ACI INFOCOM LIMITED (CIN: L72200MH1982PLC175476)

40th Annual Report 2021-22

BOARD OF DIRECTORS

Mr. Kushal Chand Jain Mr. Hemant Jain Mrs. Krishna Kamalkishor Vyas Mr. Kalpesh Bhandari

BOARD COMMITTEE

Audit Committee **Nomination & Remuneration** Committee Hemant Jain Chairman

Kalpesh Bhandari Krishna Vyas Kushal Chand Jain

Hemant Jain Chairman Kalpesh Bhandari Krishna Vyas Kushal Chand Jain

KEYMANAGERIAL PERSONNEL

Mr. Kushal Chand Jain Mr. Dilip Kumar Dhariwal Ms. Sarika Mehta **AUDITOR**

M/s. Agarwal Jain & Gupta. Chartered Accountants 101Saurabh opposite to CRISIL House Chakkala Andheri East Mumbai- 400093 TEL:022-67413937E-mail: ca.narayanswami@gmail.com

REGISTEREDOFFICE 117 V.Mall Takur Complex Kandivali East Mumbai Phone 022-40166323

Email: compliance@acirealty.co.in Website: www.acirealty.co.in

(DIN03545081) (DIN06778764) (DIN07444324) (DIN03146496) Managing Director Director Director Director

Stakeholder's Relationship Committee Hemant Jain Chairman Kalpesh Bhandari Krishna Vyas Kushal Chand Jain

Chairman & Managing Director Chief Financial Officer *Company Secretary & Compliance Officer* **REGISTRARS & SHARE TRANSFER AGENTS** M/s. LinkIntime India Pvt. Ltd. C101247ParkL.B.S.MargVikhroli (W) Mumbai T.No.: 022-49186000FaxNo.:022-49186060, Email-mumbai@linkintime.co.in. **BANKERS** HDFC Bank Limited (Thakur Complex Kandivali East Branch Mumbai)

Contents	PageNo
Notice	2
Director's Report	10
Form MR3-Secretarial Audit Report	16
Details of Remuneration	19
Nomination & Remuneration Policy	20
Management Discussion & Analysis Report	25
Corporate Governance Report	27
Company Secretary's Certificate on Corporate Governance	35
CEO/CFO Certificate	37
Auditor's Report	38
Balance Sheet	48
Profit and Loss Account	49
Cash Flow Statement	50
Notes on Accounts	52

NOTICE is hereby given that the 40thAnnual General Meeting of the Shareholders of **ACI INFOCOM LIMITED** (CIN: L72200MH1982PLC175476) will be held on Thursday 29thSeptember 2022 at 12.30P.M. IST at the registered Office at Shop No.117, 1st Floor, V Mall W. Exp. Highway 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 2022 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 and in this connection to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT the audited financial statements of the Company and the reports of the Board of Directors and Auditors thereon for the financial year ended on 31st March, 2022 laid before this meeting be and are hereby considered and adopted."

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 and in this connection to pass the following resolution as an Ordinary Resolution:

"RESOLVED THAT Mr.Kushal Chand Jain (DIN 03545081), who retires by rotation be and is hereby reappointed as a Director of the Company liable to retire by rotation."

By Order Of The Board Of Directors For ACI INFOCOM LIMITED

> Kushal Chand Jain (Chairman & Managing Director) DIN:03545081

Regd Office: 117, 1st Floor, V Mall, Thakur Complex Kandivali (East), Mumbai - 400 101 CIN: L72200MH1982PLC175476 Date: 12th August 2022 Place: Mumbai

NOTES:-

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THIS ANNUAL GENERAL MEETING (AGM) IS ENTITLED TO APPOINT A PROXY OR PROXIES TO ATTEND AND VOTE, INSTEAD OF HIMSELF / HERSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.
- 2. A person can act as proxy on behalf of members not exceeding 50 (fifty) and holding in aggregate not more than 10% of the total paid up capital of the Company. A member holding more than 10% 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.
- **3.** Proxies to be valid must be lodged with the Company at its registered office not later than 48 hours before the commencement of the annual general meeting. A proxy so appointed shall not have any right to speak at the meeting. Blank proxy form is enclosed.
- 4. Corporate members are required to send a scanned copy (PDF/JPG Format) of its board or governing body resolution/ authorization etc. authorizing its representative to attend the AGM on its behalf and to vote through remote e-voting to link Intime India Private Limited, Registrar and Transfer Agent of the Company, by e-mail through its registered e-mail address tocompliance@acirealty.co.in.
- **5.** Members may note that the notice and Annual Report 2021-2022 will also be available on the Company's website <u>www.acirealty.co.in</u> and website of the stock exchange i.e. BSE Limited viz.<u>www.bseindia.com</u> and on the website of NSDL viz.<u>https://www.evoting.nsdl.com</u>
- 6. The route map for venue of the meeting is annexed to this notice.
- 7. The relevant details pursuant to Regulation 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India in respect of Directors seeking appointment / re-appointment at this Meeting are provided in the "Annexure" to the Notice.
- 8. Members can contact the Company or Company's Registrars and Transfer Agents Link Intime India Private Limited for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") on Company's website<u>www.acirealty.co.in</u>
- **9.** The Register of Members and Share Transfer Register of the Company will remain closed from Friday 23rd September 2022 to Thursday 29th September 2022 (both days inclusive).
- **10.** The Members are requested to:
 - 1) Intimate any change in their address to the Registrars and Transfer Agents Link Intime India Private Limited C-101, 1st Floor 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai- 400083.
 - 2) Quote their Folio No. /Client ID No. in their correspondence with the Company/Registrar and Share Transfer Agents.
 - 3) Send their queries at least 10 days in advance so that the required information can be made available at the meeting.
 - 4) Intimate Registrar and Share Transfer Agents M/s. Link Intime India Private Limited for consolidation of their folios in case they are having more than one folio.
- **11.** To support the "Green Initiative for Paperless Communications" Members who have not yet registered their email ids are requested to register the same with their DPs in case the shares are held in electronic form and with Company's RTA in case the shares are held in physical form.
- **12.** In case of joint holders, the Members whose name appears as the first holder in the order of nameas per the Register of Members of the Company will be entitled to vote at the AGM.
- **13.** The Company has engaged the services of the National Securities Depository Limited ("NSDL") for facilitating remote e-voting for the said meeting to be held on 29th September 2022. The Shareholders are requested to follow the instructions mentioned in Note below.
- 14. The voting by Shareholders through the remote e-voting shall commence at 9.00 a.m. on Monday 26th September 2022 and shall close at 5.00 p.m. on Wednesday 28th September 2022. During this period Members holding shares either in physical form or in dematerialized form as on Thursday22nd September 2022i.e. cut-off date may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Those Members who will be present in the Meeting and have not cast their

vote on the Resolution through remote e-voting and are otherwise not barred from doing so shall be eligible to vote through e-voting system during the Meeting.

- **15.** The Shareholders of the Company can opt only one mode for voting i.e., remote e-voting or e-voting during the meeting. Once the vote on the resolution is cast by an equity shareholder, he or she will not be allowed to change it subsequently.
- **16.** The Shareholders of the Company attending the Meeting who have not cast their voteshall be entitled to exercise their vote during the Meeting. Equity shareholders who have cast their votes through remote e-voting may attend the Meeting but shall not be entitled to cast their vote during the Meeting.
- **17.** Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner as on the cut-off date i.e. Thursday 22nd September 2022.
- **18.** The Members whose names appear in the Register of Members / list of beneficial owners as on the cutoff date i.e.Thursday 22nd September 2022 only shall be entitled to vote on the resolutions set out in this Notice. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
- 19. Any person who acquires shares of the Company and become member of the Company after emailing of the notice and holding shares as of the cut-off date i.e. Thursday 22nd September 2022 may obtain the login ID and password by sending a request at email ID <u>https://www.evoting.nsdl.com</u> or RTA email ID <u>ashok.sherugar@linkintime.co.in</u>
- **20.** However if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password youcan reset your password by using "Forgot User Details/Password" option available on https://www.evitong.nsdl.com or contact at the following toll free no.: 1800-222-990.
- **21.** Any queries/ grievances in relation to the voting by e-voting may be addressed to the Company Secretary of the Company through email at: <u>compliance@acirealty.co.in</u> or may be addressed to NSDL at <u>https://www.evitong.nsdl.com</u>
- **22.** The Board of Directors has appointed Sanjay Dholakia (Membership No. 2655 C.P. NO. 1798) of Sanjay Dholakia& Associates Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
- **23.** Instructions for e-Voting and joining the AGM are as follows:

A. VOTING THROUGH ELECTRONIC MEANS

i) The remote e-voting period begins on 9.00 a.m. on Monday 26th September 2022 and shall close at 5.00 p.m. on Wednesday 28th September 2022 **at 05.00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. **The Members whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e.** Thursday 22nd September, 2022 may cast their vote electronically

ii) The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date being Thursday 22^{nd} September, 2022.

iii) The Company has appointed Mr. Sanjay Dholakia–Practicing Company Secretary to act as the Scrutinizer to scrutinize the entire e-voting process in a fair and transparent manner. The Members desiring to vote through remote e-voting are requested to refer to the detailed procedure given in the Notice. Members whose email ids are not registered with the depositories for procuring user id and password and registration of email ids for e-voting for the resolutions are requested to refer the instructions provided in the Notice.

iv) Members who are present in meeting physically and have not casted their vote on resolutions through remote e-voting shall be allowed to vote through e-voting system during the meeting.

v) Any person holding shares in physical form and non-individual shareholders who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the cut-off date may obtain the login ID and password by sending a request at <u>evoting@nsdl.co.in</u>. However, if he / she is already registered with NSDL for remote e-Voting then he /she can use his / her existing User ID and password for casting the vote.

In case of Individual Shareholders holding securities in demat mode and who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as of the

cut-off date may follow steps mentioned below under "Login method for remote e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode."

vi) The details of the process and manner for remote e-Voting are explained herein below:

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:

Step 1: Access to NSDL e-Voting system

<u>A)</u> Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of	Login Method
shareholders	
Individual Shareholders holding securities in demat mode with NSDL.	 Existing IdeAS user can visit the e-Services website of NSDL Viz. <u>https://cservices.nsdl.com</u> either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS'section this will prompt you to enter your existing User ID and Password. After successful authentication you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting age. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting method NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services option to register is available at <u>https://eservices.nsdl.com</u>. Select "Register Online for IDeAS Portal" or click ahttps://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <u>https://www.evoting.nsdl.com/</u> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL) Password/OTP and a Verification Code as shown on the screen. After successful authentication you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e- Voting website of NSDL for casting your vote during the meeting. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scannin

ACI INFOCOM LIMITED				
Individual	1. Existing users who have opted for Easi / Easiest they can login through			
Shareholders	their user id and password. Option will be made available to reach e-			
holding securities	Voting page without any further authentication. The URL for users to			
in demat mode	login to Easi / Easiest arehttps://web.cdslindia.com/myeasi/home/login or			
with CDSL	www.cdslindia.com and click on New System Myeasi.			
	2. After successful login of Easi/Easiest the user will be also able to see the			
	E Voting Menu. The Menu will have links of e-Voting service provider			
	i.e. NSDL. Click on NSDL to cast your vote.			
	3. If the user is not registered for Easi/Easiest option to register is available			
	at https://web.cdslindia.com/myeasi/Registration/EasiRegistration			
	4. Alternatively the user can directly access e-Voting page by providing			
	demat Account Number and PAN No. from a link in www.cdslindia.com			
	home page. The system will authenticate the user by sending OTP on			
	registered Mobile & Email as recorded in the demat Account. After			
	successful authentication user will be provided links for the respective			
	ESP i.e. NSDL where the e-Voting is in progress.			
Individual	You can also login using the login credentials of your demat account through your			
Shareholders	Depository Participant registered with NSDL/CDSL for e-Voting facility. upon			
(holding	logging in you will be able to see e-Voting option. Click on e-Voting option you			
securities in	will be redirected to NSDL/CDSL Depository site after successful authentication			
demat mode)	wherein you can see e-Voting feature. Click on company name or e-Voting			
login through	service provider i.e. NSDL and you will be redirected to e-Voting website of			
their depository	NSDL for casting your vote during the remote e-Voting period or joining virtual			
participants	meeting & voting during the meeting.			
Important nota. M	ambars who are unable to retrieve User ID/ Pessword are advised to use Forget			

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

<u>Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues</u> related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <u>evoting@nsdl.co.in</u> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <u>helpdesk.evoting@cdslindia.com</u> or contact at 022- 23058738 or 022-23058542-43

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode. <u>How to Log-in to NSDL e-Voting website?</u>

- 1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <u>https://www.evoting.nsdl.com/</u> 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 'Shareholder/Member' section.
- 3. A new screen will open. You will have to enter your User ID your Password/OTP 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 <u>https://eservices.nsdl.com/</u> 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.

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*** a Client ID is 12***** then your user ID IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID 12************ then your user ID 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*** a EVEN is 101456 then user ID 101456001***

- 5. Password details for shareholders other than Individual shareholders are given below:
 - a) If you are already registered for e-Voting then you can user your existing password to login and cast your vote.
 - b) 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.
 - c) How to retrieve your 'initial password'?
 - (i) 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'.
 - (ii) If your email ID is not registered please follow steps mentioned below in process for those shareholders whose email ids are not registered.
- 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
 - a) Click on "<u>Forgot User Details/Password?</u>"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) <u>Physical User Reset Password?</u>" (If you are holding shares in physical mode) option available on <u>www.evoting.nsdl.com</u>.
 - c) If you are still unable to get the password by aforesaid two options you can send a request at <u>evoting@nsdl.co.in</u> mentioning your demat account number/folio number your PAN your name and your registered address etc.
 - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- 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.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

- 1. After successful login at Step 1 you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
- 2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting you need to click on "VC/OAVM" link placed under "Join General Meeting".
- 3. Now you are ready for e-Voting as the Voting page opens.
- 4. 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.
- 5. Upon confirmation the message "Vote cast successfully" will be displayed.
- 6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- 7. Once you confirm your vote on the resolution you will not be allowed to modify your vote.

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

- 1. In case shares are held in physical mode please provide Folio No. Name of shareholder scanned copy of the share certificate (front and back) PAN (self-attested scanned copy of PAN card) AADHAR (self-attested scanned copy of Aadhar Card) by email to <u>compliance@acirealty.co.in</u>
- 2. In case shares are held in demat mode please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID) Name client master or copy of Consolidated Account statement PAN (self-attested scanned copy of PAN card) AADHAR (self-attested scanned copy of Aadhar Card) to <u>compliance@acirealty.co.in</u> If you are an Individual shareholders holding securities in demat mode you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
- 3. Alternatively shareholder/members may send a request to <u>evoting@nsdl.co.in</u> for procuring user id and password for e-voting by providing above mentioned documents.
- 4. In terms of SEBI circular dated December 9 2020 on e-Voting facility provided by Listed Companies Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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@gmail.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 <u>www.evoting.nsdl.com</u> to reset the password.

3. In case of any queries you may refer the Frequently Asked Questions (FAQs) for Shareholders and evoting user manual for Shareholders available at the download section of <u>www.evoting.nsdl.com</u> or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request at <u>evoting@nsdl.co.in</u>

24. 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 issued by the Institute of Company Secretaries of India at the forth coming Annual General Meeting:

Name of the Director	Mr. Kushal Chand Jain
Age	72Years
Nationality	Indian
Qualifications	SSC
Experience (including expertise in specific functional	Planning & Execution of Construction related
area)/ Brief Resume	work. Financial Management and
	administration.
Date of First Appointment on the Board	07/06/2012
Number of shares held in the Company (singly or jointly	
as first holder) as on 31 st March 2022	Nil
Number of meetings of the Board attended during the	4 (Four)
financial year (2021-2022)	
Directorships of other Boards as on 31 st March 2022	Nil
	X71
Chairmanship/ Membership of the Committee(s) of the	Nil
Board of Directors of other companies in which he/she is	
a Director as on 31 st March 2022	

THE ROUTE MAP FOR VENUE OF THE MEETING ARE AS FOLLOWS:



By Order Of The Board Of Directors For ACI INFOCOM LIMITED

Regd Office:

117, 1st Floor, V Mall, Thakur Complex Kandivali (East), Mumbai - 400 101Kushal ChandJainCIN: L72200MH1982PLC175476(Chairman & ManagingDirector)(Chairman & Managing

DIN:03545081

Date: 12th August 2022 Place: Mumbai