

ACI INFOCOM LIMITED
31ST ANNUAL REPORT 2012-13

BOARD OF DIRECTORS

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

COMPLIANCE OFFICER

Vinod Jhawar

REGISTERED OFFICE

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

AUDITORS

Anand Jain & Associates,
Chartered Accountants

REGISTRAR & TRANSFER AGENT

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

ACI INFOCOM LIMITED

NOTICE

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

ORDINARY BUSINESS

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

SPECIAL BUSINESS

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

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

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

Registered Office :

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

DIRECTOR

Place : Mumbai,

Date : 27th May, 2013.

ACI INFOCOM LIMITED

NOTES

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

EXPLANATORY STATEMENT

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

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

ITEM NO. 5

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

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

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

Registered Office :

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

DIRECTOR

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

ACI INFOCOM LIMITED

DIRECTORS' REPORT

To

The Members,

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

FINANCIAL RESULTS

Amount in Rupees

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

DIVIDEND

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

ACI INFOCOM LIMITED

DIRECTORS

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

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

DIRECTORS RESPONSIBILITY STATEMENT.

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

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

AUDITORS

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

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

ACI INFOCOM LIMITED

DEPOSITS

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

PERSONNEL

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

CORPORATE GOVERNANCE

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

CEO'S DECLARATION

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

MANAGEMENT DISCUSSION & ANALYSIS (MD&A)

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

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

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

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

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

ACI INFOCOM LIMITED

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

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

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

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

(Rs. in Lacs)

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

ACKNOWLEDGEMENTS

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

For and on behalf of the Board of Directors

Place : Mumbai,

Date : 27th May, 2013

DIRECTOR

DIRECTOR

ACI INFOCOM LIMITED

CORPORATE GOVERNANCE REPORT

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

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

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

BOARD OF DIRECTORS;

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

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

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

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

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

*Appointed wef 3.8.2012

**Appointed wef 7.6.2012

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AUDIT COMMITTEE

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

a) Brief Description of Terms of reference:

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

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

b) Composition, Name of Members and Chairperson

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

* Appointed wef 7.6.2012

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

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

* Appointed wef 7.6.2012

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

REMUNERATION COMMITTEE

a) Brief Description of terms of reference:

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

ACI INFOCOM LIMITED

Directors.

b) Composition, name of members and Chairperson:

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

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

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

d) Remuneration Policy

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

e) Detail of Remuneration of the Director.

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

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

*Resigned w e f 3rd August, 2012.

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

SHAREHOLDER'S/INVESTOR'S GRIEVANCE COMMITTEE

a) Terms of reference:

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

b) Composition, name of members and Chairperson:

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

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

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

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