

ACI INFOCOM LIMITED

(CIN: L72200MH1982PLC175476)

36th

Annual Report

2017-2018

ACI INFOCOM LIMITED

THIRTY-SIXTH ANNUAL REPORT - 2017-18

CONTENTS	Page No.
Notice	2
Directors' Report	9
Management Discussion & Analysis Report	33
Corporate Governance Report	35
CEO / CFO Certificate	44
Company Secretary's Certificate on Corporate Governance	45
Auditors' Report	46
Balance Sheet	52
Profit & Loss Account	53
Cash Flow Statement	54
Notes on Accounts	56

36TH ANNUAL REPORT 2017-18

ACI INFOCOM LIMITED

(CIN: L72200MH1982PLC175476)

BOARD OF DIRECTORS:-

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

*Resigned w.e.f.20.05.2017

KEY MANAGERIAL PERSONNEL

MANAGING DIRECTOR

Anand Kumar Jain

CHIEF FINANCIAL OFFICER

Kushal Chand Jain

COMPLIANCE OFFICER

Anand Jain*

Vinod Jhanwar**

* Appointed w.e.f. 22nd November, 2017

**Resigned w.e.f. 22nd November, 2017

AUDITORS

Anand Jain & Associates

BANKERS

HDFC Bank Ltd

Oriental Bank of Commerce

REGISTERED OFFICE:-

130, V. Mall, 1st Floor, Thakur Complex,
Kandivali (East),

Mumbai 400 101 Tel: 022-40166323

E-Mail: compliance@acirealty.co.in

Web Site: www.acirealty.co.in

REGISTRAR & SHARE TRANSFER AGENTS:-

Link Intime India Private Limited

C-101, 1st Floor, 247 Park,

Lal Bahadur Shastri Marg,

Vikhroli (West), Mumbai- 400083

Tel: 022-25963838 Fax: 022-25946969

E-mail: mumbai@linkintime.co.in

ACI INFOCOM LIMITED

NOTICE

Notice is hereby given that the 36th Annual General Meeting of the Shareholders of **ACI INFOCOM LIMITED** (CIN: L72200MH1982PLC175476) will be held on Wednesday, September 26, 2018, at 10.30 A.M. at Shop No.130, 1st Floor, V-Mall, Off. W.E. Highway, Nr. Sai Hospital, Thakur Complex, Kandivali (East), Mumbai 400101 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider, approve and adopt the Audited Financial statements of the Company comprising of Balance Sheet as at 31st March 2018, Profit and Loss Accounts (Statements of Profit and Loss) for the year ended on that date, Cash Flow Statement and the Notes together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kushal Chand Jain (DIN 03545081), who retires by rotation under the applicable provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass with or without modification(s), 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, 2018 - 19, 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.”

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

Mr. Anand Kumar Jain
Managing Director
(DIN 02411779)

Regd Office:

130, V Mall, Thakur Complex, Kandivali (East),
Mumbai - 400 101

Date: 29th May, 2018

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 Register of member and the Share Transfer Books of the Company will remain closed from Wendsday, 19th September 2018 to Wednesday, 26st September 2018 (both days inclusive).
3. In respect of Resolution at Item No. 2, details as mandated under Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standards-2 issued by the Institute of Company Secretaries of India, 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.
4. Electronic copy of the 36th Annual Report 2017-18, 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 36th Annual Report 2017-18, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the physical mode.
5. Members are requested to :-
 - i. Members holding shares in Physical form are requested to convert their holding into Dematerialize form to eliminate all risk associated with Physical shares; Members can contract our RTA in this regard.
 - ii. Members holding shares in Dematerialize form are requested to intimate all changes pertaining to their Bank details, Email address, Contact Numbers which will help Company and its Registrar's to provide better & efficient services.
 - iii. 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 2018, so as to enable the Company to keep the information ready.
 - iv. 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.
 - v. Quote Registered Folio no. or DP ID/Client ID no. in all their correspondence.
 - vi. Approach the R&TA of the Company for consolidation of folios.

ACI INFOCOM LIMITED

- vii. Avail of Nomination facility by filing in and forwarding the nomination form to the R&TA, if not already done.
 - viii. Send all share transfer lodgments (physical mode)/ correspondence to the R&TA of the Company, M/s. Link Intime India Private Limited, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai-400083, upto the date of book closure.
6. 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.
 7. Members/Proxies/Authorized Representatives should bring their copy of the Annual Report and Attendance Slip sent herein for attending the Meeting. Proxy/Authorized Representatives of Members should state on the Attendance Slip as 'Proxy' or 'Authorized Representative', as the case may be. Further, those who hold shares in demat form are requested to write their Client Id and DP Id and those who hold shares in physical forms are requested to write their folio number on the attendance slip for easy identification at the meeting.
 8. In case of joint holders, the vote of only such joint holder who is higher in the order of names, whether in person or proxy, shall be accepted to the exclusion of the votes of other joint holders.
 9. Members, who are holding Shares in identical order of names in more than one Folio, are requested to apply to the Company/ R&TA along with the relevant Share Certificates for consolidation of such Folios in one Folio.
 10. Members desiring any information pertaining to the financial statements are requested to write to the Compliance Officer at an early date so as to enable the Management to reply at the AGM.
 11. The Company has listed its shares on the BSE Limited. The listing fees till date have been paid.
 12. 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.
 13. 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. Link Intime India Private Limited, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai- 400083.

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

14. Annual Report including *inter alia* the Report of the Board of Directors, Auditors' Report, Financial Statements, Notice of this AGM, Attendance Slip, Proxy Form, etc. is being sent by electronic mode to all Members whose e-mail addresses are registered with the Company/ R & TA/ depositories unless a Member has requested for a hard copy of the same. For Members who have not registered their e-mail addresses, physical copies of the relevant documents are being sent by the permitted mode. The same are also available on the Company's website at: www.acirealty.co.in

ACI INFOCOM LIMITED

15. The Securities and Exchange Board of India has mandated the submission of the Permanent Account Number (PAN) by every participant in the securities market and Members holding shares in electronic form are requested to submit their PAN to their Depositories Participant(s). Members holding shares in physical form shall submit their PAN details to R & TA, if not already submitted.
16. 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) Amendment Rules, 2015 and Regulation 44 of the Listing Regulations, the Company is pleased to provide members facility to exercise their right to vote on resolution proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-voting services. The facility of casting the votes by the members using an electronic voting systems from a place other than venue of the AGM ("remote e voting") will be provided by National Securities Depositories Limited (NSDL)
17. 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.
18. The voting period begins on Sunday, 23rd September 2018 (9:00 am) and ends on Tuesday, 25th September 2018 at 5 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 19th September 2018 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.

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

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 are mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

ACI INFOCOM LIMITED

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

Your User ID is:

- | | |
|--|--|
| a) For Members who hold shares in demat account with NSDL. | 8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****. |
| b) For Members who hold shares in demat account with CDSL. | 16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12***** |
| c) For Members holding shares in Physical Form. | EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001*** |

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
 - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - If your email ID is not registered, your 'initial password' is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- Physical User Reset Password?** (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Details on Step 2 are given below:

How to cast your vote electronically on NSDL e-Voting system?

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

ACI INFOCOM LIMITED

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjayrd65@yahoo.com with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/ Password?](#)" or "[Physical User Reset Password?](#)" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request atevoting@nsdl.co.in
20. 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 19th September 2018.
21. Mr. Sanjay Dholakia, Practising Company Secretary FCS 2655 and CP 1798 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.
22. 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.
23. 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 and on the website of NDSL.

24. Map of venue of AGM:



25. Details of Directors seeking re-appointment as per regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement), Regulations, 2015 and Secretarial Standards -2 issued by the Institute of Company Secretaries of India at the forth coming Annual General Meeting:

Name	Kushal Chand Jain
Date of Birth	24 th October, 1949
Qualification	SSC
Nature of Expertise	Planning & Execution of construction related work. Financial Management & Administration.
Experience	41 Years
Name of other Public Companies in which holds Directorship	NIL
Name of other Companies in Committees of which holds Membership/ Chairmanship	NIL
Shareholding in ACI Infocom Limited	NIL

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

Regd Office:
130, V Mall, Thakur Complex, Kandivali (East),
Mumbai - 400 101

Mr. Anand Kumar Jain
Managing Director
(DIN 02411779)

Date: 29th May, 2018
CIN: L72200MH1982PLC175476