes.
- (c) Interest Income is recognized on a time proportion basis by reference to the principal

outstanding and at the interest rate applicable. Share of profit from partnership firm recognised on the basis of confirmation from partnership firm.

11. Income Tax

Tax Expenses comprise Current and deferred tax. Current income tax is measured at the amount expected to be paid to the tax authority in accordance with the income tax Act, 1961 enacted in India and tax laws prevailing in the respective tax jurisdiction where company operate.

Deferred tax on timing differences between taxable income and accounting income is accounted for, using the tax rates and the tax laws enacted or substantially enacted as on the balance sheet date. Deferred tax assets recognized only when there is a reasonable certainty of their realization.

12. Impairment

The Company reviews the carrying value of tangible and intangible assets for any possible impairment at each balance sheet date. An impairment loss is recognized when the carrying amount of an asset exceeds its recoverable amount. In assessing the recoverable amount, the estimated future cash flows are discounted to their present value at appropriate discount rates.

13. Contingent liabilities

Contingent liabilities are disclosed in respect of possible obligations that arise from past events but their existence will be confirmed by the occurrence or non -occurrence of one or more uncertain future events not wholly within control of the Company. A provision is made based on a reliable estimate when it is probable that an outflow of resources embodying economic benefits will be required to settle an obligation at the year end date. Contingent assets are not recognized or disclosed in the financial statements.

14. Segment Reporting

The company's segment is identified as business segment based on nature of products, risk, returns, internal organisation and management structure. Unallocated corporate revenue and expenses which relate to the enterprise as a whole are not attributable to segments.

15. Lease

Operating Lease payment is recognized as an expense in the statement of profit and loss on a straight-line basis over the lease term.

ACI INFOCOM LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	As at 31-03-2013 Rs.	As at 31-03-2012 Rs.
Note-2 Share Capital		
AUTHORIZED CAPITAL		
1,35,00,000 Equity Shares of Rs.10/- each	-	135,000,000
13,50,00,000 Equity Shares of Rs.1/- each after subdivision of shares as on 25/01/2013	135,000,000	
Total	135,000,000	135,000,000
ISSUED, SUBSCRIBED & PAID UP CAPITAL		
1,10,49,090 Equity Shares of Rs.10/- each	-	110,490,900
11,04,90,900 Equity Shares of Rs.1/- each	110,490,900	-
Total	110,490,900	110,490,900

(a) Reconciliation of the Equity shares outstanding at the beginning and at the end of the reporting period.

	In Value	
	As at 31-03-2013 Rs.	As at 31-03-2012 Rs.
At the beginning of the reporting period.	110,490,900	110,490,900
Equity Issued during the period	-	
At the end of the reporting period.	110,490,900	110,490,900
In Numbers		
At the beginning of the reporting period.	110,490,900	11,049,090
Equity Issued during the period	-	
At the end of the reporting period.	110,490,900	11,049,090

(b) Terms & Right attached to equity shares

The company has only one class of equity shares having a par value of Rs.1/- per share. Each Holder of equity share is entitled to one vote per share. In the event of liquidation, shareholder will be entitled to receive remaining assets of the company after distribution of all preferential amount. The distribution will be in proportion to the member of equity share held by the share holder.

ACI INFOCOM LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	As at 31-03-2013 Rs.	As at 31-03-2012 Rs.
-------------	----------------------------	----------------------------

(c) Sub-Division of shares

During the year, equity shares of the company were sub divided from par value of Rs.10 to 10 equity shares of Rs.1 each resulting in total number of Equity shares increased to 11,04,90,900 equity shares of Rs. 1 each as on 25/01/2013

Details of shareholders holding more than 5% shares in the Company

	As at 31-03-2013	
	Number	% of holding
Equity Shares of Rs 1/- each fully paid		
Prog Dye Chem Private Limited	20,415,730	18.48
As at 31-03-2013		
	Number	% of holding
Equity Shares of Rs 10/- each fully paid		
Prog Dye Chem Private Limited	1,427,132	12.92
ACI Techserve Private Limited,Promotor Group Co	605,141	5.48

Note-3 Reserves & Surplus

Security Premium Account

Balance as per last financial statements	60,434,000	60,434,000
Add-Addition on issue of fresh equity	-	-
Less-Utilized during the year	-	-
Closing Balance	60,434,000	60,434,000

General Reserve

Balance as per last financial statements	19,290,654	19,290,654
Add-Addition during the year	-	-
Less-Utilized during the year	-	-
Closing Balance	19,290,654	19,290,654

Surplus/(Deficit) in the statement of profit and loss account

Balance as at the beginning of the year	(34622396)	(43200335)
Profit for the current year	3,291,425	1,778,903
Addition-Deferred Tax Assets of earlier years		6,799,036
Less-Appropriations	-	-
Net surplus in the statement of profit and loss account	(31330972)	(34622396)
Total	48,393,682	45,102,258

ACI INFOCOM LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	As at 31-03-2013 Rs.	As at 31-03-2012 Rs.
-------------	----------------------------	----------------------------

Note-4 Short Term Borrowings

From Other Parties

Loan & Advances from Related Parties

From Associates-Unsecured	-	11,240,000
Total	-	11,240,000

Note-5 Trades Payable

Sundry Creditors for Goods	856,258	59,887,800
Sundry Creditors for Expenses	178,774	2,027,259
Total	1,035,032	61,915,059

Note-6 Other Current Liabilities

Bank Balance Overdrawn	-	25,099
Advances from customers	4,509,222	7,422,000
Statutory Dues	237,749	326,434
Total	4,746,971	7,773,533

Note-7 Short Term Provisions

Provision for Income Tax	364,016	-
Total	364,016	-

Note-7 Fixed Asset

(Amount in Rupees)

Particulars	Rate	Gross Block			Depreciaton			Net Block		
		Value at the beginning	Addition during the year	Deduction during the year	Value at the end	Value at the beginning	Addition during the year	Deduction during the year	Value at the end	WDV as on 31.03.2012
Tangible Assets										
Land		164,000	-	-	164,000	-	-	-	164,000	164,000
Computer	16.21%	63,420	63,420	8,286	10,280	44,854	55,134	-	-	-
SUB TOTAL (A)		227,420	-	-	227,420	10,280	-	18,566	208,854	219,134
Intangible Assets										
SUB TOTAL (B)										
Capital Work-in-progress										
SUB TOTAL (C)										
Total [A + B + C] (Current Year)										
(Previous Year)										

ACI INFOCOM LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	As at 31-03-2013 Rs.	As at 31-03-2012 Rs.
Note-9 Non Current Investment		
Investment in Partnership Firm		
Investment in Sanjog Developers (Accumulated share of profit of Rs.2,84,447 & capital Account Balance as on 31/03/2013 is Rs. 6,71,47,887)	67,147,887	64,548,037
Total	67,147,887	64,548,037
Detail of Investment in Partnership Firm		
Name of the Partners	Share in profit (%)	
	2013	2012
ACI Infocom Ltd	70	70
Lalit Parasmal Nahata	15	15
Praveen Sohanraj Balar	15	15
Note-10 Deferred Tax Asset (net)		
On Account of Depreciation and carried forward losses Unrecongised Deferred Tax Assets of earlier years on c/f losses recognized in the current year through reserve and surplus	7,378,903	705307
Total	7,378,903	7,504,343
Note-11 Inventories		
Work in progress-Real Estate Project under construction at cost	39,005,085	25,049,976
Total	39,005,085	25,049,976
Note-12 Trade Receivables		
Outstanding for more than six months		
a) Secured, Considered Good	-	-
b) Unsecured, Considered Good	-	698,158
c) Doubtful	-	-
Others		
a) Secured, Considered Good	-	-
b) Unsecured, Considered Good	-	74,176,475
c) Doubtful	-	-
Total	-	74,874,633

ACI INFOCOM LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	As at 31-03-2013 Rs.	As at 31-03-2012 Rs.
Note-13 Cash & Cash Equivalents		
Cash in hand	345,615	49,331
Balance in Current Account with Scheduled Banks	1,000,616	3,026,601
Margin Money Deposits	-	6,668,408
Other Term deposit	232,221	236,873
Total	1,578,452	9,981,213

Note-14 Short-term loans and advances

Unsecured considered good

Advances to related parties	-	6,967,423
Inter-corporate Loan	10,887,723	28,953,322
Trade Advance to corporate	36,500,000	17,000,000
Advances for Expenses	-	13,514
Advance Income Tax-Net	906,681	906,681
Mat Credit Entitlement	1,143,502	492,419
Total	49,437,906	54,333,358

Note-15 Other Current Assets

Sundry Deposits	216,000	-
Balance with Govt Authority	11,057	11,057
Prepaid Exp	46,458	-
Total	273,515	11,057

ACI INFOCOM LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	Year Ended 31-03-2013 Rs.	Year Ended 31-03-2012 Rs.
Note-16 Revenue from Operations		
Sale of Products		
A. Metal	-	211,425,038
B. Telecom services	-	1,201,645
C. Internet security	-	5,118,464
	-	<u>217,745,147</u>
Other Operating Income		
Course Material	-	6,093
Total	-	<u>217,751,240</u>
Note-17 Other Income		
Misc Income	-	2,060
Share in Profit from Partnership Firm	-	94,072
Interest Income		
Interest on Non Current Investment in Partnership Firm	4,928,450	5,713,590
Interest on Short-term loans and advances	2,785,901	2,129,046
Interest on Bank Deposits	102,456	449,718
Interest on Income tax Refund	-	21,779
Total	<u>7,816,807</u>	<u>8,410,265</u>
Note-18 Purchases of stock in trade		
Metal	-	206,275,220
Internet security	-	4,933,451
Telecom service	-	898,895
Total	-	<u>212,107,567</u>

ACI INFOCOM LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	Year Ended 31-03-2013 Rs.	Year Ended 31-03-2012 Rs.
Note-19 Cost of Construction		
Cost related to Land	-	220,000
Cost related to Construction	13,955,109	11,079,976
Total	13,955,109	11,299,976
Note-20 Changes in Inventory		
A. Related to Construction Business		
Opening Stock		
Construction WIP	25,049,976	13,750,000
Less-Closing Stock		
Construction WIP	39,005,085	25,049,976
	<u>(13955109)</u>	<u>(11299976)</u>
B. Related to other Business		
Opening Stock		
Internet Security	-	-
Telecom Services	-	-
Less-Closing Stock		
Internet Security	-	-
Telecom Services	-	-
	<u>-</u>	<u>-</u>
Total	(13955109)	(11299976)
Note-21 Manpower Cost		
Salary & Bonus	1,009,500	2,850,808
Directors remuneration	1,100,000	1,200,000
Contribution to provident fund and other funds	-	8,360
Staff welfare	775	6,610
Total	2,110,275	4,065,778

ACI INFOCOM LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	Year Ended 31-03-2013 Rs.	Year Ended 31-03-2012 Rs.
Note-22 Other Expenses		
Auditors Remuneration	84,270	84,270
Advertisement	75,681	259,849
Commission	43,000	1,675,700
Courier & Postage Charges	38,461	35,841
Directors Sitting Fees	-	3,000
Electricity Charges	4,190	68,185
Exchange Gain Or Loss	-	5,823
Freight, Octroi And Duties	-	231,445
Legal And Professional Charges	418,882	567,147
Membership, Books & Periodicals	-	441,319
Miscellaneous Expenses	2,840	15,240
Printing And Stationary	8,111	98,786
ROC Charges	4,000	-
Rent	245,725	7,950
Repairs & Maintenance	20,250	-
Sales Promotion	21,924	716,863
Discount & Balance Written Off	264,357	563,580
Telephone Expenses	4,875	195,287
Travelling & Conveyance	441,907	972,485
Web Site Development	17,500	-
Total	1,695,973	5,942,769

ACI INFOCOM LIMITED

NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	Year Ended 31-03-2013 Rs.	Year Ended 31-03-2012 Rs.
-------------	---------------------------------	---------------------------------

Note-23 Finance Cost

Bank charges	6,458	34,231
Interest on delay Payment of Statutory Dues	26,957	54,170
LC Facility Utilization Charges	-	1,467,229
Total	33,415	1,555,630

Note-8 Depreciation & Amortization

Depreciation	10,280	-
Total	10,280	-

Note-24 Exceptional, Extraordinary And Prior Period Item

Exceptional Item-

Penalty by Sebi	550,000	-
-----------------	---------	---

Prior Period Income-

Profit from partnership firm	-	190,375
Total	550,000	190,375

ACI INFOCOM LIMITED

Note-25 NOTES TO ACCOUNTS

1. Earnings per share

Basis earning per share are calculated by dividing the net profit or loss for the period attributable to equity shareholder by the weighted average number of equity share outstanding during the period.

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

	2012-13	2011-12
Profit / (Loss) after tax and exceptional items (Rs.In Lacs)	32.91	17.78
Weighted average number of equity shares used for calculating basic earnings per share	1,10,49,0900	1,10,49,0900
Weighted average number of equity shares used for calculating diluted earnings per share	1,10,49,0900	1,10,49,0900
Face value of Equity Shares (Rs.)	1	1
Earning per share- Basic & Diluted (Rs.)	0.03	.02

Note-During the year, equity shares of the company were sub divided from par value of Rs.10 to 10 equity shares of Rs.1 each resulting in total number of Equity shares increased to 11,04,90,900 equity shares of Rs. 1 each as on 25/01/2013. For better comparison 1, 10,49,0900 equity shares have been considered for both FY 2012-13 and FY 2011-12.

2. Related Party Disclosure

A) Disclosure requirements as per Accounting Standard 18 (AS-18) "Related Party Disclosure" notified under Companies (Accounting Standard) Rules, 2006, (as amended) and relevant provisions of companies Act 1956,

Related Parties

ACI Techserv Private Limited
Avera Chemicals Pvt Ltd

Nature of relationship

Associates / Enterprises over which directors and /Or their relatives has significant influence

Shri Alok Gupta retired on 03/08/2012

Key Management Personnel

Shri Dinesh Kumar Deora retired on 03/08/2012

Shri Omprakash Bohra retired on 07/06/2012

Shri Kalpesh Bhandari

Shri Rajesh Babulal Shah

Shri Abhijeet Gupta

Relative of Key Management Personnel

Note: Related party Relationships have been identified by the management and relied upon by the Auditors.

ACI INFOCOM LIMITED

B) Details of transactions between the Company & related parties during the year.

(In Rs.)

Nature of Transaction	Name of Party	Associates / Enterprises over which directors and /Or their relatives has significant influence		Key Management Personnel		Relative of Key Management Personnel	
		31.03.2013	31.03.2012	31.03.2013	31.03.2012	31.03.2013	31.03.2012
Remuneration / Salary	Alok Gupta			4,00,000	12,00,000		
	Kushal Chand Jain			2,50,000			
	Anand Jain			2,00,000			
	Nirmal Jain			2,50,000			
Purchase of products	ACI Techserv Pvt Ltd		2,77,903				
Sale of products	ACI Techserv Pvt Ltd		21,49,784				
Unsecured Loans Accepted	Avera Chemicals Pvt Ltd	12,25,000	2,05,40,000				
	Kushal Chand Jain			5,00,000			
Unsecured Loans Repaid	Avera Chemicals Pvt Ltd	1,26,85,000	93,00,000				
	Alpine Int. Pvt. Ltd.		15,00,000				
	Kushal Chand Jain			5,00,000			
Loans/Advances Given	ACI Ecotech Pvt Ltd		2,23,803				
Advances recovered (net)	ACI Techserv Pvt Ltd	69,67,423	2,98,18,433				
	ACI Ecotech Pvt Ltd		26,83,002				
Trade Receivable & other income	ACI Techserv Pvt Ltd	25,48,113					
Expenses incurred by company	ACI Techserv Pvt Ltd		47,12,527				
for associate Transfer of Assets & Liabilities	ACI Techserv Pvt Ltd		42,08,763				
Recovery of expenses incurred by company for associate	ACI Techserv Pvt Ltd		19,53,867				
Expenses incurred by associate on behalf of company	Avera Chemicals Pvt Ltd		2,91,000				
Reimbursement of expenses incurred by associate on behalf of company	Avera Chemicals Pvt Ltd		66,640				

C) Details of outstanding balances.

Nature of Transaction	Name of Party	O/S Balance as on 31.03.2013	O/S Balance as on 31.03.2012
Unsecured Loan	Avera Chemicals Pvt Ltd	NIL	1,12,40,000 cr
Advances /slump sale/assets liabilities taken over	ACI Techserv Pvt Ltd	NIL	69,67,423 dr
Trade Receivable	ACI Techserv Pvt Ltd	NIL	21,46,194 dr
Creditors for expenses	Avera Chemicals Pvt Ltd	NIL	2,24,360 cr

ACI INFOCOM LIMITED

3 Segment Reporting- Product wise Segmental reporting for F Y 2012-13

Particulars	Internet Security	Metal	Telecom services	Realty	Unallocated	Total
Revenue						
Other Incomes	-	-	-	49,28,450	28,88,357	78,16,807
Profit before Interest & Tax	-	-	-	5,61,922	28,88,357	34,50,279
Less - Interest Expenses	-	-	-	33,415		33,415
Profit before Tax	-	-	-	5,61,922	28,54,942	34,16,864

Particulars	Internet Security	Metal	Telecom services	Realty	Unallocated	Total
Assets	-	-	-	15,41,42,879	1,08,87,723	16,50,30,602
Liabilities	-	-	-	61,46,019		61,46,019
Net Capital Employed				14,79,96,859	1,08,87,723	15,88,84,582

Product wise Segmental reporting for F Y 2011-12

Particulars	Internet Security	Metal	Telecom services	Realty	Unallocated	Total
Revenue	51,18,464	21,14,25,038	12,01,645	-		21,77,45,147
Other Incomes	-	-	58,07,662	26,02,603		84,10,265
Profit before Interest & Tax	(12,96,718)	34,74,118	2,05,234	58,07,662	(42,25,794)	39,64,502
Less - Interest Expenses	1,412	14,67,229	14,386	-	-	14,83,027
Profit before Tax	(12,98,130)	20,06,889	1,90,848	58,07,662	(42,25,794)	24,81,475

Particulars	Internet Security	Metal	Telecom services	Realty	Unallocated	Total
Assets	21,46,194	7,93,96,847	-	10,65,98,013	4,88,24,559	23,69,65,613
Liabilities	-	5,98,87,800	-	74,22,000	1,40,62,655	8,13,72,455
Net Capital Employed	21,46,194	1,95,09,047	-	9,91,76,013	3,47,61,904	15,55,93,157

ACI INFOCOM LIMITED

- 4 **Contingent Liability-** Demand of Rs 6,27,764 + Interest under Custom Act 1962 relating to FY 1984-85. The company is in process of filing appeal against the order of demand.
- 5 Balances are relied upon as per books of accounts wherever the confirmations from debtors/creditors/Loans/Advances are not available
- 6 As certified by the management, there are no dues outstanding to any Micro Small and Medium size Enterprises as at the end of the year.
- 7 As certified by the Management there is no obligation in respect of gratuity and leave encashment during the year.
- 8 Auditor's Remuneration including service tax is Rs.84, 270/-. (Previous Year Rs.84,270/-).
- 9 The Company is required to appoint a whole time company secretary as per section 383A of the Companies Act, 1956. The Company is in the process of appointment of company secretary.
- 10 Expenditures & Earning in Foreign Currency

Expenditure incurred in Foreign Currency:	RS.(In lacs)	RS.(In lacs)
Travelling	-	0.14
Earnings in foreign exchange	-	-

As per our report of even date

For Anand Jain & Associates

Chartered accountants

Firm Reg No.105666W

Anand Raj Jain

Partner

Membership No.42051

Place : Mumbai

Date : 27.05.2013

For and on behalf of the Board of Directors

Anand Jain

Managing Director

Kushal Chand Jain

Director

Nirmal Jain

Director

ACI INFOCOM LIMITED

Registered Office : Office No. 113, 1st Floor , V-Mall, Thakur Complex Western Express Highway, Kandivali (E), Mumbai-400101.

I, hereby record my attendance at the Thirty-First Annual General Meeting to be held on Wednesday, 25th September, 2013 at Granville Hotel, Plot 680D Opp. Korakendra Ground, R.M.Bhattad Marg, Borivali West, Mumbai- 400092at 2.30 a.m.

DP ID :	CLIENT ID :
NAME AND ADDRESS OF SHAREHOLDER (IN BLOCK CAPITALS)	FOLIO NO.

SIGNATURE OF THE SHARE HOLDER OR PROXY _____

ACI INFOCOM LIMITED

Registered Office : Office No. 113, 1st Floor , V-Mall, Thakur Complex Western Express Highway, Kandivali (E), Mumbai-400101.

PROXY FORM

DP ID :	CLIENT ID :
----------------	--------------------

I/Weof.....
.....being a Member/Members of ACI INFOCOM LIMITED hereby
appoint.....of.....
(or failing him)of.....
as my/our Proxy to attend and vote for me/us and on my/our behalf at the Wednesday, 25th September,
2013 at Granville Hotel, Plot 680D Opp. Korakendra Ground, R.M.Bhattad Marg, Borivali West, Mumbai-
400092 at 2.30 a.m. and at any adjournment thereof.

AS WITNESS my hand/our hands this _____ day of _____ 2013.

SIGNATURE OF THE SHAREHOLDER OR PROXY _____

Signed by the said	100 P. S. Revenue Stamp
--------------------	----------------------------

NOTE: The Proxy Form must be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the Meeting. The Proxy need not be a member of the Company.

DP ID :	CLIENT ID :
NAME OF THE SHAREHOLDER (IN BLOCK CAPITALS).	FOLIO NO.

ACI INFOCOM LIMITED

THIRTY-FIRST ANNUAL REPORT - 2012-13

CONTENTS	Page No.
◆ Notice	2
◆ Directors' Report	4
◆ Corporate Governance	8
◆ Auditors' Certificate on Corporate Governance	14
◆ Auditors' Report	15
◆ Balance Sheet	20
◆ Profit & Loss Account	21
◆ Cash Flow Statement	22
◆ Notes	24

ACI INFOCOM LIMITED

31st

Annual Report
2012-2013

BOOK-POST

If Undelivered, Please Return to :

ACI INFOCOM LIMITED

Office No. 113, 1st Floor ,
V-Mall, Thakur Complex,
Western Express Highway,
Kandivali (E), Mumbai-400101.



ACI Infocom Ltd.

Registered Office :

113, V Mall, Near Sai Dham Temple,
Thakur Complex, Kandivali (E),
Mumbai - 400 101. Tel.: 022 - 2870 1911

Website : www.aciinfo.com

& A/C

10/09/2013 September, 2013.

10/09/2013

To
Dept. of Corporate Services,
Bombay Stock Exchange Limited,
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

Dear Sir,

FORMAL

Format of covering letter of the annual audit report to be filed with the Stock Exchange

1	Name of the company	ACI INFOCOM LIMITED.
2	Annual financial statements for the quarter Ended	31 st March, 2013
3	Type of Audit observation	Un-qualified / Matter of Emphasis No
4	Frequency of observation	Whether appeared first time No Repetitive NO/ since how long period NA
5	To be signed by- • CEO/Managing Director • CFO • Auditor of the company • Audit Committee Chairman	

Please find herewith six copies of Annual Report for the year ended 31st March, 2013.

For ACI Infocom Limited

[Signature]

Director

[Signature]

Managing Director /

CFO

For Anand Jain & Associates

Chartered Accountants

[Signature]

Anand Raj Jain, Partner

Encl As above.

