

**32<sup>ND</sup> ANNUAL REPORT 2013-14**

**ACI INFOCOM LIMITED**

(CIN: L72200MH1982PLC175476)

**BOARD OF DIRECTORS**

ANAND KUMAR JAIN	(DIN 02411779)	PROMOTER MANAGING DIRECTOR
KUSHAL CHAND JAIN	(DIN 03545081)	PROMOTER DIRECTOR
NIRMAL KUMAR JAIN	(DIN 03340173)	PROMOTER DIRECTOR
KALPESH BHANDARI	(DIN 03146496)	INDEPENDENT DIRECTOR
JAGDISHCHANDRA GHUMARA	(DIN00519468)	INDEPENDENT ADDITIONAL DIRECTOR
HEMANTKUMAR S JAIN	(DIN 06778764)	INDEPENDENT ADDITIONAL DIRECTOR

**COMPLIANCE OFFICER**

Vinod Jhawar

**AUDITORS**

M/s. Anand Jain & Associates  
(Chartered Accountants)  
Mumbai

**BANKERS**

HDFC Bank  
Thakur complex, Kadivali(E), Mumbai:4000101

**REGISTERED OFFICE**

Office No. D 001, Krishna Complex,  
W.E. Highway, Opp. National Park,  
Borivali (East), Mumbai – 400 066.  
Phone : 022-228910050  
E-Mail: aciinfocomltd@gmail.com  
compliance@acireality.co.in  
[www.acireality.co.in](http://www.acireality.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

# ACI INFOCOM LIMITED

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## **NOTICE**

Notice is hereby given that the Thirty Second Annual General Meeting of the Shareholders of ACI INFOCOM LIMITED (CIN: L72200MH1982PLC175476) at Granville Hotel, Plot 680D Opp. Korakendra Ground, R.M. Bhattad Marg, Borivali West, Mumbai- 400092 on Monday, 22<sup>nd</sup> September, 2014, at 2.30 p. m. to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31<sup>st</sup> March, 2014 and the Audited Statement of Profit and Loss Account for the year ended 31<sup>st</sup> March, 2014 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 appoint M/s. Anand Jain & Associates, (ICAI Regn. No. 105666W) Chartered Accountants as Statutory Auditors and to fix their remuneration.

### **SPECIAL BUSINESS**

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

“RESOLVED THAT Mr. Jagdishchandra Ghumara (DIN:06794961), who was appointed as an Additional Director of the Company on 3<sup>rd</sup> January, 2014 under Articles of Association of the Company and who by virtue of Section 260 of the erstwhile Companies Act, 1956 and Section 161 of the Companies Act, 2013 to the extent applicable, holds office upto the date of this Annual General Meeting, and being eligible, offers himself for re-appointment and in respect of whom the Company has received Notice in writing 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”.

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

“RESOLVED THAT Mr. Hemant Kumar Jain (DIN:06778764), who was appointed as an Additional Director of the Company on 3<sup>rd</sup> January, 2014 under Articles of Association of the Company and who by virtue of Section 260 of the erstwhile Companies Act, 1956 and Section 161 of the Companies Act, 2013 to the extent applicable, holds office upto the date of this Annual General Meeting, and being eligible, offers himself for re-appointment and in respect of whom the

## ACI INFOCOM LIMITED

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Company has received Notice in writing 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”.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of Companies Act, 2013 and the rules thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Mr. Kalpesh Bhandari (DIN: 03146496) be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years”.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of Companies Act, 2013 and the rules thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Mr. Jagdishchandra Ghumara (DIN:00519468) be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years”.

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

“RESOLVED THAT pursuant to the provisions of Section 149, 150, 152 and any other applicable provisions of Companies Act, 2013 and the rules thereunder (including any statutory modifications or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013 Mr. Hemant Kumar Jain (DIN:06778764) be and is hereby appointed as an Independent Director of the Company to hold office for three consecutive years”.

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

Place : Mumbai  
Date : May, 28, 2014

**(KUSHAL CHAND JAIN)  
DIRECTOR  
(DIN 03545081)**

## ACI INFOCOM LIMITED

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### 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. PROXY SHALL NOT HAVE THE RIGHT TO SPEAK AT THE MEETING AND SHALL NOT BE ENTITLED TO VOTE AT THE MEETING EXCEPT ON A POLL.
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 102 of the Companies Act, 2013 wherever applicable is attached and forms part of this Notice.
4. Pursuant to provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote by electronic means, as an alternative to vote physically at the Annual General Meeting (AGM), and the business may be transacted through e-Voting Services provided by Central Depository Security Limited (CDSL). Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e physically and e-voting, then votes casted through e-voting shall be only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid.

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

Members can cast their vote online **from 09:00 am hrs of September 17, 2014 UPTO 6:00 p m hrs of September 19, 2014**. E-Voting shall not be allowed beyond 6.00 p m hrs of September 19, 2014. During the e-voting period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the record date may cast their vote electronically. The record date for the purpose of e-voting is August, 29, 2014.

- (i) Log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com)
- (ii) Click on "Shareholders" tab.
- (iii) Now, select the "COMPANY NAME" from the drop down menu and click on "SUBMIT"
- (iv) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

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- c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"><li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field.</li><li>In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.</li></ul>
DOB	<p>Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.</p>
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <ul style="list-style-type: none"><li>Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter <b>the number of shares held by you as on the cut off date</b> in the <b>Dividend Bank details field</b>.</li></ul>

- (viii) After entering these details appropriately, click on "SUBMIT" tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

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- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
  - (xi) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
  - (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
  - (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
  - (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
  - (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
  - (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
  - (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
  - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
  - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
  - The list of accounts should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

**In case of members receiving the physical copy:**

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

- (B) The voting period begins on <Date and Time> and ends on <Date and Time>. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of <Record Date>, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at [www.evotingindia.co.in](http://www.evotingindia.co.in) under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
5. The Company has appointed Mr. Sanjay Dholakia, (FCS 2655 CP 1798) Practising Company Secretary as the Scrutinizer to count the votes casted in favour or against the resolutions proposed from item No. 1 to 8 of the Notice for point No. 4 as mentioned hereinabove and to comply with the provisions of Section 108 of the Companies Act, 2013. He will submit his report on 20<sup>th</sup> September, 2014 to the Chairman of the Company and in turn the Chairman will announce the same on the date of Annual General Meeting.
7. The Register of Members and Share Transfer Register of the Company will remain closed from 16<sup>th</sup> September, 2014 to 22<sup>nd</sup> September, 2014 (both days inclusive).
- d) The Members are requested to:
- i) Intimate immediately any change in their address to Company's Registrar and 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:syss72@yahoo.com)
- Members holding shares in the electronic form are advised to inform change in address directly to their respective depository participants.
- ii) Quote their Folio No./Client ID No. in their correspondence with the Company/ Registrar and Share Transfer Agents.
- iii) Send their queries atleast 10 days in advance so that the required information can be made available at the meeting.
- iv) Bring their copies of Annual Report and Attendance slip with them at the meeting.
- v) Intimate Registrar and Share Transfer Agents SYSTEM SUPPORT SERVICES for consolidation of their folios, in case they are having more than one folio.

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## EXPLANATORY STATEMENT

(Pursuant to Section 102 of the Companies Act, 2013)

That following explanatory statement sets out the material facts referring to Item No.4 to 8 of the Notice.

### ITEM NO. 4 & 5

Mr. Jagdish Chandra Ghumra and Mr. Hemant Kumar Jain were appointed as Additional Director of the Company w. e. f. 3<sup>rd</sup> January, 2014 pursuant to Section 260 of the erstwhile Companies Act, 1956. As per his terms of appointment, his term as Director expires at the ensuing Annual General Meeting. The Company in turn has received notices from members signifying their intention to appoint the above named Directors of the Company liable to retire by rotation. The Directors recommend the appointment in the best interests of the Company.

None of the Directors or Key Managerial Personnel of the Company or their relatives except Mr. Jagdish Chandra Ghumra and Mr. Hemant Kumar Jain may be considered to be interested in the passing of these resolutions.

### ITEM NO. 6 TO 8

Mr. Kalpesh Bhandari, Mr. Jagdish Chandra Ghumra and Mr. Hemant Kumar Jain are Independent Directors of the Company. They hold the vast experience and experts in their respective fields. They are also the committee Members of Audit committee and Remuneration Committee and Shareholders Grievances Committee.

In the opinion of the Board these Directors fulfills the conditions of Companies Act, 2013 and rules thereunder for their appointment as Independent Directors of the Company and are independent of the Promoter Group of the Company. Copy of the draft of Letter of appointment issued to them is available at the registered office of the Company without any fee to Members of the Company.

The Board recommends these resolutions as mentioned at item No. 6 to 8 of the Notice.

Except Mr. Kalpesh Bhandari, Mr. Jagdish Chandra Ghumra and Mr. Hemant Kumar none of the Directors of the Company and Key Managerial Personnel of the Company and their relatives are concerned or interested in these resolutions. The Explanatory Statement may be regarded as disclosure under Clause 49 of the Listing Agreement with the stock exchange.

**By order of the Board of Directors**

**For ACI INFOCOM LIMITED**  
**(KUSHAL CHAND JAIN)**  
**DIRECTOR**  
**(DIN 03545081)**

Place : Mumbai

Date : May, 28, 2014



# ACI INFOCOM LIMITED

## DIRECTORS' REPORT

To

The Members,

The Board of Directors are pleased to present herewith the Thirty Second Annual Report of your Company together with the Audited Accounts for the year ended 31<sup>st</sup> March, 2014.

### FINANCIAL RESULTS

Amount in Rupees

Particulars	For the Year	
	2013-14	2012-13
Income	NIL	NIL
Other Income	54,58,401	78,16,807
<b>Total Income</b>	<b>54,58,401</b>	<b>78,16,807</b>
Expenditure before Depreciation, Interest & tax	28,17,892	38,06,248
EBITDA	26,40,509	40,10,559
Depreciation	11,063	10,280
Interest	4,38,672	33,415
Profit/(Loss) before Prior period item	21,90,774	39,66,864
Less : Prior Period / Exceptional item	NIL	5,50,000
<b>Profit before Tax</b>	<b>21,90,774</b>	<b>34,16,864</b>
<b>Less: Tax Expenses</b>		
Current Tax/Mat	5,43,670	6,51,083
Mat Credit Entitlement for the Current year	NIL	(6,51,083)
Mat Credit Entitlement for the previous year	6,51,083	NIL
Deferred Tax	1,47,462	1,25,440
Profit for the year	14,99,643	32,91,425

### DIVIDEND

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

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### DIRECTORS

During the Financial year on 03<sup>rd</sup> January, 2014 Mr. Jagdishchandra Ghumara and Mr. Hemant Kumar Jain was appointed as an Additional Director of the Company and their term as Director expires at the forthcoming Annual General Meeting. The Company in turn has received notice from a member along with requisite amount pursuant to Section 161 of the Companies Act, 2013. The Directors recommend the appointment in the best interests of the Company.

Also Mr. Kalpesh Bhandari, Mr. Jagdishchandra Ghumra and Mr. Hemant Kumar Jain were appointed as an Independent Director of the Company to hold office for three Consecutive years.

### DIRECTORS RESPONSIBILITY STATEMENT.

Pursuant to the requirement Under Section 134(3)(C) of the Companies Act, 2013 with respect to the Directors Responsibilities Statement, it is hereby confirmed;

- i) That in the preparation of the Annual Accounts for the financial year 31<sup>st</sup> March, 2014, 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 31<sup>st</sup> March, 2014 and Rs. 14,99,643/- profit of the Company for the year ended 31<sup>st</sup> March, 2014
- 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, 2013 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 31<sup>st</sup> March, 2014 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 139(2) of the Companies Act, 2013.

You are requested to appoint and fix remuneration of M/s Anand Jain & Associates, Chartered Accountants as Auditors for the year 2014-15.