

ACI INFOCOM LIMITED

(CIN: L72200MH1982PLC175476)

34th --- **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

34TH 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
Web Site: 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

ACI INFOCOM LIMITED

NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Shareholders of **ACI INFOCOM LIMITED** (CIN: L72200MH1982PLC175476) will be held on Friday, 23rd 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 31st 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 1st 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 1st 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, 3rd Floor, Dimple Arcade Extension,
Bldg 10, Asha Nagar, behind SaiDham temple,
Kandivali (E), Mumbai 400 101

Date: 12th 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 1st 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 34th 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 34th 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 31st 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

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, 22nd 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 disable 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, 20th September 2016 till Thursday, 22nd September 2016.
- i. E-Voting shall not be allowed beyond 5.00 pm on Thursday, 22nd 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 with a copy marked to 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 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, 16th 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, 2nd September 2016, may obtain the login ID and password by sending a request at 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 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.