



**ACI Infocom Ltd.**

CIN - L72200MH1982PLC17546

**Registered Office :**

301, 3rd Floor, Annex Dimple Arcade,  
Asha Nagar, Kandivali (E),  
Mumbai - 400 101. Tel. : 022 - 4016 6323  
Email : [compliance@acirealty.co.in](mailto:compliance@acirealty.co.in)  
Website : [www.acirealty.co.in](http://www.acirealty.co.in)

Date: 28<sup>th</sup> September, 2016

To,  
The Secretary  
**BSE Limited**  
Corporate Relations Department,  
P. J. Towers, Dalal Street,  
Mumbai-400 001

Dear Sir,

**Sub: Submission of Annual Report under Regulation 34(1).**

**Ref: Scrip Code- 517356**

Pursuant to Regulation 34(1) of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, Please find attached herewith Annual Report of the Company.

Kindly take the above on your records.

Thanking you,

Yours faithfully,

For **ACI INFOCOM LIMITED**

*Kushal Chand Jain*

**Mr. Kushal Chand Jain**

**Director**

(DIN: 03545081)

Address: 59, Mahaveer Nagar,  
Pali Marwar- 306401



Encl: as above

# **ACI INFOCOM LIMITED**

(CIN: L72200MH1982PLC175476)

## **34<sup>th</sup>** --- **Annual Report** **2015-2016**

## ACI INFOCOM LIMITED

### THIRTY-FOURTH ANNUAL REPORT - 2015-16

CONTENTS	Page No.
Notice .....	2
Directors' Report .....	14
Management Discussion & Analysis Report .....	37
Corporate Governance Report .....	39
CEO / CFO Certificate .....	51
Company Secretary's Certificate on Corporate Governance .....	52
Auditors' Report .....	53
Balance Sheet .....	61
Profit & Loss Account .....	62
Cash Flow Statement .....	63
Notes on Accounts .....	65

**34<sup>TH</sup> ANNUAL REPORT 2015-16****ACI INFOCOM LIMITED**

(CIN: L72200MH1982PLC175476)

**BOARD OF DIRECTORS:-**

Mr. Anand Kumar Jain	(DIN 02411779)	Managing Director
Mr. Kushal Chand Jain	(DIN 03545081)	Whole Time Director
Mr. Jagdishchandra Hansraj Ghumara*	(DIN 00519468)	Independent Director
Mr. Kalpesh Bhandari	(DIN 03146496)	Independent Director
Mr. Hemantkumar S Jain	(DIN 06778764)	Independent Director
Ms. Sejal Suresh Nahar	(DIN 07141552)	Independent Director

\* Resigned w. e. f. 10th February 2016

**KEY MANAGERIAL PERSONNEL****Managing Director** Anand Kumar Jain**Chief Financial Officer** Kushal Chand Jain**COMPLIANCE OFFICER** VinodJhawar**AUDITORS** Anand Jain & Associates**BANKERS** HDFC Bank Ltd  
Oriental Bank of Commerce**REGISTERED OFFICE:-** 301, Dimple Arcade Extension,  
Bldg 10, Asha Nagar, behind SaiDham temple,  
Kandivali (E), Mumbai 400 101 Tel: 022-40166323  
E-Mail: [compliance@acirealty.co.in](mailto:compliance@acirealty.co.in)  
Web Site: [www.acirealty.co.in](http://www.acirealty.co.in)**REGISTRAR & SHARE TRANSFER AGENTS:-** SYSTEM SUPPORT SERVICES  
209, Shivai Industrial Estate,  
89, Andheri Kurla Road, Sakinaka,  
Andheri East, Mumbai 400072  
Tel: 022-28500835 Fax: 022-28501438  
E-mail: [sysss72@yahoo.com](mailto:sysss72@yahoo.com)

# ACI INFOCOM LIMITED

---

## NOTICE

Notice is hereby given that the 34<sup>th</sup> Annual General Meeting of the Shareholders of **ACI INFOCOM LIMITED** (CIN: L72200MH1982PLC175476) will be held on Friday, 23<sup>rd</sup> September 2016, at 2.30 p.m. at Granville Hotel, Plot 680D, Opp. Kora Kendra Ground, R.M. Bhattad Marg, Borivali (West), Mumbai 400 092 to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Financial statements for the year ended 31<sup>st</sup> March 2016 and the Report of the Directors and the Auditors thereon.
2. To appoint a Director in place of Mr.Kushal Chand Jain (DIN 03545081), who retires by rotation and being eligible, offers himself for re-appointment.
3. To pass the following Resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s. Anand Jain & Associates, Chartered Accountants, Mumbai having ICAI Firm Registration No. 105666W), who have offered themselves for re-appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby re-appointed as Statutory Auditors of the Company for the Company’s financial year, 2016-17, to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting of the Company on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to service tax and re-imbursement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.”

### **SPECIAL BUSINESS:**

4. Appoint Mr. Kushal Chand Jain (DIN 03545081) as an Whole-time Director.

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provision of sections 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules made under the Companies Act 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as ‘the Act’ and in accordance with the Articles of Association of the Company, on recommendation of the Nomination and Remuneration Committee and the Board of Directors,

approval of the Shareholders of the Company be is hereby accorded for the appointment of Mr. Kushal Chand Jain (DIN 03545081) as the Whole- time Director of the Company with effect from 1<sup>st</sup> August 2016 for a period of 5 years subject to retirement by rotation on the terms and conditions as mentioned in the draft agreement entered into between the Company and Mr. Kushal Chand Jain (DIN 03545081), the draft of which be is hereby submitted to this meeting duly initialed by the Chairman for the purpose of identification, which draft agreement is hereby specifically sanctioned with liberty of the Board of Directors (hereinafter referred to “the Board” which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) on the recommendation of Nomination & Remuneration Committee and to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from the time to time or any amendments thereto as may be agreed to between the Board of Directors and Mr. Kushal Chand Jain (DIN 03545081).

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites shall not exceed the aggregate of the remuneration as provided in Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT the Board be, and is hereby, authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to such resolution” “

5. Appoint Mr. Anand Kumar Jain (DIN 02411779) as an Managing Director.

To consider and if thought fit to pass the following resolution as an Ordinary Resolution:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and all other applicable rules made under the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force) (hereinafter referred to as ‘the Act’) and in accordance with the Articles of Association of the Company, on recommendation of the Nomination & Remuneration Committee and the Board of Directors, approval of the Shareholder of the Company be and is hereby accorded to appointment Mr. Anand Kumar Jain (DIN 02411779) as the Managing Director of the Company, w.e.f 1<sup>st</sup> August 2016 for a period of 5 years not liable to retirement by rotation subject to compliance of Section 152(6) of the Companies, Act 2013 on such terms and condition as mentioned in the draft agreement to be entered into between the Company and Mr. Anand Kumar Jain, the draft of which be is hereby

## ACI INFOCOM LIMITED

---

submitted to this meeting duly initialed by the Chairman for the purpose of identification, which draft agreement is hereby specifically sanctioned with liberty of the Board of Directors (hereinafter referred to "the Board" which term shall be deemed to include the Nomination & Remuneration Committee constituted by the Board) on the recommendation of Nomination & Remuneration Committee and to alter and vary the terms and conditions of the said appointment and/or remuneration and/or agreement subject to the same not exceeding the limits specified in Schedule V to the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force or as may hereafter be made by the Central Government in that behalf from the time to time or any amendments thereto as may be agreed to between the Board of Directors and Mr. Anand Kumar Jain (DIN 02411779).

RESOLVED FURTHER THAT notwithstanding anything to the contrary herein contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary and perquisites shall not exceed the aggregate of the remuneration as provided in Section II of Part II of Schedule V of the Companies Act, 2013.

**RESOLVED FURTHER THAT** the Board be, and is hereby, authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to such resolution.

BY ORDER OF THE BOARD OF DIRECTORS

For **ACI INFOCOM LIMITED**

Mr. Anand Kumar Jain  
Managing Director  
(DIN 02411779)

**Regd Office:**

301, 3<sup>rd</sup> Floor, Dimple Arcade Extension,  
Bldg 10, Asha Nagar, behind SaiDham temple,  
Kandivali (E), Mumbai 400 101

Date: 12<sup>th</sup> August 2016

CIN: L72200MH1982PLC175476

## 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 THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY TO BE EFFECTIVE SHOULD BE LODGED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

2. The relevant Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 (Act) in respect of the business under Item No. 4 & 5 of the Notice is annexed hereto.
3. The Register of member and the Share Transfer Books of the Company will remain closed from Saturday, 17th September 2016 to Friday, 23rd September 2016 (both days inclusive).
4. Details as mandated under Secretarial Standards-2 issued by the Institute of Company Secretaries of India effective from 1<sup>st</sup> July 2015, in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment / re-appointment.
5. Electronic copy of the 34<sup>th</sup> Annual Report 2015-16, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent to all the members whose email IDs are registered with the Company/ Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 34<sup>th</sup> Annual Report 2015-16, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the physical mode.
6. Members are requested to :-
  - i. Write to the Company at least 7 days before the date of the meeting, in case they desire any information as regards the Audited Accounts for the financial year ended 31<sup>st</sup> March 2016, so as to enable the Company to keep the information ready.
  - ii. Bring their copy of the Annual Report, Attendance slip and their photo identity proof at the Annual General Meeting.



## ACI INFOCOM LIMITED

---

- iii. Intimate to the Registrar & Transfer Agent (R&TA) of the Company immediately, about any change in their address, where the shares are held in electronic form, such change is to be informed to the Depository Participant (DP) and not to the Company/ R&TA.
  - iv. Quote Registered Folio no. or DP ID/Client ID no. in all their correspondence.
  - v. Approach the R&TA of the Company for consolidation of folios.
  - vi. Avail of Nomination facility by filing in and forwarding the nomination form to the R&TA, if not already done.
  - vii. Send all share transfer lodgments (physical mode)/ correspondence to the R&TA of the Company, M/s. System Support Services, 209, Shivai Industrial Estate, 89, Andheri Kurla Road, Sakinaka, Andheri East, Mumbai 400072 upto the date of book closure.
7. Corporate Members are requested to forward a certified copy of the Board Resolution authorizing their representatives to attend and vote at the Annual General Meeting.
8. The Company has listed its shares on the BSE Limited. The listing fees till date have been paid.
9. All the documents referred to in the Notice are open for inspection at the Registered Office of the Company between 11:00 a.m. to 3:00 p.m. on all working days except Saturdays, Sundays and Public Holidays until the date of the Annual General Meeting or any adjournment(s) thereof.
10. The Company is supporting “**Green Initiative in Corporate Governance**”, a step taken by the Ministry of Corporate Affairs wherein the service of various documents including Notice, Directors’ Report, Annual Accounts and various correspondences by a Company can be made through electronic mode which shall also be in compliance with the provisions of Section 20 of the Companies Act, 2013.

Supporting this initiative the Company sends its Annual Report to the members whose email ids are available in electronic form. To support this initiative in full measure, Members who have not registered their email address with the Depository through their concerned Depository Participants (DPs) are requested to register the same with their DPs. Members who hold shares in physical form are requested to register their email address with M/s. System Support Services, 209, Shivai Industrial Estate, 89, Andheri Kurla Road, Sakinaka, Andheri East, Mumbai 400072.

In case you desire to receive the documents mentioned above in physical form or register or change your email address, you are requested to send an e-mail to [compliance@acirealty.co.in](mailto:compliance@acirealty.co.in)

11. In terms of Section 108 of the Companies Act, 2013, read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration)

## ACI INFOCOM LIMITED

---

Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company has made arrangement to its members to exercise their right to vote at Annual General Meeting by electronic means.

12. The members shall note that the facility for voting shall also be provided at the meeting through poll paper and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their voting rights at the meeting. If the members have already cast their vote by remote e-voting prior to the meeting they may attend the meeting but shall not be entitled to cast their vote again and his vote, if any, cast at the meeting shall be treated as invalid.
13. The voting period begins on Tuesday, 20th September 2016 (9:00 am) and ends on Thursday, 22<sup>nd</sup> September 2016 at 5:00 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 16th September 2016 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

**For Members receiving e-mail on their registered email ids from NSDL:**

- a. Open the attached PDF file “e-Voting.pdf” giving your Client ID (in case you are holding shares in demat mode) or Folio No. (in case you are holding shares in physical mode) as password, which contains your “User ID” and “Password for e-voting”. Please note that the password is an initial password.
- b. Launch internet browser by typing the URL <https://www.evoting.nsdl.com/>
- c. Click on “Shareholder - Login”.
- d. Put User ID and password as initial password noted in step (1) above and Click Login.
- e. Password Change Menu appears. Change the password with new password of your choice with minimum 8 digits/characters or combination thereof.
- f. Home page of “e-Voting” opens. Click on e-Voting: Active Voting Cycles.
- g. Select “EVEN” of ACI INFOCOM LIMITED.
- h. Members can cast their vote online from 9.00 am on Tuesday, 20<sup>th</sup> September 2016 till Thursday, 22<sup>nd</sup> September 2016.
- i. E-Voting shall not be allowed beyond 5.00 pm on Thursday, 22<sup>nd</sup> September 2016.
- j. Now you are ready for “e-Voting” as “Cast Vote” page opens.
- k. Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm”, when prompted. Kindly note that vote once casted cannot be modified.

## ACI INFOCOM LIMITED

---

- I. Institutional shareholders (i.e., other than Individuals, HUF, NRI etc.) are also required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/Authority Letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail [sanjayrd65@yahoo.com](mailto:sanjayrd65@yahoo.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**For Members whose e-mail address is not registered:**

- a. Initial password is provided separately in the Annual report posted for the AGM:
- | EVEN (e-voting Event Number) | USER ID | PASSWORD/PIN |
|------------------------------|---------|--------------|
|------------------------------|---------|--------------|
- b. Please follow all steps from Sl. No. 12 (b) to Sl. No. (k) above, to cast vote.
- c. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990.
- d. If you are already registered with NSDL for remote e-voting, you can use your existing user ID and password/PIN for casting your vote.
- e. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- f. Voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, 16<sup>th</sup> September 2016.
- g. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date, 2<sup>nd</sup> September 2016, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact NSDL at the following toll free no.: 1800-222-990.
- h. A member may participate in the AGM even after exercising his right to vote through e-voting but shall not be allowed to vote again at the AGM.
- i. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.

## ACI INFOCOM LIMITED

---

14. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date (record date) of 16<sup>th</sup> September 2016.
15. Mr. Sanjay Dholakia, Practising Company Secretary has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner. At the Annual General Meeting the Chairman shall provide voting facilities for the attending members who have not cast their votes electronically through poll.
16. The Scrutinizer shall immediately after the conclusion of voting at the general meeting, first count the votes cast at the meeting and thereafter unblock the votes cast through e-voting in the presence of at least two (2) witnesses not in the employment of the Company and make, within a period not exceeding three (3) days from the conclusion of the meeting a Consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, forthwith to the Chairman of the Company or a person authorised by him in writing who shall countersign the same.
17. The Chairman or the authorised person shall declare the results of the voting forthwith and the results declared alongwith the report of the scrutinizer shall be placed on the website of the Company i.e. [www.acirealty.co.in](http://www.acirealty.co.in) and on the website of NDSL.
18. Map of venue of AGM:



## ACI INFOCOM LIMITED

---

19. Details of Directors seeking re-appointment at the forth coming Annual General Meeting:

<b>Name</b>	<b>Kushal Chand Jain</b>	<b>Anand Kumar Jain</b>
<b>Date of Birth</b>	24 <sup>th</sup> October 1949	17 <sup>th</sup> July 1975
<b>Qualification</b>	SSC	B.Com.
<b>Nature of Expertise</b>	Planning & Execution of construction related work. Financial Management & Administration.	Planning & Execution of construction related work. Financial Management & Administration.
<b>Experience</b>	40 Years	20 Years
<b>Name of other Public Companies in which holds Directorship</b>	NIL	NIL
<b>Name of other Companies in Committees of which holds Membership/ Chairmanship</b>	NIL	NIL
<b>Shareholding in ACI Infocom Limited</b>	NIL	NIL

BY ORDER OF THE BOARD OF DIRECTORS  
For **ACI INFOCOM LIMITED**

Mr. Anand Kumar Jain  
Managing Director  
(DIN 02411779)

**Regd Office:**

301, 3<sup>rd</sup> Floor, Dimple Arcade Extension,  
Bldg 10, Asha Nagar, behind SaiDham temple,  
Kandivali (E), Mumbai 400 101

Date: 12<sup>th</sup> August 2016  
CIN: L72200MH1982PLC175476

## ACI INFOCOM LIMITED

---

### EXPLANATORY STATEMENT AS REQUIRED UNDER SECTION 102 OF THE COMPANIES ACT, 2013.

The following Explanatory Statements set out all material facts relating to the special business mentioned under Item No. 4& 5 of the accompanying notice.

#### Item No: 4

The Board of Directors at their meeting held on 12<sup>th</sup> August 2016, based on the recommendation of Nomination and Remuneration Committee has appointed Mr. Kushal Chand Jain as the Whole-time Director of the Company for a period of 5 years with effect from 1<sup>st</sup> August 2016 subject to the approval of the shareholders.

The appointment shall be pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to the approval of Members at the General Meeting by ordinary resolution. The Nomination and Remuneration Committee meeting held on 12<sup>th</sup> August 2016 in accordance with the provisions of Section 178 of the Companies Act, 2013, the Committee proposed to the Board that the total remuneration payable to Mr. Kushal Chand Jain (DIN 03545081) shall not exceed 5% of the net profits during any financial year or such other limits as may be prescribed by Central Government. Notwithstanding anything to the contrary hereinafter contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary, commission and perquisites shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013, whichever is higher, unless otherwise determined by the Board of Directors.

Brief resume of the Whole-time Director proposed to be appointed, nature of his expertise in specific functional areas, names of the companies in which he holds directorships and the memberships/ chairmanships of Committees of the Board and his shareholding in the Company, as stipulated under Secretarial Standards, are set out in the Notice forming part of this Report. The agreement to be entered into by the Company with Mr. Kushal Chand Jain, inter alia contains the following terms and conditions:

1. Salary: Rs.25000/- per month with such increment as may be determined by the Board of Directors from time to time.
2. Perquisites: As per the Company's policy.

The aggregate of the salary and perquisites payable to Mr. Kushal Chand Jain (DIN 03545081) shall not exceed the specified limits in Schedule V of the Companies Act, 2013.

## ACI INFOCOM LIMITED

---

Mr. Kushal Chand Jain, is a SSC passed and having vast practical knowledge and having experience of nearly 40 Years in business with vast network. In the opinion of the Board of Directors, Mr. Kushal Chand Jain(DIN03545081) fulfills the conditions specified in the Act, rules made there under as amended from time to time and he is not disqualified to become Whole-time Director under the Act. The draft Agreement to be entered into between the Company and Mr. Kushal Chand Jain (DIN 03545081), is available for inspection at the Registered office of the Company on any working day excluding Saturday, Sunday and Public Holiday upto the date of ensuing Annual General meeting between 11.00 a.m. to 3.00 p.m.

The Board of Directors commends this ordinary resolution to the Members for their approval.

None of the Directors except Mr. Kushal Chand Jain (DIN 03545081) is concerned or interested in this resolution to the extent of the shares held by them if any. None of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

### Item No: 5

The Board of Directors at their meeting held on 12<sup>th</sup> August 2016, based on the recommendation of Nomination and Remuneration Committee has appointed Mr. Anand Kumar Jain as the Managing Director of the Company for a period of 5 years with effect from 1<sup>st</sup> August 2016 subject to the approval of the shareholders.

The appointment shall be pursuant to the provisions of Section 196, 197, 203 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification(s) or re-enactment thereof for the time being in force), the Articles of Association of the Company and subject to the approval of Members at the General Meeting by ordinary resolution. The Nomination and Remuneration Committee meeting held on 12<sup>th</sup> August 2016 in accordance with the provisions of Section 178 of the Companies Act, 2013, the Committee proposed to the Board that the total remuneration payable to Mr. Anand Kumar Jain (DIN 02411779) shall not exceed 5% of the net profits during any financial year or such other limits as may be prescribed by Central Government. Notwithstanding anything to the contrary here in contained, where in any financial year during the currency of his tenure, the Company has no profits or its profits are inadequate, remuneration by way of salary, commission and perquisites shall not exceed the aggregate of the annual remuneration as provided above or the maximum remuneration payable as per the limits set out in Section II of Part II of Schedule V of the Companies Act, 2013, whichever is higher, unless otherwise determined by the Board of Directors.

Brief resume of the Managing Director proposed to be appointed, nature of his expertise in specific functional areas, names of the companies in which he holds directorships and the memberships/ chairmanships of Committees of the Board and his shareholding in the Company, as stipulated under

## ACI INFOCOM LIMITED

---

Secretarial Standards, are set out in the Notice forming part of this Report. The agreement to be entered into by the Company with Mr. Anand Kumar Jain, inter alia contains the following terms and conditions:

1. Salary: Rs. 25,000/- per month with such increment as may be determined by the Board of Directors from time to time.
2. Perquisites :As per company's policy.

The aggregate of the salary and perquisites payable to Mr. Anand Kumar Jain (DIN 02411779) shall not exceed the specified limits in Schedule V of the Companies Act, 2013.

Mr. Anand Kumar Jain, is a B.Com.graduate from MDS University, Ajmer (Raj.). He has nearly 20 years of experience in Planning & Execution of construction related work, Financial Management & Administration. In the opinion of the Board of Directors, Anand Kumar Jain (DIN 02411779) fulfills the conditions specified in the Act, rules made there under as amended from time to time and he is not disqualified to become Managing Director under the Act. The draft Agreement to be entered into between the Company and Mr. Anand Kumar Jain (DIN 02411779), is available for inspection at the Registered office of the Company on any working day excluding Saturday, Sunday and Public Holiday upto the date of ensuing Annual General meeting between 11.00 a.m. to 3.00 p.m.

The Board of Directors commends this ordinary resolution to the Members for their approval.

None of the Directors except Mr. Anand Kumar Jain (DIN 02411779) is concerned or interested in this resolution to the extent of the shares held by them if any. None of the other Directors/Key Managerial Personnel of the Company/ their relatives are, in any way, concerned or interested, financially or otherwise, in this resolution.

BY ORDER OF THE BOARD OF DIRECTORS  
For **ACI INFOCOM LIMITED**

Mr. Anand Kumar Jain  
Managing Director  
(DIN 02411779)

**Regd Office:**

301, 3<sup>rd</sup> Floor, Dimple Arcade Extension,  
Bldg 10, Asha Nagar, behind SaiDham temple,  
Kandivali (E), Mumbai 400 101

Date: 12<sup>th</sup> August 2016

CIN: L72200MH1982PLC175476



# ACI INFOCOM LIMITED

## DIRECTORS' REPORT

[(Disclosure under Section 134(3) of the Companies Act, 2013)

{Read With Companies (Accounts) Rules, 2014}]

Dear Shareholders,

Your Directors are presenting the 34<sup>th</sup> Annual Report of your Company and the Audited Financial Statements for the year ended 31<sup>st</sup> March 2016.

**1. Financial Summary or Highlights/ Performance of the Company:**

(in Lacs)

Particulars	For the year ended 31.03.2016	For the year ended 31.03.2015
Revenue from Operations	53.98	175.21
Profit before Depreciation & Amortization	12.02	15.71
Depreciation & Amortization	0.02	0.02
Profit / (Loss) before taxation	12.01	15.69
Provision for taxation (incl. deferred tax)	11.21	5.60
Profit/ (Loss) for the year carried to Balance Sheet	0.80	10.09

**2. Dividend:**

To consolidate the future position of the Company and support the fund requirements to stimulate growth, your Board of Directors regret their inability to recommend any dividend for the year.

**3. Reserves:**

The whole profit after tax has been transferred to P&L surplus. There is no amount that has been proposed to be carried to any other reserves.

**4. Brief description of the Company's working during the year/ state of Company's affair:**

During the year under review, the Company's revenue from operations stood at Rs. 53.98 Lacs as against Rs. 175.21 Lacs in the previous year. The Company has earned a Net profit of Rs. 12.01 Lacs as compared to the Profit of Rs. 15.69 Lacs during the previous accounting year.

**5. Change in the nature of business, if any:**

There was no change in nature of business.

- 6. Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report:**

No material changes have occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report.

- 7. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future:**

There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

- 8. Details of Subsidiary/ Joint Ventures/ Associate Companies:**

The Company did not have any Subsidiary Company/Joint Venture/Associate Company during the year under review.

- 9. Auditors:**

M/s. Anand Jain & Associates, Chartered Accountants, Mumbai having ICAI Firm Registration No. 105666W being eligible offer themselves for re-appointment. If re-appointed, it will be within the prescribed limits specified in Section 139 of the Companies Act, 2013. Members are requested to appoint the auditors and to fix their remuneration.

There is no qualification, reservation or adverse remark or disclaimer made by the Statutory Auditors in its report and therefore, there are no further explanations to be provided for in this report.

- 10. Extract of the Annual Return:**

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the Annual Return in Form MGT – 9 is appended as **Annexure-3** of the Board's Report.

- 11. Conservation of energy, technology absorption and foreign exchange earnings and outgo:**

**A. Conservation of energy:**

- i. The steps taken or impact on conservation of energy:**

Though our operations are not energy- intensive, efforts have been made to conserve energy by utilizing energy- efficient equipments.

- ii. The steps taken by the Company for utilising alternate sources of energy:**

The Company is using electricity as the main source of energy and is currently not exploring any alternate source of energy.

- iii. The capital investment on energy conservation equipments:**

Your Company has not made any investment on energy conservation equipments.

## ACI INFOCOM LIMITED

---

### B. Technology absorption:

#### i. The efforts made towards technology absorption:

During the year the Company does not have any plant & machinery. Therefore no technology absorption and research and development activity are carried out.

#### ii. The benefits derived like product improvement, cost reduction, product development or import substitution:

No such specific benefit derived during the year due to technology absorption.

#### iii. In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):

No technology has been imported by the Company.

#### iv. The expenditure incurred on Research and Development: Nil

### C. Foreign exchange Earnings and Outgo:

	Current Year	Previous Year
Foreign Exchange Earnings and Outgo	NIL	NIL

### 12. Directors And Key Managerial Personnel:

#### A) Changes in Directors and Key Managerial Personnel

During the year Mr. Jagdishchandra Hansraj Ghumara (DIN 00519468), Independent Director resigned with effect from 10<sup>th</sup> February 2016.

Mr. Kushal Chand Jain (DIN 03545081), Director who is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, seek reappointment pursuant to Section 152 of the Companies Act, 2013 and Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The Board of Directors in their meeting based on the recommendation of Nomination and Remuneration Committee held on 12th August 2016, appointed Mr. Anand Kumar Jain and Mr. Kushal Chand Jain for a term of 5 years subject to approval of the members in the ensuing Annual General Meeting

#### B) Board Evaluation:

Pursuant to the provisions of the Companies Act, 2013 and the Listing Agreement/Regulations, the Board has carried out an annual performance evaluation of its own performance, of individual Directors as well as the evaluation of the working of its all Committees.

#### Directors:

##### i. Independent Directors:

The performance of each independent director was evaluated by the entire Board of Directors (in the

absence of the director getting evaluated) on various parameters like engagement, leadership, analysis, decision making, communication, governance, interest of stakeholders, etc. The Board was of the unanimous view that every Independent Director was a reputed professional and brought his rich experience to the deliberations of the Board. The Board also appreciated the contribution made by all Independent Directors in guiding the management to achieving higher growth and continuance of each independent director on the Board will be in the interest of the Company.

**ii. Non-Independent Directors:**

The performance of all the non-independent directors was evaluated by the Independent Directors at their separate meeting. Further, their performance was also evaluated by the Board of Directors. The various criteria considered for the purpose of evaluation included leadership, engagement, transparency, analysis, decision making, functional knowledge, governance, stakeholders etc. The Board was of the unanimous view that all the non-independent directors were providing good business and people leadership.

**iii. Declaration by an Independent Director(s) and re-appointment, if any:**

All the Independent Directors have provided the declaration of Independence, as required pursuant to Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in sub-section (6).

**13. Details of Committee of the Board:**

Currently the Board has 4 Committees: the Audit Committee, Nomination and Remuneration Committee, Stakeholders' Relationship Committee and Share Transfer Committee. The Composition of various committees and compliances, as per the applicable provisions of the Companies Act, 2013 and the Rules thereunder and Listing Agreement/ Regulations, are as follows:

**A. Audit Committee:**

1. On 10<sup>th</sup> February 2016, Mr.JagdishchandraHansrajGhumara, resigned so he ceased to be Member of the Committee and on 10<sup>th</sup> February 2016, at its Board Meeting held had reconstituted the Committee. The Audit Committee comprising of Mr. KalpeshBhandari, Independent Director as the Chairman of the Committee, Mr. Hemantkumar S Jain, Mr. Kushal Chand Jain and Ms. SejalNahar Directors as the members of the Committee. The recommendations of the Audit Committee is always welcomed and accepted by the Board and all the major steps impacting the financials of the Company are undertaken only after the consultation of the Audit Committee.

**2. Details of establishment of vigil mechanism for directors and employees:**

The Company has established vigil mechanism pursuant to Section 177(9) of the Companies Act, 2013 for Directors and Employees to report their concerns and has also taken steps to safeguard any person using this mechanism from victimization and in appropriate and exceptional cases, there is direct access to approach Mr.KalpeshBhandari, Chairman of the Audit Committee.

## ACI INFOCOM LIMITED

### B. Nomination and remuneration committee:

On 10<sup>th</sup> February 2016, Mr. JagdishchandraHansrajGhumara, resigned so he ceased to be Member of the Committee and on 10<sup>th</sup> February 2016, at its Board Meeting held had reconstituted the Committee. The Nomination and Remuneration Committee under Section 178 of the Companies Act, 2013 comprises of Mr. KalpeshBhandari, Independent Director as the Chairman of the Committee, Mr. Hemantkumar S Jain, Mr. Anand Kumar Jain and Ms. SejalNahar, Director are the members of the Committee. The Committee has framed a policy to determine the qualification and attributes for appointment and basis of determination of remuneration of all the Directors, Key Managerial Personnel and other employees.

### C. Stakeholder's Relationship Committee:

On 10<sup>th</sup> February 2016, the Company had reconstituted the Committee. The Stakeholder's Relationship Committee comprises of Mr. KalpeshBhandari, Independent Director as the Chairman of the Committee, Mr. Hemantkumar S Jain, Mr. Anand Kumar Jain and Ms. SejalNahar, Director are the members of the Committee. The role of the Committee is to consider and resolve securities holders' complaint. The meetings of the Committee are held once in a quarter and the complaints are responded within the time frame provided.

### D. Share Transfer Committee:

On 10<sup>th</sup> February 2016, the Company had reconstituted the Committee. The Share Transfer Committee comprises of Mr. KalpeshBhandari, Independent Director as the Chairman of the Committee, Mr. Hemantkumar S Jain, Mr. Anand Kumar Jain and Ms. SejalNahar, Director as the members of the Committee. The role of the Committee is to approve/ratify transfer of securities and look into share transmission, rematerialization and dematerialization of shares. The meetings of the Committee are held on periodical basis and the complaints are responded within the time frame provided.

### 14. Secretarial Audit Report:

The Board of Directors have appointed M/s. Sanjay Dholakia & Associates, Practising Company Secretaries to conduct Secretarial Audit for the financial year 2015-16, as required under Section 204 of the Companies Act, 2013 and the rules framed thereunder. The Secretarial Audit Report for the financial year 2015-16 forms part of the Directors' Report as **Annexure-2**. The management replies to the observation of the Secretarial Auditors are as under:

Auditors Observation	Reply of Management
The Company has not appointed a Whole-time Company Secretary as required pursuant to section 203 of the Companies Act, 2013 not appointed Company Secretary as Compliance Officer under regulations 6(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.	The Company is searching for a suitable candidate and shall appoint the Whole-time Company Secretary on finding right candidate.

### 15. Board Meetings:

During the year under review, the Company has conducted 4 (Four) Board Meetings on 29<sup>th</sup> May 2015, 10<sup>th</sup> August 2015, 6<sup>th</sup> November 2015 and 10<sup>th</sup> February 2016.

### 16. Particulars of loans, guarantees or investments under section 186:

During the year under review, the Company has not provided any loans, made investments, gave guarantees or subscribed/purchased securities under Section 186 of the Companies Act, 2013.

### 17. Particulars of contracts or arrangements with Related Party:

The particulars of every contract or arrangements entered into by the Company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including transactions entered at arms length under third proviso, in prescribed Form No. AOC -2, is appended as **Annexure 1** to the Board's Report.

### 18. Directors' Responsibility Statement:

As stipulated under clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors subscribe to the Directors Responsibility Statement and state that:

- a) In preparation of the annual accounts, the applicable accounting standards had been followed and there are no material departures from them;
- b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors had prepared the annual accounts on a going concern basis;
- e) the Directors had laid down internal financial controls to be followed by the Company & that such internal financial controls are adequate and were operating effectively; and
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

### 19. Managerial Remuneration:

- A) Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014- are annexed as Annexure -4.

- B) The Company doesn't have any employee falling within the preview of Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 hence, no such details to be provided.

**20. Management Discussion and Analysis Report:**

Management Discussion and Analysis Report for the financial year under review as stipulated in Clause 49 of the Listing Agreement and Regulation 34 read with part B of Schedule V of Listing Regulations entered into with the Stock Exchanges is set out in a separate section forming part of Director Report as Annexure -5.

**21. Corporate Governance:**

At ACI, it is imperative that our company affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of our stakeholders. As per the Clause 49 of the Listing Agreement/ Regulation 27 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations 2015 with the Stock Exchange a separate section on Report on corporate governance practices followed by the Company, together with a certificate from the practicing Company Secretary confirming compliance with the conditions of corporate governance .

**22. Corporate Social Responsibility (CSR):**

In line with the new provisions of the Companies Act, 2013 and the rules framed there under with respect to the Corporate Social Responsibility (CSR), your company is not governed by the provisions of Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014. So, the Company is not required to formulate a policy on CSR and also has not constituted a CSR Committee.

**23. Internal Financial Control System and their Adequacy:**

Adequate internal controls, systems, and checks are in place, commensurate with the size of the Company and the nature of its business. The management exercises financial control on the operations through a well-defined budget monitoring process and other standard operating procedures.

**24. Risk Management Policy:**

There is a continuous process for identifying, evaluating and managing significant risks faced through a risk management process designed to identify the key risks facing business. Risks would include significant weakening in demand from core-end markets, inflation uncertainties and any adverse regulatory developments, etc. During the year a risk analysis and assessment was conducted and no major risks were noticed.

**25. Disclosure as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 :**

Pursuant to Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition

## ACI INFOCOM LIMITED

---

and Redressal) Act, 2013 read with Rule 14, the internal authorized person under the said act has confirmed that no complaint/case has been filed/pending with the Company during the year.

### 26. Other Disclosures / Reporting:

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a) Details relating to deposits covered under Chapter V of the Act.
- b) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- c) Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- d) Details of payment of remuneration or commission to Managing Director or Joint Managing Director of the Company from any of its subsidiaries as the Company does not have any Subsidiaries/Joint Venture/Associate Company.
- e) Voting rights which are not directly exercised by the employees in respect of shares for the subscription/ purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3)(c) of the Companies Act, 2013).

### 27. Acknowledgement:

Your Directors wish to place on record their appreciation for the co-operation extended by all the employees, Bankers, Financial Institutions, various State and Central Government authorities and stakeholders.

BY ORDER OF THE BOARD OF DIRECTORS  
For **ACI INFOCOM LIMITED**

Mr. Anand Kumar Jain  
Managing Director  
(DIN 02411779)

Mr. Kushal Chand Jain  
Director  
(DIN 03545081)

### Regd Office:

301, Dimple Arcade Extension,  
Bldg 10, Asha Nagar, behind SaiDham temple,  
Kandivali (E), Mumbai 400 101

Date: 12<sup>th</sup> August 2016

CIN: L72200MH1982PLC175476



## ACI INFOCOM LIMITED

### **Annexure 1** **FORM NO. AOC -2**

**(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
a)	Name (s) of the related party & nature of relationship	NIL
b)	Nature of contracts/arrangements/transaction	
c)	Duration of the contracts/arrangements/transaction	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	
e)	Justification for entering into such contracts or arrangements or transactions'	
f)	Date of approval by the Board	
g)	Amount paid as advances, if any	
h)	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details	
a)	Name (s) of the related party & nature of relationship	GGF Industries Pvt Ltd - Director Interested	
b)	Nature of contracts/arrangements/transaction	Unsecured Loan	
c)	Duration of the contracts/arrangements/transaction	12 months	
d)	Salient terms of the contracts or arrangements or transaction including the value, if any	Opening payable- Received on 02.06.2015 10.06.2015 Paid on 06.06.2015 20.06.2015 27.06.2015 03.07.2015 04.07.2015 28.08.2015 08.09.2015 08.10.2015 Closing Payable-	Nil Rs. 60.00 Lacs Rs. 60.00 Lacs Rs. 60.00 Lacs Rs. 8.00 Lacs Rs. 14.00 Lacs Rs. 3.00 Lacs Rs. 4.00 Lacs Rs. 8.00 Lacs Rs.13.50 Lacs Rs. 9.50 Lacs Nil
e)	Date of approval by the Board	29.05.2015	
f)	Amount paid as advances, if any	Nil	

For and on Behalf of the Board of Directors

Mr. Anand Kumar Jain  
Managing Director  
(DIN 02411779)

Mr. Kushal Chand Jain  
Whole Time Director  
(DIN 03545081)

**Form No. MR-3**

**SECRETARIAL AUDIT REPORT**

**FOR THE FINANCIAL YEAR ENDED 31<sup>st</sup> March 2016**

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,

The Members,

**ACI INFOCOM LIMITED**

Mumbai

**CIN: L72200MH1982PLC175476**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ACI Infocom Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/ statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit of the Company, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31<sup>st</sup> March 2016 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2016 according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made thereunder;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- iii. The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made thereunder to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;  
- (Not applicable to the Company during the Audit Period);

## ACI INFOCOM LIMITED

---

- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
- a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 (upto May 14, 2015) and Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015 (effective May 15, 2015);
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999 / The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014 (effective October 28, 2014);
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
  - f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
  - g. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period); and
  - h. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period);

We have also examined compliance with the applicable clauses of the following:

- i. Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India and made effective July 1, 2015;:
- ii. The Listing Agreements entered into by the Company with BSE Limited and National Stock Exchange of India Limited and SEBI (Listing Obligations and Disclosure Requirements), 2015 made effective 1<sup>st</sup> December 2015,

During the period under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations and Guidelines Standards mentioned above except to the extend as

## ACI INFOCOM LIMITED

---

mentioned below:

***The Company has not appointed a Whole-time Company Secretary as required pursuant to Section 203 of the Companies Act, 2013 and not appointed Company Secretary as Compliance Officer under regulations 6(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.***

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors / Committees thereof that took place during the period under review were carried out in compliance with the provisions of the Act.

Based on the representation given by the Management of the Company and as verified by us, it is observed that there are no such laws which are specifically applicable to the industry in which the Company operates.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent atleast seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions of the Board are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with our letter of even date which is annexed as Annexure I and forms an integral part of this Report.

For **SANJAY DHOLAKIA & ASSOCIATES**

**(SANJAY R DHOLAKIA)**  
**Practising Company Secretary**  
**Proprietor**  
**Membership No. 2655 /CP No. 1798**

Date: 12<sup>th</sup> August 2016

Place: Mumbai

## ACI INFOCOM LIMITED

---

### Annexure 1

To,  
The Members,  
ACI INFOCOM LIMITED  
Mumbai  
CIN: L72200MH1982PLC175476

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the practices and processes we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Account of the company.
4. Wherever required, we have obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations and norms is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. The secretarial audit report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.
7. We have reported, in our audit report, only those non-compliance, especially in respect of filing of applicable forms/documents, which, in our opinion, are material and having major bearing on financials of the Company.

For **SANJAY DHOLAKIA & ASSOCIATES**

(**SANJAY R DHOLAKIA**)  
**Practising Company Secretary**  
**Proprietor**  
**Membership No. 2655 /CP No. 1798**

Date: 12<sup>th</sup> August 2016  
Place: Mumbai

# ACI INFOCOM LIMITED

## Annexure 3

### EXTRACT OF ANNUAL RETURN FORM MGT 9

(Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company  
(Management & Administration) Rules, 2014)

**Financial Year ended on 31.03.2016**

#### I. REGISTRATION & OTHER DETAILS:

1	CIN	<b>L72200MH1982PLC175476</b>
2	Registration Date	21 <sup>st</sup> December, 1982
3	Name of the Company	<b>ACI INFOCOM LIMITED</b>
4	Category/Sub-category of the Company	Public Limited Company
5	Address of the Registered office & contact details	301,3 <sup>rd</sup> Floor, Dimple Arcade Extension, Bldg No. 10, AshaNagar,BehindSadham Temple, Kandivali East, Mumbai-400101 Ph no-022-40166323 E-Mail: <a href="mailto:compliance@acirealty.co.in">compliance@acirealty.co.in</a> , Web Site: <a href="http://www.acirealty.co.in">www.acirealty.co.in</a>
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	<b>SYSTEM SUPPORT SERVICES</b> 209, Shivai Industrial Estate, 89, Andheri Kurla Road, Sakinaka, Andheri East, Mumbai 400072

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company shall be stated

Sr. No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1	Realty Business	8200/8201/8202/8203	100%

#### III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN/ GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
<b>NIL</b>					

## ACI INFOCOM LIMITED

### IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

(i)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	%of Total Shares	Demat	Physical	Total	%of Total Shares	
A. Promoters	0	0	0	0	0	0	0	0	0
(i) Indian	0	0	0	0	0	0	0	0	0
a) Individual/HUF	0	0	0	0	0	0	0	0	0
b) Central Govt. Or									
State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	22665730	0	22665730	20.51	22829644	0	22829644	20.66	0.15
d) Bank/FL	0	0	0	0					
e) Any other	0	0	0	0					
<b>Sub Total: (A) (i)</b>	<b>22665730</b>	<b>0</b>	<b>22665730</b>	<b>20.51</b>	<b>22829644</b>	<b>0</b>	<b>22829644</b>	<b>20.66</b>	<b>0.15</b>
(ii) Foreign	0	0	0	0	0	0	0	0	0
a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/Fl	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
<b>Sub Total (A) (ii)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding</b>									
<b>of Promoter(A)= (A)</b>									
<b>(i)+(A)(ii)</b>	<b>22665730</b>	<b>0</b>	<b>22665730</b>	<b>20.51</b>	<b>22829644</b>	<b>0</b>	<b>22829644</b>	<b>20.66</b>	<b>0.15</b>
B. Public Shareholding									
(i) Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/Fl	0	0	0	0	0	0	0	0	0
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0

## ACI INFOCOM LIMITED

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	%of Total Shares	Demat	Physical	Total	%of Total Shares	
h) Foreign Venture									
Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub Total: (B) (i)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
(ii) Non Institutions									
a) Bodies corporate	5893755	988000	6881755	6.23	5798942	988000	6786942	6.14	-0.09
b) Individuals									
i) Individual									
shareholders holding									
nominal share capital									
uptoRs. 2 lakhs	25127886	2677080	27804966	25.16	24334294	2668080	27002374	24.44	8.15
ii) Individuals									
shareholders holding									
nominal share capital in									
excess of Rs.2 lakhs	52182310	500000	62486402	47.68	53017260	500000	53517260	48.42	-8.13
c) Any Other (specify)									
NRIs	456139	0	456139	0.41	354680	0	354680	0.32	-0.09
Clearing Members	0	0	0	0.00	0	0	0	0.00	0.00
<b>Sub Total (B)(ii):</b>	<b>83660090</b>	<b>4165080</b>	<b>87825170</b>	<b>79.48</b>	<b>83505176</b>	<b>4156080</b>	<b>87661256</b>	<b>79.34</b>	<b>-0.15</b>
Total Public									
Shareholding (B)= (B)									
<b>(i)+(B)(ii)</b>	<b>83660090</b>	<b>4165080</b>	<b>87825170</b>	<b>79.48</b>	<b>83505176</b>	<b>4156080</b>	<b>87661256</b>	<b>79.34</b>	<b>-0.15</b>
C. Shares held by									
Custodian for									
GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0
<b>Grand Total (A+B+C)</b>	<b>106325820</b>	<b>4165080</b>	<b>110490900</b>	<b>100.0</b>	<b>106334820</b>	<b>4156080</b>	<b>110490900</b>	<b>100.00</b>	<b>0.00</b>



## ACI INFOCOM LIMITED

### (ii) Share Holding of Promoters:

S. No.	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	<b>Pujya Guruwar Solar India Pvt.Ltd Formally Known as Prog Dye chem Pvt. Ltd.</b>	22665730	20.514	NIL	22829644	20.662	0.00	+0.15

### (iii) Change in Promoters' Shareholding (Specify if there is no change):

Sr. No.	Particulars	Shareholding at the beginning of the year		Increase/ Decrease in no. of shares	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company		No. of Shares	% of total shares of the company
1.	PujyaGuruwar Solar India Pvt.Ltd (Formerly Known as Prog Dye chem Pvt. Ltd.)	22665730	20.514	163914	22829644	20.662

### (iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs):

Sr. No.	Particulars	Shareholding at the beginning of the year		Increase/ Decrease in no. of shares	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company		No. of Shares	% of total shares of the company
1	Suresh Chandra	3190538	2.88760%	(45400)	3145138	2.84651%
2	Arcadia Share & Stock Brokers P.Ltd	986730	0.89304%	1331090	2317820	2.09774%
3	Sunil HansrajKhanna	1876100	1.69796%	NIL	1876100	1.69796%
4	MohanlalBhimraj Shah	1695960	1.53493%	NIL	1695960	1.53493%
5	SSJ Finance & Securities Pvt Ltd	1647292	1.49088%	(39812)	1607480	1.45485%
6	Chandra Prasad SatyanarayanDiddi	1115000	1.00913%	124610	1239610	1.12191%
7	VinodKanwar	1040014	0.94126%	NIL	1040014	0.94126%
8	ChiragShantilal Shah HUF	1000000	0.90505%	NIL	1000000	0.90505%
9	SurajKanwar/PawanKanwar*	0	0	974555	974555	0.88202%
10	SudhaShantilal Shah	950000	0.85979%	NIL	950000	0.85979%
11	Rajesh Kumar Mohanlal Shah	800000	0.72404	NIL	800000	0.72404%

\* Not in the list of Top 10 shareholders as on 01.04.2015. Since the shares are acquired after 1.4.2015, the same is reflected in the above list as on 31.03.2016

## ACI INFOCOM LIMITED

### (v) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Particulars	Shareholding at the beginning of the year		Increase/ Decrease in no. of shares	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company		No. of Shares	% of total shares of the company
1	Anand Jain	NIL	NIL	NIL	NIL	NIL
2	Kushal Chand Jain	NIL	NIL	NIL	NIL	NIL
3	KalpeshBhandari	NIL	NIL	NIL	NIL	NIL
4	Hemant Kumar Jain	NIL	NIL	NIL	NIL	NIL
5	SejalNahar	NIL	NIL	NIL	NIL	NIL
6	JagdishGumraha	NIL	NIL	NIL	NIL	NIL

### V. INDEBTEDNESS:

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

Particular	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year 01.04.2015</b>				
1) Principal Amount	NIL	NIL	NIL	NIL
2) Interest due but not paid	NIL	NIL	NIL	NIL
3) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total of (1+2+3)</b>	NIL	NIL	NIL	NIL
<b>Change in Indebtedness during the financial year</b>			NIL	
+ Addition	NIL	12100000	NIL	12100000
- Reduction	NIL	12100000	NIL	12100000
Net change	NIL	NIL	NIL	NIL
<b>Indebtedness at the end of the financial year-31.03.16</b>			NIL	
1) Principal Amount	NIL	NIL	NIL	NIL
2) Interest due but not paid	NIL	NIL	NIL	NIL
3) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total of (1+2+3)</b>	NIL	NIL	NIL	NIL

# ACI INFOCOM LIMITED

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A Remuneration to Managing Director, Whole-Time Directors and/or Manager:

Sr. No	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount (Rs.In Lacs)
		Anand Kumar Jain	Kushal Chand Jain	
		(MD)	(CFO)	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	300000	300000	600000
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	0	00	0
	(c) Profits in lieu of salary under Section 17(3) IncomeTax Act, 1961	0	00	0
2	Stock Option	0	0	0
3	Sweat Equity	0	0	0
4	Commission- As % of Profit- Others, specify	0	0	0
5	Others, please specifyProvident Fund & other Funds	0	0	0
	Performance Bonus	0	0	0
	<b>Total (A)</b>	300000	300000	600000
	<b>Over all Ceiling as per the Act</b>			

### B. Remuneration of other directors:

#### I. Independent Directors:-

Particulars of Remuneration	Name of Directors		Total Amount
	<b>Sejal Nahar</b>		
Fee for attending board committee meetings	36000		36000
Commission	0		0
Others	0		0
<b>Total (1)</b>	36000		36000

#### II. Other Non-Executive Directors:-

Other Non-Executive Directors	Name of Non-Executive Directors			Total Amount
Fee for attending boardcommittee meetings	0	0	0	0
Commission	0	0	0	0
Others	0	0	0	0
<b>Total (2)</b>	0	0	0	0
<b>Total B = (1+2)</b>				0

## ACI INFOCOM LIMITED

### C. Remuneration to Key Managerial Personnel Other Than MD/ Manager/ WTD

Sr.	Particulars of Remuneration	Name of KMP		Total Amount (Rs.In Lacs)
1	Gross Salary	NIL	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	NIL	NIL	NIL
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL
4	Commission- As % of Profit- Others, specify	NIL	NIL	NIL
5	Others, please specify Provident Fund & other Funds	NIL	NIL	NIL
	Performance Bonus	NIL	NIL	NIL
	<b>Total (C)</b>	NIL	NIL	NIL

### VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:

Type		Section of the Companies Act	Brief Description	Details of Penalty/ Punishment/ Compounding fees imposed	Authority (RD/ NCLT/ Court)	Appeal made if any (give details)
A.	COMPANY					
	Penalty Punishment Compounding			None		
B.	DIRECTORS					
	Penalty Punishment Compounding			None		
C.	OTHER OFFICERS IN DEFAULT					
	Penalty Punishment Compounding			None		

For and on Behalf of the Board of Directors

Mr. Anand Kumar Jain  
Managing Director  
(DIN 02411779)

Mr. Kushal Chand Jain  
Director  
(DIN 03545081)

**Annexure - 4****DETAILS OF REMUNERATION**

**Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014**

The percentage increase in remuneration of each Director during the Financial Year 2015-16, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2015-16 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/ KMP and Designation	Remuneration of Director/ KMP for the financial year 2015-16	% Increase in Remuneration in the Financial Year 2015-16	Ratio of remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1	Anand Kumar Jain	3,00,000	NIL	1:1	Refer Note Below
2	Kushal Chand Jain	3,00,000	NIL	1:1	

@The Independent Directors did not draw any remuneration apart from sitting fees

- i. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the Financial Year:

The median remuneration of employees of the Company during the Financial Year was Rs.300000/- and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year is provided in the above table.

- ii. The percentage increase in the median remuneration of employees in the Financial Year:

In the Financial Year, there was an increase of 151% in the median remuneration of employees.

- iii. The number of permanent employees on the rolls of Company:

There were Four (Including KMP) permanent employees on the rolls of the Company as on March 31, 2016.

## ACI INFOCOM LIMITED

- iv. The explanation on the relationship between average increase in remuneration and company performance:

There was marginal increase (9.45%) in the total remuneration cost of the company compare to last year. This increase is due to normal increment in the remuneration of the permanent employees of the company. However , there is no increase in the remuneration of the Directors/ KMP during the year. During the year, the Company's performance was satisfactory though the profit before tax decreased by 23.45% due to decrease in sale of flats.

- v. Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

The remuneration paid to the Key Managerial Personnel during the year was Rs.6,00,000 lakhs and the Profit before Tax during the year was Rs.12.01 lakhs. There is no increase in the remuneration of the KMP compare to last year .However , the profit of the company has reduced by 23.45% during the year compare to last year.

- vi. Variations in the market capitalization of the company, price earnings ratio as at the closing date of the current Financial Year and previous Financial Year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer in case of listed companies:

S.NO.	PARTICULARS	31/03/2015	31/03/2016
1	Market Price	5.66	5.59
2	EPS ( Basic & Diluted)	0.0091	0.0007
3	PE Ratio	620	7710
4	Market Capitalisation	62.53	61.76

S.NO.	PARTICULARS	31/03/16	Last Public offer Price per share	% CHANGE
1	Market Price	5.59 ( Face value Rs. 1/-)	Rs.10/- (face value Rs. 10/-)	+ 459%

- vii. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for

## ACI INFOCOM LIMITED

increase in the managerial remuneration:

Sr.no	Particulars	2015-16	2014-15	% Change	Remarks
1	Managerial Remuneration	6,00,000	6,89,167	-12.94%	Reduction due to death of Shri Nirmal Jain, Director
2	Other Employees Salary	11,87,000	9,43,410	+25.82%	Increase due to increment in salaries
	Total	17,87,000	16,32,577	+12.88%	

viii. The key parameters for any variable component of remuneration availed by the Directors:

Not Applicable

ix. The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

1. Salary of Highest paid Director Rs. 3,00,000
2. Salary of Highest paid Employees Rs. 7,80,000
3. Ratio 1:2.6

x Affirmation that the remuneration is as per the remuneration policy of the company:

Yes, the remuneration are as per the remuneration policy of the company.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Management Discussion & Analysis

- **Industry structure and developments, opportunities and threats:**

The real estate sector in India is comprised of 4 sub-sector i.e. housing, retail, hospitality, and commercial. There is a rapid increase in Indian infrastructure and construction industry in last decade. Though, in the recent past, the industry witnessed a slow down. But due to speedy urbanisation, favourable government policies and initiatives like development of smart cities etc, growth in real estate sector is expected to be on rise due to increase in urban housing and commercial space demand. This will create a great opportunities for the construction industry in affordable housing and commercial space.

ACI Infocom Ltd is all set to target the rising demand of affordable housing and commercial space in small- medium cities of India where the size of project in terms of capital investment are relatively low as compare to medium – big cities/ metros. This will give a steady and safe growth to the company. The company is also focussing on redevelopment projects, construction contracts and development projects.

The Company is having excellent team and network of contractors to support and achieve its vision.

- **Internal control and their adequacy:**

ACI Infocom Ltd has an effective system of accounting and administrative controls supported by an internal audit system with proper and adequate system of internal check and controls to ensure safety and proper recording of all assets of the Company and their proper and authorised utilization.

As part of the effort to evaluate the effectiveness of the internal control systems, our Company's internal audit committee reviews all the control measures on a periodic basis and recommends improvements, wherever appropriate.

- **Outlook:**

In the existing scenario, construction remains a top priority for addressing developmental gaps as it is considered invincible with potential of lifting economy. The India's Constructions sector is expected to grow at 7-8 percent each year over the next decade. To boost urban infrastructure across the country, the government has initiated multiple measures to lift the infrastructure and construction sectors.

**Risks and Concerns:**

Construction industry is highly risk prone, with complex and dynamic project environments creating an atmosphere of high uncertainty and risk. The industry is easily affected by various technical, sociopolitical and business risks- errors caused on account of adoption of improper methodology of construction, carrying out improper market survey, improper data input, extraordinary hike in the cost of construction materials, improper assessment of the locational hazards and assessment of taxes/



## ACI INFOCOM LIMITED

duties in the operation of the contract. To overcome the challenging business environment, the Company has proactively undertaken the steps and mitigation procedures/plans are being formulated and monitored to reduce, if not totally eliminate, the risks associated with the above.

- **Discussion on financial performance with respect to operational performance, segment wise performance:**

(Rs. In Lakhs)

Particulars	Financial Year	
	2016	2015
Net Sales/Income	53.98	175.21
Constrution cost	63.12	85.51
Employee Benefit	17.87	16.33
Other expenditure	89.52	199.09
Other income	51.46	40.42
Finance cost	3.95	0.85
Depreciation	0.02	0.02
Profit before tax	12.01	15.69
Tax	-11.21	-5.60
Profit after tax	0.80	10.09

During the year under review, the Company's revenue from operations stood at Rs. 53.98 Lacs as against Rs. 175.21 Lacs in the previous year. The Company has earned a Net profit of Rs. 12.01 Lacs as compared to the Profit of Rs. 15.69 Lacs during the previous accounting year. The sale of Flats were under tremendous pressure due to poor demand but expected to be on rise in next fiscal.

During the year, the company was engaged in only one sector i.e construction sector. Hence, analysis of segment wise performance is not required.

- **Material developments in human resources / industrial relations front, including number of people employed**

Our people are our most important asset and we value their talent, integrity and dedication. Our responsibilities towards our people, who are instrumental to our success with their devotion and relentless support covers a quantum part of the company strategy. We believe that training is essential to build skill sets in growing organization. The focus has been to create an environment where performance is rewarded, individuals are respected and associates get opportunities to realize their potential.

As in the past, industrial relations continued to remain cordial in the Company. There was no strike or labour unrest during the period under review.

**CORPORATE GOVERNANCE REPORT****1. Company's Philosophy on Corporate Governance**

While the regulatory environment in the country has done well to have relevant structures, code and practices in place for ensuring better standards of corporate governance, we, at ACI, believe that compliance of the same should be both in letter and in spirit. Even before the framework was in place, your Company has always imbibed the spirit of good governance in its corporate philosophy and has created an enabling environment for nurturing good management practices. Apart from efficiency and competitiveness, other traits like transparency, accountability and ethical values form part of our corporate culture.

The Board of Directors at ACI is committed to ensure that the affairs of your Company are governed in the best interests of the shareholders, and that all endeavors are made to maintain transparency and fairness in all facets of its operations. Emphasis is on maintaining integrity of internal control systems and accountability and compliance with all statutory/ regulatory requirements. Your Company is also conscious of its responsibility as a good Corporate Citizen, and assures that its' operations would be guided by ethics and social values. Moreover, efforts are made to have such values well-defined and explicit, and have them filter down from the top brass to the lower levels of the organisation. We acknowledge the fact that quality of governance is a critical success factor for brand building, resource mobilisation, market penetration and overall business competitiveness.

In accordance with Regulation 27 and 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with the stock exchanges and best practices followed internationally on Corporate Governance, the details of compliance by the Company are as under:

**2. Board of Directors**

The Board of the Company comprises five Directors, out of which two are Executive Directors, and three are Independent Non-Executive Directors. The Non-Executive Directors of the Company are highly experienced professionals in their fields and in the corporate world. The Chairman of the Board is an Executive Director.

The Composition of Directors on the Board of the Company is as under:

<b>Category</b>	<b>No. of Directors</b>	<b>%</b>
Executive Directors	2	40
Non- Executive Independent Directors	3	60
<b>Total</b>	<b>5</b>	<b>100</b>

## ACI INFOCOM LIMITED

The Category of Directors on the Board of the Company is as under:

Name of the Director	Category	No. of other Directorships@	No. of Board Committee in which Director is	
			Member	Chairman
Mr. Anand Kumar Jain (DIN 02411779)	Executive Director - Managing Director	NIL	N.A.	N.A.
Mr. Kushal Chand Jain (DIN 03545081)	Executive Director	NIL	N.A.	N.A.
Mr. Kalpesh Bhandari (DIN 03146496)	Non- Executive Independent Director	NIL	N.A.	N.A.
Mr. Hemantkumar S Jain (DIN 06778764)	Non- Executive Independent Director	NIL	N.A.	N.A.
Ms. Sejal Suresh Nahar (DIN 07141552)	Non- Executive Independent Director	NIL	N.A.	N.A.

@ Does not include Directorships in Private Companies

None of the Directors of the Company holds membership of more than 10 Board Committees or Chairmanships of more than 5 Board Committees.

The Board of the Company met four times during the year ended 31<sup>st</sup> March 2016 on the following dates: 29<sup>th</sup> May 2015, 10<sup>th</sup> August 2015, 6<sup>th</sup> November 2015 and 10<sup>th</sup> February 2016.

The Board discussed the operating plans, performance of various units and various other information's, including those specified under Annexure I to Clause 49 of the Listing Agreement and Chapter II of Listing Regulation 4(2)(f) from time to time.

### Re-appointment of Director:

The Board of Directors' of the Company at their meeting held on 12<sup>th</sup> August 2016 have appointed Mr. Anand Kumar Jain (DIN 02411779) as the Managing Director of the Company and Mr. Kushal Chand Jain (DIN 03545081) as Whole-time Director of the Company subject to members' approval at the ensuing general meeting.

Further at the ensuing Annual General Meeting, Mr. Kushal Chand Jain retires by rotation, and being eligible offers himself for appointment. Detailed profile of both the Directors forms part of the Notice of this Annual Report.

## ACI INFOCOM LIMITED

### Attendance of Directors at Board Meetings and at the last Annual General Meeting.

Name of the Director	Board Meetings held during the tenure of the Director	Board Meeting Attended	Attendance at the last AGM held on 24 <sup>th</sup> September, 2015
Mr. Anand Kumar Jain (DIN 02411779)	4	4	Present
Mr. Kushal Chand Jain (DIN 03545081)	4	4	Present
Mr. Kalpesh Bhandari (DIN 03146496)	4	4	Present
Mr. Jagdishchandra Hansraj Ghumara (DIN 00519468)*	4	4	Present
Mr. Hemantkumar S Jain (DIN 06778764)	4	4	Present
Ms. Sejal Suresh Nahar (DIN 07141552)	4	4	Present

\* Resigned on 10<sup>th</sup> February 2016

None of the Non-executive Directors during the year held any shares or convertible instruments. None of the Directors are had any inter-se relationships. The details of familiarization programmes imparted to independent is available on website of the Company at <http://www.acirealty.co.in/uploads/policies/FAMILIRISATION%20PROG.%20SR.pdf>

### 3. Audit Committee

The following terms of reference stipulated by the Board of Directors to the Audit Committee cover all the matters specified under the Listing Regulations as well as the provisions of Section 177 of the Companies Act, 2013.

1. To oversee the financial reporting process.
2. To oversee the disclosures of financial information.
3. To recommend appointment / removal of statutory auditors and fixation of their fees.
4. To review the quarterly/half yearly financial results and annual financial statements with the management, internal auditor and the statutory auditor.
5. To consider the reports of the internal auditors and to discuss their findings with the management and to suggest corrective actions wherever necessary.
6. To Review with the management, statutory auditors and the internal auditors the nature and scope of audits and the adequacy of internal control systems.

## ACI INFOCOM LIMITED

7. To Review major accounting policies and compliance with accounting standards and listing agreement entered into with the stock exchange and other legal requirements concerning financial statements.
8. To Look into the reasons for any substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors, if any.
9. To Review related party transactions of material nature, with promoters or the management and their relatives that may have potential conflict with the interests of the Company at large.
10. To investigate any matter covered under Section 177 of the Companies Act, 2013.
11. To Review the financial and risk management policies.

During the year ended 31<sup>st</sup> March 2016, four Meetings of the Audit Committee were held on 29<sup>th</sup> May 2015, 10<sup>th</sup> August 2015, 6<sup>th</sup> November 2015 and 10<sup>th</sup> February 2016.

The Composition of Audit Committee and the details of attendance of its meetings are as under:

Name of the Director	Designation	Category	Committee Meetings held during the tenure of Director on the Committee	Committee Meetings Attended
Mr. Kalpesh Bhandari (DIN 03146496)	Chairman	Non- Executive Independent Director	4	4
Mr. Kushal Chand Jain (DIN 03545081)	Member	Executive Director	4	4
Mr. Jagdishchandra Hansra jGhumara (DIN 00519468)*	Member	Non- Executive Independent Director	4	4
Mr. Hemantkumar S Jain (DIN 06778764)	Member	Non- Executive Independent Director	4	4
Ms. Sejal Suresh Nahar (DIN 07141552)#	Member	Non- Executive Independent Director	NA	NA

\*Resigned on 10<sup>th</sup> February 2016

#inducted on 10<sup>th</sup> February 2016

## ACI INFOCOM LIMITED

### 4. Nomination and Remuneration Committee

The powers, role and terms of Nomination and Remuneration committee covers the areas as contained in Regulation 19 of the Listing Regulations and Section 178 of the Companies Act, 2013. The Committee comprises of Three Independent Non-Executive Directors and one Executive Director. The terms of reference of the Committee is to deal with the matters related to remuneration by way of salary, perquisites, benefits, etc. for the Executive and Whole-time Directors of the Company.

The Committee comprises and the details of attendance of its meetings are as under:

Name of the Director	Designation	Category	Committee Meetings held during the tenure of Director on the Committee	Committee Meetings Attended
Mr. KalpeshBhandari (DIN 03146496)	Chairman	Non- Executive Independent Director	N.A.	N.A.
Mr. Anand Kumar Jain (DIN 02411779)	Member	Executive Director	N.A.	N.A.
Mr. Jagdishchandra Hansraj Ghumara (DIN 00519468)*	Member	Non- Executive Independent Director	N.A.	N.A.
Mr. Hemantkumar S Jain (DIN 06778764)	Member	Non- Executive Independent Director	N.A.	N.A.
Ms. Sejal Suresh Nahar (DIN 07141552)	Member	Non- Executive Independent Director	N.A.	N.A.

During the year ended 31<sup>st</sup>March2016, there were no meeting held.

#### Performance Evaluation of Independent Directors

The Board evaluates the performance Independent Directors every year. All the Independent Directors are eminent personalities having wide experience in the field of business, industry and administration

Their presence on the Board is advantageous and fruitful in taking business decisions.

## ACI INFOCOM LIMITED

### 5. Remuneration of Directors:

(a) All pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity;  
There is no pecuniary relationship or transactions of the non-executive directors with the Company.

(b) criteria of making payments to non-executive directors and weblink;

Only sitting fees is paid to non- executive Directors and the same is available at [www.acirealty.co.in](http://www.acirealty.co.in)

(c) The remuneration of the employees consists of fixed pay i.e. Basic pay, Allowances, perquisites etc., which is related to Industry pattern, qualification, experience and responsibilities handled by the employee etc. The objectives of the remuneration policy are to motivate employees and recognize their contribution, reward merit and to attract and retain talent in the organization.

The Committee is authorised, inter alia to deal with the matters related to remuneration by way of salary, perquisites, benefits etc. for the Executive Directors of the Company and set guidelines for salary, performance pay and perquisites to other senior employees.

The details of Remuneration paid / payable to the Directors for the year ended March 31, 2016 are as follows:

(Amount in “)

Name of the Director	Position	Sitting Fees	Salary & Perquisites (Fixed)	Total
Mr. Anand Kumar Jain	Executive Director - Managing Director		300000	300000
Mr. Kushal Chand Jain	Executive Director		300000	300000
Ms. SejalNahar	Non- Executive Independent Director	36000		36000
<b>TOTAL</b>		<b>36000</b>	<b>600000</b>	<b>636000</b>

Nomination and Remuneration policy is available on company's website [www.acirealty.co.in](http://www.acirealty.co.in)

### 6. Stakeholders' Relationship Committee

The functions of Stakeholder's Relationship Committee include redressal of investor's complaints related to share transfers, non-receipt of Annual Reports, dividend payment, issue of duplicate share certificates etc.

## ACI INFOCOM LIMITED

The composition of Stakeholders' Relationship Committees as under:

Name of the Director	Designation	Category	Committee Meetings held during the tenure of Director on the Committee	Committee Meetings Attended
Mr. Kalpesh Bhandari (DIN 03146496)	Chairman	Non- Executive Independent Director	4	4
Mr. Anand Kumar Jain (DIN 02411779)	Member	Executive Director	4	4
Mr. Hemantkumar S Jain (DIN 06778764)	Member	Non- Executive Independent Director	4	4
Ms. Sejal Suresh Nahar (DIN 07141552)#	Member	Non- Executive Independent Director	NA	NA

#inducted on 10<sup>th</sup> February 2016

Mr. Vinod Jhawar has been designated as Compliance Officer in terms of Regulation 27 of SEBI (LODR) Regulations, 2015 and also Clause 6 (1) of Listing Regulations.

The details of the complaints and other correspondence received and attended to during the year ended on 31<sup>st</sup> March 2016 are given hereunder:

Nature of Complaints	Received	Attended to	Pending
Non Receipt of Share Certificate(s) –Transfer	5	5	NIL
Non Receipt of Rejected DRF	NIL	NIL	NIL
Non Receipt of Bonus Certificate(s)	NIL	NIL	NIL
<b>Total</b>	<b>5</b>	<b>5</b>	<b>NIL</b>

### 7. Share Transfer Committees:

The Board has delegated the powers of approving the transfer/ transmission of shares to the Share Transfer Committee. The Committee is vested with the requisite powers & authority to specifically look into share transfer, transmission, rematerialization and dematerialization of shares.



## ACI INFOCOM LIMITED

---

### 8. General Body Meetings

The venue and time of the Annual General Meetings held during the last three years are as follows:

#### Location and time for the last three AGMs:

Year	Date	Venue	Time	Special Resolution
2012-13	25 <sup>th</sup> September 2013	Granville Hotel, Plot 680D Opp. Korakendra, Ground, R.M. Bhattad Marg, Borivali West, Mumbai- 400092	2.30 P.M.	NIL
2013-14	22 <sup>nd</sup> September 2014	Granville Hotel, Plot 680D Opp. Korakendra, Ground, R.M. Bhattad Marg, Borivali West, Mumbai- 400092	2.30 P.M.	NIL
2015-16	22 <sup>nd</sup> September 2015	Granville Hotel, Plot 680D Opp. Korakendra, Ground, R.M. Bhattad Marg, Borivali West, Mumbai- 400092	2.30 P.M.	NIL

All the Resolutions set out in the Notices were passed by the Shareholders.

During the year under review, the Company has not passed any Special Resolution through postal ballot as per the provisions of the Companies Act, 2013 and the rules framed there under.

At this meeting also there are no ordinary or Special Resolution that require to be passed by way of Postal Ballot.

### 9. Means of Communication:

Quarterly, Half-yearly and Annual Financial Results of the Company are communicated to the Stock Exchanges immediately after the same are considered by the Board and are published in the all India editions of (i) Financial Express (English) (ii) Mahanayak (Marathi) – Marathi Edition. The results and official news releases of the Company are also made available on the Company's website i.e. [www.acirealty.co.in](http://www.acirealty.co.in)

### 10. General Shareholder's Information:

- a AGM date, time and venue: 23rd September 2016, at 2:30 pm at Granville Hotel, Plot 680D Opp. Korakendra, Ground, R.M. Bhattad Marg, Borivali West, Mumbai- 400092

## ACI INFOCOM LIMITED

---

- b Financial Year 1<sup>st</sup> April 2015 to 31<sup>st</sup> March 2016
- c Listing on Stock Exchanges BSE Limited - P.J.Towers, Dalal Street, Mumbai 400001
- d The Company has paid listing fees for the year 2016-17 stock exchanges.
- e Stock Code: BSE- 517356
- f Date of Book Closure 17<sup>th</sup>September, 2016 to 23<sup>rd</sup> September, 2016 (*both days inclusive*)
- g Dividend Payment Date No Dividend has been recommended by the Board of Directors of the Company for the year.
- h Performance in comparison to Broad-based indices such at BSE Sensex As against a decrease of 9.347% in BSE Sensex during the year, the price of equity shares of the Company has decrease by 1.124%.
- i Registrar and TransferAgents System Support Services  
209, Shivai Industrial Estate, 89, Andheri Kurla Road,  
Sakinaka, Andheri East, Mumbai 400072  
Tel: 022-2850 0835 Fax: 022-28501438  
E-mail: sysss72@yahoo.com
- j Address of Correspondence 301, Dimple Arcade Extension, Bldg 10, Asha Nagar,  
behind SaiDham temple, Kandivali (E), Mumbai 400 101  
Tel: 022-40166323 E-Mail: compliance@acirealty.co.in  
Web Site: www.acirealty.co.in
- k Commodity price risk or foreign exchange risk and hedging activities Not applicable
- l Plant Locations: Not applicable

## ACI INFOCOM LIMITED

### m. Market Price Data:

Monthly High and Low quotations along with the volume of shares traded at Bombay Stock Exchange Ltd during the year ended 31<sup>st</sup> March 2016:

Month & Year	BSE		
	High	Low	Volume
April 2015	9.07	5.20	12,56,890
May 2015	8.55	5.42	7,36,203
June 2015	7.30	5.01	7,73,277
July 2015	10.85	6.37	12,14,279
August 2015	10.13	6.40	10,86,263
September 2015	9.50	5.70	4,31,288
October 2015	9.50	7.06	3,12,650
November 2015	12.00	7.97	2,93,108
December 2015	7.58	6.70	1,68,410
January 2016	8.70	5.50	37,128
February 2016	6.87	5.60	82,960
March 2016	6.40	5.00	2,00,712

### n. Dematerialisation of Shares and liquidity

The Company shares are traded compulsorily in dematerialized form. As on March 31, 2016 the details of the shares of the Company held in physical and demat form are given below:

	No. of Shares	% to the Capital
Shares held in Physical Form	4156080	3.76%
Shares held in Demat Form	106334820	96.24%
<b>TOTAL</b>	<b>110490900</b>	<b>100.00%</b>

ISIN No. of the Company's Equity Shares in Demat Form: INE167B01025

Depository Connectivity: NSDL and CDSL

## ACI INFOCOM LIMITED

### o. Distribution of Share Holdings:

No. of Equity Shares Held	As on 31 <sup>st</sup> March 2016				As on 31 <sup>st</sup> March 2015			
	No. of share holders	% of Share holders	No. of Shares	% of Share holding	No. of share holders	% of Share holders	No. of Shares	% of Share holding
1-5000	2326	79.849	3119312	2.823	2338	79.416	3195436	2.892
5001-10000	119	4.085	933726	0.845	128	4.348	1000081	0.905
10001-20000	53	1.819	787745	0.713	58	1.970	869123	0.787
20001-30000	44	1.5100	1128023	1.021	40	1.359	1030434	0.933
30001-40000	29	0.996	1091784	0.988	27	0.917	1024159	0.927
40001-50000	39	1.339	1874052	1.696	41	1.393	1971823	1.785
50001-100000	114	3.913	9373916	8.484	120	4.076	9949976	9.005
100001-and above	189	6.488	92182342	83.430	192	6.522	91449868	82.767
<b>Total</b>	<b>2913</b>	<b>100.00</b>	<b>110490900</b>	<b>100.000</b>	<b>2944</b>	<b>100.000</b>	<b>110490900</b>	<b>100.000</b>

### p. Outstanding GDRs/ADRs/warrants or any convertible instruments, conversion date and likely impact on equity

We have no GDRs/ADRs or any commercial instrument.

### 11. Other Disclosures

- Transactions with related parties, as per requirements of Accounting Standard 18, are disclosed in notes to accounts annexed to the financial statements.
- There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management, or their relatives or Subsidiaries that had potential conflict with the Company's interest. Suitable disclosure as required by the Accounting Standard (AS 18) has been made in the Annual Report. The Related Party Transactions Policy as approved by the Board is uploaded on the Company's website at [www.acirealty.co.in](http://www.acirealty.co.in)
- There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company which has potential conflict with the interests of the Company at large.
- No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the year under review.

## ACI INFOCOM LIMITED

---

- e) The Company has in place a mechanism to inform the Board members about the Risk assessment and mitigation plans and periodical reviews to ensure that the critical risks are controlled by the executive management.
- f) During the year ended 31<sup>st</sup> March 2016, the Company does not have any material listed/unlisted subsidiary companies as defined in Regulation 16 of the Listing Regulations. The Company has framed the policy for determining material subsidiary as required by under Regulation 16 of the Listing Regulation and the same is disclosed on the Company's website.
- g) The Independent Directors have confirmed that they meet the criteria of 'Independence' as stipulated under the Companies Act, 2013 and the Listing Regulations.
- h) The Company has implemented the mandatory requirements of Corporate Governance as set out in the Listing Regulations. In respect of compliance with the non-mandatory requirements, the internal auditor reports directly to the Audit Committee as well as Board.
- i) Compliance Certificate as required under as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 obtained from Practising Company Secretary, certifying the Compliance by the Company with the provisions of Corporate Governance of the Listing Regulations is given as an Annexure to this Report.

---

### **DECLARATION REGARDING CODE OF CONDUCT UNDER REGULATION 26(3) SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS 2015.**

A Code of Conduct for the Directors and Senior Management Personnel has already been approved by the Board of Directors of the Company. As stipulated under the provisions of sub-clause (II) E of Clause 49 of the Listing Agreement and Regulation 26(3) of Listing Regulations with stock exchanges, all the Directors and the designated personnel in the Senior Management of the Company have affirmed compliance with the said code for the year ended 31<sup>st</sup> March 2016.

Mr. Anand Kumar Jain  
Managing Director  
(DIN 02411779)

## **ACI INFOCOM LIMITED**

---

### **CEO / CFO CERTIFICATE UNDER PART B OF SCHEDULE II OF SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS 2015.**

The Board of Directors  
ACI INFOCOM LIMITED  
Mumbai

We have reviewed the financial statements and the cash flow statement of ACI Infocom Limited for the year ended 31<sup>st</sup> March, 2016 and that to the best of our knowledge and belief, we state that;

- a) (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that may be misleading;
- (ii) these statements present a true and fair view of the Company's affairs and are in compliance with current accounting standards, applicable laws and regulations.
- b) there are, to the best of our knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or in violation of the Company's code of conduct.
- c) we accept responsibility for establishing and maintaining internal controls for financial reporting. We have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and steps taken or proposed to be taken for rectifying these deficiencies.
- d) We have indicated to the Auditors and the Audit Committee:
  - (i) significant changes, if any, in the internal control over financial reporting during the year.
  - (ii) significant changes, if any, in accounting policies made during the year and that the same have been disclosed in the notes to the financial statements; and
  - (iii) instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Yours sincerely,  
(Kushal Chand Jain)  
Director  
(DIN -03545081)

## ACI INFOCOM LIMITED

---

### AUDITORS CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,

**The Members of  
ACI Infocom Limited**

We have examined the compliance of conditions of corporate governance by **ACI Infocom Limited**, ('the Company'), for the year ended on 31<sup>st</sup> March, 2016, as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

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 the 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, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the provisions as specified in Chapter IV Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 pursuant to Listing Agreement of the said Company with stock exchanges ***except appointment of Company Secretary and Compliance Officer as stipulated under Regulation 6(1) of Listing Regulation.***

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

For Sanjay Dholakia & Associates

(Sanjay Dholakia)  
Practicing Company Secretary  
Membership No: 2655

Date: 12<sup>th</sup> August 2016

Place: Mumbai

## Independent Auditors' Report

To the Members of ACI Infocom Limited

### Report on the Financial Statements

We have audited the accompanying standalone financial statements of **ACI Infocom Limited** ('the Company'), which comprise the balance sheet as at 31 March 2016, the statement of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

### Management's Responsibility for the Financial Statements

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

### Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

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

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the



assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the Company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

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

### Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31 March 2016 and its profit and its 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, 2015 ('the Order') issued by the Central Government of India in terms of sub section (11) of section 143 of the Act, we give in the Annexure A, a statement on the matters specified in the paragraph 3 and 4 of the Order, to the extent applicable.
2. As required by Section 143 (3) of the Act, we report that:
  - a. we have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
  - b. in our opinion proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books;
  - c. the balance sheet, the statement of profit and loss and the cash flow statement dealt with by this Report are in agreement with the books of account;
  - d. in our opinion, the aforesaid standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014;

## ACI INFOCOM LIMITED

---

- e. on the basis of the written representations received from the directors as on 31 March 2016 taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2016 from being appointed as a director in terms of Section 164 (2) of the Act; and
- f. Report on the Internal Financial Controls under Clause (1) of Sub-section 3 of section 143 of the companies Act, 2013 ("the Act")- refer to our separate report in Annexure B ;and
- g. with respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us :
  - i. the Company has disclosed the impact of pending litigations on its financial position in its financial statements. ( refer note No. 21.3 )
  - ii. the Company has made provision, as required under the applicable law or accounting standards, for material foreseeable losses, if any, on long-term contracts. The Company does not have any derivative contract.
  - iii. there were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

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

Anand Raj Jain  
Partner  
Membership No.042051

Date- 27/05/2016  
Mumbai

**ANNEXURE A TO THE AUDITORS' REPORT**

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the standalone financial statements for the year ended 31 March 2016, we report that:

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) The Company has a regular programme of physical verification of its fixed assets by which fixed assets are verified in a phased manner over a period of three years. In accordance with this programme, certain fixed assets were verified during the year and no material discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and the nature of its assets.
- (c) According to the information and explanations given to us, the title deeds of immoveable properties are held in the name of the company
- (ii) According to the information and explanations given to us the Company has conducted physical verification of inventory at reasonable intervals. . In our opinion no such material discrepancies were noticed on physical verification by the management.
- (iii) (a) The Company has not granted loans to parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').

Thus, paragraph (iii)(b) and 3 (c) of the Order is not applicable.

- (iv) In our opinion and according to the information and explanations given to us, the Company has complied with provision of section 185 and 186 of Act , with respect to the loan and investment made.
- (v) The Company has not accepted any deposits from the public.
- (vi) We have broadly reviewed the cost records maintained by the company specified by the Central Government under sub-section (1) of section 148 of the Companies Act and are of the opinion that prima facie the prescribed cost records have been maintained.
- (vii) (a) According to the information and explanations given to us and on the basis of our examination of the records , the Company is regular in depositing undisputed statutory dues including provident fund, income tax, service tax, cess and other material statutory dues with the appropriate authorities. As explained to us, the Company did not have any dues on account of sales tax, wealth tax, duty of customs, value added tax, employees' state insurance and duty of excise.

## ACI INFOCOM LIMITED

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, service tax, cess and other material statutory dues were in arrears as at 31 March 2016 for a period of more than six months from the date they became payable except **Provident fund of Rs.2100 and Service tax of Rs. 2520**

- (b) According to the information and explanations given to us, there are no material dues income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax or cess which have not been deposited with the appropriate authorities on account of any dispute. However, according to information and explanations given to us, the following dues of duty of customs have not been deposited by the Company on account of disputes:

Name of statute	Nature of dues	Period to which amt relates	Amt (Rs.)	Forum where dispute pending
Custom Act 1962	Custom Duty	1984-85	6,27,764 + Interest	The matter is pending before competent authority

- (viii) The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year
- (ix) The company has not raised moneys by way of initial public offer or further public offer (including debt instrument) and term loans during the year.
- (x) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.
- (xi) According to the information and explanations given to us and based on our examination of the record of the Company, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act
- (xii) In our opinion and according to the information and explanations given to us, the company is not nidhi company. Accordingly paragraph 3(xii) of Order is not applicable.
- (xiii) According to the information and explanations given to us and based on our examination of the record of the Company, transactions with related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Financial statements as required by the applicable accounting standards.

## ACI INFOCOM LIMITED

---

- (xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review .
- (xv) According to the information and explanations given to us and based on our examination of the record of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him.
- (xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

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

Anand Raj Jain  
Partner  
Membership No.042051

Date- 27/05/2016  
Mumbai

**ANNEXURE B TO THE AUDITORS' REPORT****Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")**

We have audited the internal financial controls over financial reporting of **ACI Infocom Limited** ('the Company') as of 31-Mar-2016 in conjunction with our audit of the standalone financial statements of the Company for the year ended on that date.

**Management's Responsibility for Internal Financial Controls**

The Company's management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

**Auditors' Responsibility**

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects. Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. 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. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

## ACI INFOCOM LIMITED

---

**Meaning of Internal Financial Controls Over Financial Reporting** A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

### **Inherent Limitations of Internal Financial Controls Over Financial Reporting**

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

### **Opinion**

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31-Mar-2016.

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

Anand Raj Jain  
Partner  
Membership No.042051

Date- 27/05/2016  
Mumbai

# ACI INFOCOM LIMITED

## BALANCE SHEET AS AT 31ST MARCH, 2016

Particulars	Notes	As at 31-03-2016 Rs.	As at 31-03-2015 Rs.
<b>I EQUITY AND LIABILITIES</b>			
<b>1. Shareholders' Funds</b>			
(a) Share Capital	2	11,04,90,900	11,04,90,900
(b) Reserve and Surplus	3	5,09,59,760	5,08,79,706
		<b>16,14,50,660</b>	<b>16,13,70,606</b>
<b>2. Current Liabilities</b>			
(a) Trade Payables	4	1,49,634	6,01,671
(b) Other Current Liabilities	5	71,00,610	46,54,380
		<b>72,50,244</b>	<b>52,56,051</b>
<b>Total</b>		<b>16,87,00,904</b>	<b>16,66,26,657</b>
<b>II ASSETS</b>			
<b>1. Non-Current Assets</b>			
(a) Fixed Assets			
(i) Tangible assets	6	1,67,440	1,69,069
(ii) Intangible assets		-	-
(b) Non-current investments	7	3,95,16,476	4,63,88,783
(c) Deferred tax assets (net)	8	50,16,911	61,37,467
		<b>4,47,00,827</b>	<b>5,26,95,319</b>
<b>2. Current Assets</b>			
(a) Inventories	9	4,18,75,663	4,13,41,360
(b) Trade Receivables	10	2,03,910	3,87,007
(c) Cash and cash equivalents	11	13,80,123	14,90,671
(d) Short-term loans and advances	12	8,04,23,087	7,05,33,039
(e) Other Current Assets	13	1,17,294	1,79,261
		<b>12,40,00,077</b>	<b>11,39,31,338</b>
<b>Total</b>		<b>16,87,00,904</b>	<b>16,66,26,657</b>
Significant Accounting Policies	1		
Notes to Accounts	21		

As per our report of even date  
For Anand Jain & Associates  
Chartered accountants  
Firm Reg No.105666W  
Anand Raj Jain  
Partner  
Membership No.042051

Place : Mumbai  
Date :27/05/2016

For and on behalf of the Board of Directors

Anand Jain  
Managing Director  
DIN- 02411779

Kushal Chand Jain  
Director & CFO  
DIN-03545081

(Kalpesh Bhandari)  
Director  
DIN-03146496



# ACI INFOCOM LIMITED

## STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED 31ST MARCH,2016

Particulars	Notes	Year Ended 31-03-2016 Rs.	Year Ended 31-03-2015 Rs.
Revenue from operations	14	53,98,251	1,75,20,885
Other Income	15	51,45,748	40,41,865
<b>Total -(I)</b>		<b>1,05,43,999</b>	<b>2,15,62,750</b>
<b>Expenses</b>			
Construction cost	16	63,12,022	85,51,403
Changes in Inventory	17	(5,34,303)	86,16,455
Employees Benefits	18	17,87,000	16,32,577
Other Expenses	19	13,85,480	11,06,595
Depreciation	6	1,629	1,629
Finance cost	20	3,95,428	85,168
<b>Total -(II)</b>		<b>93,47,256</b>	<b>1,99,93,827</b>
<b>Profit/(Loss) Before Exceptional, Extraordinary And Prior Period Item</b>		11,96,743	15,68,923
Less- Prior Period Item		3,867	-
<b>Profit/(Loss) Before tax</b>		<b>12,00,610</b>	15,68,923
<b>Tax Expenses</b>			
Current Tax		2,40,433	2,98,958
Tax Expense-Eralier years		-	(64,463)
MAT Credit Entitlement for the year		(2,40,433)	(2,98,958)
MAT Credit Entitlement- Eralier year		-	(4,79,207)
Deferred Tax		11,20,556	11,03,937
<b>Profit/(loss) for the year</b>		<b>80,054</b>	<b>10,08,656</b>
Earning per equity share (Face Value per share Rs. 1)			
Basic		0.00	0.01
Diluted		0.00	0.01
Significant Accounting Policies	1		
Notes to Accounts	21		

As per our report of even date  
For Anand Jain & Associates  
Chartered accountants  
Firm Reg No.105666W  
Anand Raj Jain  
Partner  
Membership No.042051

Place : Mumbai  
Date :27/05/2016

For and on behalf of the Board of Directors

Anand Jain  
Managing Director  
DIN- 02411779

Kushal Chand Jain  
Director & CFO  
DIN-03545081

(Kalpesh Bhandari)  
Director  
DIN-03146496

## ACI INFOCOM LIMITED

### CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	Year Ended 31-03-2016 Rs.	Year Ended 31-03-2015 Rs.
<b>Cash Flow From Operating Activities</b>		
<b>Profit Before Tax</b>	12,00,610	15,68,923
Adjustments for :		
Depreciation	1,629	1,629
Loss on investment in partnership firm	61,174	-
Finance Cost	3,95,428	85,168
Interest income	(51,14,819)	(40,41,865)
Sundry Balance Written Back	(30,929)	
Operating Profit Before Working Capital Changes	<b>(34,86,907)</b>	<b>(23,86,145)</b>
Adjustments for :		
(Increase)/decrease in inventories	(5,34,303)	86,16,455
(Increase)/decrease in trade receivables	1,83,097	(3,87,007)
(Increase)/decrease in short-term loans and advances & other current assets	(95,87,648)	(43,80,209)
Increase/(decrease) in current liabilities	20,25,120	(81,35,770)
<b>Cash generated from operations</b>	<b>(1,14,00,641)</b>	<b>(66,72,675)</b>
Taxes Paid	(2,40,433)	(4,52,633)
<b>Net Cash Flow From/ (Used In) Operating Activities (A)</b>	<b>(1,16,41,074)</b>	<b>(71,25,308)</b>
<b>Cash Flow From / (Used In) Investing Activities</b>		
Capital withdrawal from Partnership firm	68,72,307	35,50,000
Interest received	51,14,819	40,41,865
Income/ Loss on investment in partnership firm	(61,174)	-
<b>Net Cash Flow From / (Used In) Investing Activities (B)</b>	<b>1,19,25,952</b>	<b>75,91,865</b>
<b>Cash Flow From / (Used In) Financing Activities</b>		
Proceeds from borrowings (Net)	-	-
Finance Cost	(3,95,428)	(85,168)
<b>Net Cash Flow From / (Used In) Financing Activities (C)</b>	<b>(3,95,428)</b>	<b>(85,168)</b>
<b>Net Increase / (Decrease) In Cash And Cash Equivalents (A+B+C)</b>	<b>(1,10,550)</b>	<b>3,81,389</b>
<b>Opening Cash And Cash Equivalents</b>	<b>14,90,672</b>	<b>11,09,283</b>
<b>Closing Cash And Cash Equivalents (Refer Note 1 Below)</b>	<b>13,80,123</b>	<b>14,90,672</b>

## ACI INFOCOM LIMITED

### CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH, 2016

Particulars	Year Ended 31-03-2016 Rs.	Year Ended 31-03-2015 Rs.
-------------	---------------------------------	---------------------------------

#### Note - 1

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	31-03-2016 Rs.	31-03-2015 Rs.
Cash In hand	13,15,730	12,18,294
Balance with Banks:	64,393	2,72,377
	-	-
	<u>13,80,123</u>	<u>14,90,671</u>

2. Above statement has been prepared by the indirect method as set out in the Accounting Standard 3 on Cash Flow Statement as prescribed under section 133 of the Companies Act, 2013 ("the Act") read with Rule 7 of the Companies (Accounts) Rules, 2014.
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.042051

Place : Mumbai  
Date :27/05/2016

For and on behalf of the Board of Directors

Anand Jain  
Managing Director  
DIN- 02411779

Kushal Chand Jain (Kalpesh Bhandari)  
Director & CFO Director  
DIN-03545081 DIN-03146496

## ACI INFOCOM LIMITED

---

### Note-1

#### I. CORPORATE INFORMATION

The Company has incorporated on 21/12/1982 and the company is in to Construction and Allied business Activities.

#### II. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

##### 1. Basis of preparation of financial statements

These financial statements are prepared in accordance with Indian Generally Accepted Accounting Principles (GAAP) under the historical cost convention on the accrual basis except for certain financial instruments which are measured at fair values. GAAP comprises mandatory accounting standards as prescribed under Section 133 of the Companies Act, 2013 ('the Act'), read with Rule 7 of the Companies (Accounts) Rules, 2014 and guidelines issued by the Securities and Exchange Board of India (SEBI).

##### 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 has been provided based on life assigned to each asset in accordance with Schedule II of the Companies Act, 2013.

##### 5. 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.

##### 6. 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.

##### 7. Prior Period Adjustment

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

##### 8. 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.

### 9. 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) Rent Income is recognized on the basis of term with lessee.
- (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/ Loss from partnership firm recognised on the basis of confirmation from partnership firm.

### 10. 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.

### 11. Impairment

The Company reviews the carrying value of tangible 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.

### 12. 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.

### 13. Segment Reporting

The Company is engaged in real estate business being a single segment hence disclosure as requirements of Accounting Standard AS-17 issued by the Institute of Chartered Accountants of India is not applicable.

### 14. Lease

Operating Lease payment is recognized as an expense in the statement of profit and loss as per terms of agreement.

# ACI INFOCOM LIMITED

## NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	As at 31-03-2016 Rs.	As at 31-03-2015 Rs.
<b>Note-2 Share Capital</b>		
<b><u>AUTHORIZED CAPITAL</u></b>		
13,50,00,000 (13,50,00,000)		
Equity Shares of Rs.1/- each	<b>13,50,00,000</b>	13,50,00,000
<b>Total</b>	<b>13,50,00,000</b>	<b>13,50,00,000</b>
<b><u>ISSUED , SUBSCRIBED &amp; PAID UP CAPITAL</u></b>		
11,04,90,900 (11,04,90,900)		
Equity Shares of Rs.1/- each	<b>11,04,90,900</b>	11,04,90,900
<b>Total</b>	<b>11,04,90,900</b>	<b>11,04,90,900</b>

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

	In Value	
	As at 31-03-2016 Rs.	As at 31-03-2015 Rs.
At the beginning of the reporting period.	<b>11,04,90,900</b>	11,04,90,900
Equity Issued during the period	-	
At the end of the reporting period.	<b>11,04,90,900</b>	<b>11,04,90,900</b>
	<b>In Numbers</b>	
At the beginning of the reporting period.	<b>11,04,90,900</b>	11,04,90,900
Equity Issued during the period	-	
At the end of the reporting period.	<b>11,04,90,900</b>	<b>11,04,90,900</b>

**(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 31-03-2016 Rs.	As at 31-03-2015 Rs.
-------------	----------------------------	----------------------------

### (c) Sub-Division of shares

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 31-03-2016	
	Number	% of holding
<b>Equity Shares of Rs 1/- each fully paid</b>		
Pujya Guruwar Solar India Pvt Ltd		
( Formally known as Prog Dychem Pvt Ltd)	2,26,65,730	20.51

	As at 31-03-2016	
	Number	% of holding
<b>Equity Shares of Rs 1/- each fully paid</b>		
Pujya Guruwar Solar India Pvt Ltd		
( Formally known as Prog Dychem Pvt Ltd)	2,24,65,730	20.33

### Note-3 Reserves & Surplus

#### Security Premium Account

Balance as per last financial statements	6,04,34,000	6,04,34,000
Add-Addition on issue of fresh equity	-	-
Less-Utilized during the year	-	-
Closing Balance	6,04,34,000	6,04,34,000

#### General Reserve

Balance as per last financial statements	1,92,90,654	1,92,90,654
Add-Addition during the year	-	-
Less-Utilized during the year	-	-
8	1,92,90,654	1,92,90,654

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

Balance as at the beginning of the year	(2,88,44,948)	(2,98,31,329)
Add- Profit for the current year	80,054	10,08,656
Less-Transferred value of an asset useful life is NIL ( net of deferred tax)	-	(22,275)
Net surplus in the statement of profit and loss account	(2,87,64,894)	(2,88,44,948)
<b>Total</b>	<b>5,09,59,760</b>	<b>5,08,79,706</b>

## ACI INFOCOM LIMITED

### NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	As at 31-03-2016 Rs.	As at 31-03-2015 Rs.
<b>Note-4 Trades Payable</b>		
Due to MSME(s)	-	-
Due to others	1,49,634	6,01,671
<b>Total</b>	<b>1,49,634</b>	<b>6,01,671</b>

(Refer note 21.5 for details of dues to micro and small enterprises)

#### Note-5 Other Current Liabilities

Advances from customers-Bookings	70,31,000	45,31,000
Statutory Dues	12,610	61,380
Security Deposit	57,000	62,000
<b>Total</b>	<b>71,00,610</b>	<b>46,54,380</b>



**Note-6 Fixed Asset**

(Amount in Rupees)

Particulars	Gross Block			Depreciation			Value Transferred to retain earning of an asset useful life is NIL		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 31.03.2016	WDV as on 31.03.2015
<u>Tangible Assets</u>										
Land	1,64,000	-	-	1,64,000	-	-	-	-	1,64,000	1,64,000
Computer	8,315	-	-	8,315	3,246	1,629	-	4,875	3,440	5,069
<b>SUB TOTAL (A)</b>	<b>1,72,315</b>	<b>-</b>	<b>-</b>	<b>1,72,315</b>	<b>3,246</b>	<b>1,629</b>	<b>-</b>	<b>4,875</b>	<b>1,67,440</b>	<b>1,69,069</b>
<u>Intangible Assets</u>										
<b>SUB TOTAL (B)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<u>Capital Work-in-progress</u>										
<b>SUB TOTAL (C)</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>
<b>Total [A + B + C] (Current Year)</b>	<b>1,72,315</b>	<b>-</b>	<b>-</b>	<b>1,72,315</b>	<b>3,246</b>	<b>1,629</b>	<b>-</b>	<b>4,875</b>	<b>1,67,440</b>	<b>1,69,069</b>
<b>(Previous Year)</b>	<b>2,32,563</b>	<b>-</b>	<b>60,248</b>	<b>1,72,315</b>	<b>29,629</b>	<b>1,629</b>	<b>28,012</b>	<b>3,246</b>	<b>1,69,069</b>	<b>1,99,408</b>

# ACI INFOCOM LIMITED

## NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	As at 31-03-2016 Rs.	As at 31-03-2015 Rs.
-------------	----------------------------	----------------------------

### Note-7 Non Current Investment

#### Investment in Associates

Investment in Sanjog Developers 3,95,16,476 4,63,88,783

(Capital Account Balance as on 31/03/2016 is

Rs. 3,95,16,476/- Including Current year share of

Loss of Rs. 61174)

<b>Total</b>	<b>3,95,16,476</b>	<b>4,63,88,783</b>
--------------	--------------------	--------------------

#### Detail of Investment in Partnership Firm

Name of the Partners	Share of profit	
	31st March 2016	31st March 2015
ACI Infocom Ltd	70	70
Lalit Parasmal Nahata	15	15
Praveen Sohanraj Balar	15	15

### Note-8 Deferred Tax Asset (net)

On Account of Depreciation and carried forward losses 50,16,911 61,37,467

<b>Total</b>	<b>50,16,911</b>	<b>61,37,467</b>
--------------	------------------	------------------

### Note-9 Inventories

Constructed flats -Project at Pali 4,18,75,663 4,13,41,360

<b>Total</b>	<b>4,18,75,663</b>	<b>4,13,41,360</b>
--------------	--------------------	--------------------

# ACI INFOCOM LIMITED

## NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	As at 31-03-2015 Rs.	As at 31-03-2014 Rs.
<b>Note-10 Trade Receivables</b>		
<b>Outstanding for more than six months</b>		
a) Secured, Considered Good	-	-
b) Unsecured, Considered Good	-	-
c) Doubtful	-	-
<b>Others</b>		
a) Secured, Considered Good	-	-
b) Unsecured, Considered Good	2,03,910	3,87,007
c) Doubtful	-	-
<b>Total</b>	<b>2,03,910</b>	<b>3,87,007</b>
<b>Note-11 Cash &amp; Cash Equivalents</b>		
Cash in hand	13,15,730	12,18,294
Bank Balance	64,393	2,72,377
<b>Total</b>	<b>13,80,123</b>	<b>14,90,671</b>
<b>Note-12 Short-term loans and advances</b>		
<b>Unsecured considered good-</b>		
Inter-corporate Loan	3,28,98,431	2,44,70,684
Loan to others	2,90,99,784	2,69,24,986
Advance Income Tax-Net	4,87,941	11,31,682
Mat Credit Entitlement	21,62,100	19,21,667
Advance to Suppliers	1,57,74,831	1,60,84,020
<b>Total</b>	<b>8,04,23,087</b>	<b>7,05,33,039</b>
<b>Note-13 Other Current Assets</b>		
Sundry Deposits	1,00,000	24,000
Prepaid Exp	17,294	1,55,261
<b>Total</b>	<b>1,17,294</b>	<b>1,79,261</b>

# ACI INFOCOM LIMITED

## NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	Year Ended 31-03-2016 Rs.	Year Ended 31-03-2015 Rs.
<b>Note - 14 Revenue from operations</b>		
<b>Sale of products-</b>		
Sale of Flats	44,21,075	1,71,28,385
<b>Other operating revenues -</b>		
Rent from unsold residential flats	10,38,350	3,92,500
Profit/loss from Partnership Firm	(61,174)	-
<b>Total</b>	<b>53,98,251</b>	<b>1,75,20,885</b>
<b>Note-15 Other Income</b>		
<b>Interest Income -</b>		
Interest on Short-term loans and advances	51,14,819	39,08,783
Sundry Balance W/off	30,929	-
Interest on Income Tax Refund	-	1,33,082
<b>Total</b>	<b>51,45,748</b>	<b>40,41,865</b>
<b>Note-16 Cost of Construction</b>		
Cost related to Construction	63,12,022	85,51,403
<b>Total</b>	<b>63,12,022</b>	<b>85,51,403</b>
<b>Note-17 Changes in Inventory</b>		
<b>Opening Stock</b>		
Construction WIP	-	4,99,57,815
Constructed flats	4,13,41,360	-
<b>Less-Closing Stock</b>		
Construction WIP	-	-
Constructed flats	4,18,75,663	4,13,41,360
<b>Total</b>	<b>(5,34,303)</b>	<b>86,16,455</b>
<b>Note-18 Employees Benefits</b>		
Salary & Bonus	11,87,000	9,43,410
Directors remuneration	6,00,000	6,89,167
<b>Total</b>	<b>17,87,000</b>	<b>16,32,577</b>

# ACI INFOCOM LIMITED

## NOTES ANNEXED TO AND FORMING PART OF THE FINANCIAL STATEMENTS

Particulars	Year Ended 31-03-2016 Rs.	Year Ended 31-03-2015 Rs.
<b>Note-19 Other Expenses</b>		
Advertisement	84,732	57,998
Auditors Remuneration-		
Statutory Audit Fees	85,875	56,180
Tax Audit Fees	-	28,090
Courier & Postage Charges	37,689	23,900
Director Sitting fees	36,000	25,000
Duties & Taxes	70,540	42,893
Electricity Charges	13,689	13,520
Labour Welfare Fund	11,197	-
Legal and Professional fees	1,70,000	77,250
Listing & Custodian fees	2,90,000	1,65,000
Office Expenses	61,699	79,166
Printing And Stationary	75,937	39,060
Profession Tax	2,500	2,500
Registrar fees	59,671	60,424
Rent	2,65,000	3,01,000
Repairs & Maintenance	2,950	11,312
ROC Charges	22,800	6,600
Telephone Expenses	11,601	14,391
Travelling & Conveyance	72,300	77,911
Web Site Expenses	11,300	24,400
<b>Total</b>	<b>13,85,480</b>	<b>11,06,595</b>
<b>Note-20 Finance Cost</b>		
Bank charges	227	2,209
Interest on delay Payment of Statutory Dues	3,95,201	82,959
<b>Total</b>	<b>3,95,428</b>	<b>85,168</b>
<b>Note-7 Depreciation</b>		
Depreciation	1,629	1,629
<b>Total</b>	<b>1,629</b>	<b>1,629</b>

## ACI INFOCOM LIMITED

### Note-22 NOTES TO ACCOUNTS

#### 21.1 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.

	2014-15	2013-14
Profit / (Loss) after tax and exceptional items (Rs.In Lacs)	0.80	10.09
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.)	0.00	0.01

#### 21.2 Related Party Disclosure

A) Disclosure requirements as per Accounting Standard 18 (AS-18) "Related Party Disclosure"-

Related Parties	Nature of relationship
Pujya Guruwar Solar India Pvt Ltd ( Formally known as Prog Dychem Pvt Ltd) Sanjog Developers GGF Industries Pvt Ltd	Associates / Enterprises over which directors and /Or their relatives has significant influence
Shri Anand Kumar Jain (Managing Director)	Key Management Personnel
Shri Jagdishchandra Hansraj Ghumara ( Director)	
Sejal Suresh Nahar ( Additional Director)	
Shri Kalpesh Bhandari ( Director)	
Shri Nirmal Kumar Jain ( Director)	
Died & Retired on 17th July, 2014	
Shri Kushal Chand Jain ( Director)	
Shri Hemantkumar S Jain (Director)	

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	
		31.03.2016	31.03.2015	31.03.2016	31.03.2015	31.03.2016	31.03.2015
Remuneration / Salary	Kushal Chand Jain			3,00,000	3,00,000		
	Anand Kumar Jain			3,00,000	3,00,000		
	Nirmal Kumar Jain			-	89,167		
Sitting fees	Jagdishchandra Hansraj			-	25,000		
	Ghumara						
	Sejal Suresh Nahar	-	-	36,000	36,000		
Unsecured Loans Accepted	Pujya Guruwar Solar India Pvt Ltd (Formally known as Prog Dychem Pvt Ltd)	1,00,000	2,00,000				
Unsecured Loans Repaid	Pujya Guruwar Solar India Pvt Ltd (Formally known as Prog Dychem Pvt Ltd)	1,00,000	5,67,250				
Unsecured Loans Accepted	GGF Industries Pvt Ltd	1,20,00,000	-				
Unsecured Loans Repaid	GGF Industries Pvt Ltd	1,20,00,000	-				
Net Capital withdrawal from Partnership firm	Sanjog Developer	68,15,000	35,50,000				
Loss from Partnership Firm	Sanjog Developers	61,174	-				

### C) Details of outstanding balances.

Nature of Transaction	Name of Party	O/S Balance as on 31.03.2016	O/S Balance as on 31.03.2015
Director Sitting fee	Sejal Suresh Nahar	16,200/-	-
Investment in partnership firm	Sanjog Developers	3,95,16,476/-	4,63,88,783/-

## ACI INFOCOM LIMITED

---

- 21.3 Contingent Liability-** Demand of Rs 6,27,764 + Interest under Custom Act 1962 relating to FY 1984-85. The matter is pending before competent authority.
- 21.4** Balances are relied upon as per books of accounts wherever the confirmations from debtors/creditors/Loans/Advances are not available.
- 21.5** There is no availability of information about the amount dues to small/micro undertaking, we are unable to comment that the interest if any is due to such undertaking or not.
- 21.6** As certified by the Management there is no obligation in respect of gratuity and leave encashment during the year.
- 21.7** Auditor's Remuneration including service tax is Rs.85,875/-. (Previous Year Rs.84, 270/-).
- Statutory Audit Fees - Rs. 85,875 (Rs. 56,180)
- Tax Audit Fees - Nil (Rs. 28,090)
- 21.8** 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.
- 21.9** Expenditures & Earning in Foreign Currency- Nil
- 21.10.** Sundry Balance Written off (net) of Rs. 30,929 Credit (Previous year NIL) include Rs.7299- Debit (Previous year NIL) and Rs. 38,228- Credit (Previous year NIL).
- 21.11** Prior period adjustment (Net) amounting to Rs 3867/- (credit) (Previous year NIL)
- 21.12 Segment Information-**
- The Company operates in a single business and geographical segment i.e. "Construction and Allied Activities" within India. Accordingly, no separate disclosures for primary business and secondary geographical segment are required as per AS 17 issued by ICAI
- 21.13** Previous year figures have been regrouped and rearranged wherever necessary to confirm with the current year presentation.
- 

As per our report of even date

For Anand Jain & Associates

Chartered accountants

Firm Reg No.105666W

Anand Raj Jain

Partner

Membership No.042051

Place : Mumbai

Date :27/05/2016

For and on behalf of the Board of Directors

Anand Jain

Managing Director

DIN- 02411779

Kushal Chand Jain (Kalpesh Bhandari)

Director & CFO

DIN-03545081

Director

DIN-03146496



## ACI INFOCOM LIMITED

(CIN: L72200MH1982PLC175476)

Regd. Office: 301, Dimple Arcade Extension, Bldg 10, Asha Nagar, behind SaiDham temple,  
Kandivali (E), Mumbai 400 101 Tel: 022-40166323

E-Mail: [compliance@acirealty.co.in](mailto:compliance@acirealty.co.in) Web Site: [www.acirealty.co.in](http://www.acirealty.co.in)

### ATTENDANCE SLIP

#### 34<sup>TH</sup> ANNUAL GENERAL MEETING ON 23<sup>TH</sup> SEPTEMBER, 2016

	PARTICULARS
DP ID-Client ID/Folio Number:	
Name and Address of Sole Member :	
Name of Joint Holder(s) :	
No. of Shares held:	

I certified that I am a member/proxy for the member of the Company.

I hereby record my presence at the 33rd Annual General Meeting of the Company to be held on Friday, 23th September 2016, at 2.30 p.m. at Granville Hotel, Plot 680D, opp Kora Kendra Ground, R.M. Bhattad Marg Borivali west Mumbai 400 092

\_\_\_\_\_  
Member/proxy's Signature

### ELECTRONICS VOTING PARTICULARS

EVSN(Electronics Voting Sequence Number)	User ID	(PAN/Seq.No.)

NOTE: Please read the complete instructions given under the note (The instructions for Shareholders Voting electronically) to the Notice of Annual General Meeting. The Voting Start From Monday 21<sup>st</sup> September, 2015 from 9.00 AM to Wednesday 23<sup>rd</sup> September, 2015 to 5.00 PM. The Voting Module shall be disabled by NSDL for voting thereafter.

# ACI INFOCOM LIMITED

(CIN: L72200MH1982PLC175476)

Regd. Office: 301, Dimple Arcade Extension, Bldg 10, Asha Nagar, behind SaiDham temple,  
Kandivali (E), Mumbai 400 101 Tel: 022-40166323

E-Mail: [compliance@acirealty.co.in](mailto:compliance@acirealty.co.in) Web Site: [www.acirealty.co.in](http://www.acirealty.co.in)

## Form No. MGT-11

### Proxy form

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

CIN	L72200MH1982PLC175476	
Name of the company	ACI INFOCOM LIMITED	
Registered office	301, Dimple Arcade Extension, Bldg 10, Asha Nagar, behind SaiDham temple, Kandivali (E), Mumbai 400 101.	
Name of the member (s)		
Registered address		
E-mail Id		
Folio No/ Client Id	DP ID	

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

Name	
Address	
E-mail Id	Signature

OR FAILING HIM

Name	
Address	
E-mail Id	Signature

OR FAILING HIM

Name	
Address	
E-mail Id	Signature

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 34<sup>th</sup> Annual General Meeting of the share holders of **ACI INFOCOM LIMITED**(CIN-**L72200MH1982PLC175476**) will be held on Friday, 23<sup>rd</sup> September, 2016 at 2.30 p.m. at Hotel Granville, Plot No. 680/D, Opp. Kora Kendra Ground, R.M. Bhattar Road, Borivali (West), Mumbai – 400 092 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.: RESOLUTIONS
1. Adoption of Financial Statements for the period ended 31 <sup>st</sup> March 2016
2. To appoint a Director in place of Mr. Kushal Chand Jain, (DIN 03545081), who retires by rotation, and being eligible, offers himself for re-appointment.
3. Appointment of M/s. Anand Jain & Associates, as Auditors & fixing their remuneration.
4. Appoint Mr. Kushal Chand Jain (DIN 03545081) as a Whole-time Director.
5. Appoint Mr. Anand Kumar Jain (DIN 02411779) as a Managing Director.

Signed this..... day of..... 2016

Signature of Shareholder: ..... /

Signature of Proxy holder(s): .....

Affix  
Revenue  
Stamp

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

**BOOK-POST**

*If Undelivered, Please Return to :*

**ACI INFOCOM LIMITED**

**Regd. Office:**

301, Dimple Arcade Extension, Bldg 10,

Asha Nagar, Behind SaiDham temple,

Kandivali (E), Mumbai 400 101

Tel: 022-40166323