

ALLIED COMPUTERS INTERNATIONAL (ASIA) LIMITED

Annual Report 2009-2010

<u>CONTENTS</u>	<u>Page No</u>
 Notice	3-7
 Director's Report	8-11
 Management discussions & Analysis Report	12-14
 Corporate Governance Report	15-25
 CEO/CFO Certification	26
 Certification on Corporate Governance	27
 Auditors' Report	28-32
 Balance Sheet	33-34
 Profit and Loss Account	35-36
 Schedule forming parts of the Account	37-45
 Cash Flow statement	46-48
 Attendance Slip & Proxy Form	49

BOARD OF DIRECTORS:

Mr. Hirji Kanji Patel
Chairman & Managing Director

Mr. Jay Randhir Sampat
Director

Mr. Mansukh Vaghani
Director

Mr. Govindbhai Kara
Director

Mr. Gajendra Singh
Additional Director

Mr. Nilesh Mestry
Additional Director

AUDITORS:

M/s. Mahendra Tiwari & Co.
Chartered Accountants

BANKERS:

Andhra Bank
HDFC Bank Ltd.
Axis Bank Ltd.

SHARE REGISTRAR & TRANSFER AGENT:

Bigshare Services Pvt. Ltd.
E-2/3, Ansa Industrial Estate,
Sakivihar Road, Sakinaka,
Andheri-East, Mumbai-400 072.
Tel.No.: 022-40430200
Fax.No:022-6733119
Email: bigshare@bom7.vsnl.net.in

REGISTERED OFFICE:

501,502 Morya Estate, New Link Road,
Andheri-West, Mumbai-400 053.

Tel NO.: 022-65281804.

Email:acicompltd@gmail.com

NOTICE TO THE MEMBERS

NOTICE is hereby given that the Eighth Annual General Meeting of the members of **Allied Computers International (Asia) Limited** will be held on 27th September, 2010 at 11 a.m. at 501, Morya Estate, New Link Road, Andheri (W), Mumbai-400 053 to transact, with or without modification(s) the following businesses as:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Profit and Loss Account for the year ended March 31, 2010 and the Balance sheet as on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Govind Kara, who retires from the office by rotation 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 M/s. Mahendra Tiwari & Co. Chartered Accountants be and are hereby re-appointed as the Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the next Annual General Meeting, on such remuneration in addition to the reimbursement of travelling and other out of pocket expenses incurred incidental to their functions, as may be mutually agreed to, between the Board of Directors and the Auditors and that the Board of Directors of the Company be and is hereby authorized to fix the remuneration as aforesaid.”

SPECIAL BUSINESS:

4. **To consider and if thought fit, to pass the following resolution which will be proposed as an Ordinary Resolution:**

“RESOLVED THAT Mr. Gajendra Singh who has been appointed as Additional Director with effect from 30th January, 2010 and who in terms of Section 260 of the Companies Act, 1956 holds office of directorship upto the date of this Annual General Meeting and in respect of whom the Company has received Notice in writing from a member under Section 257 of the Companies Act, 1956 signifying his intention to propose him as candidate 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 the following resolution which will be proposed as an Ordinary Resolution:

“RESOLVED THAT Mr. Nilesh Mestry who has been appointed as Additional Director with effect from 15th May, 2010 and who in terms of Section 260 of the Companies Act, 1956 holds office of directorship upto the date of this Annual General Meeting and in respect of whom the Company has received Notice in writing from a member under Section 257 of the Companies Act, 1956 signifying his intention to propose him as candidate for the office of Director, be and is hereby appointed as Director of the Company, liable to retire by rotation.”

“Resolved further that the Board of Directors of the Company be and are hereby authorized to do all the acts, and take all such steps as may be necessary to give effect to the above Resolution.

6. To consider and if thought fit, to pass with or without modifications the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 16, 94(1)(a), 97 and other applicable provisions, if any, of the Companies Act, 1956, Authorized Capital of the Company be increased from the existing ` 50,00,00,000/- (Rupees Fifty Crore Only) divided into 5,00,00,000 (Five Crores) Equity Shares of ` 10/- each to ` 125,00,00,000/- (Rupees One Hundred and Twenty Five Crores) divided into 12,50,00,000 (Twelve Crores Fifty Lakhs) Equity Shares of ` 10/- each by creation of an additional ` 75,00,00,000 /- (Rupees Seventy Five Crores Only) divided into 7,50,00,000 (Seven Crores Fifty Lakhs) Equity Shares of ` 10/- each.”

RESOLVED FURTHER THAT the existing Clause V of the Memorandum of Association of the Company be substituted with the following new Clause:

The Authorised Share Capital of the Company is ` 125,00,00,000 (Rupees One Hundred and Twenty Five Crores Only) divided into 12,50,00,000 (Twelve Crores Fifty Lakhs) Equity Shares of ` 10/-(Rupees Ten only) each.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all such acts and deeds as may be deemed expedient and necessary to give effect to the aforesaid resolution.”

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** The instrument of proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed herewith.
2. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days before the date of the meeting so that the requested information can be made available at the time of the meeting.
3. The Company has listed its shares on Bombay Stock Exchange Limited, Mumbai.
4. The Register of Members and the Share Transfer books will remain closed from 06/09/2010 to 07/09/2010 (both days inclusive)
5. Members or Proxies are requested to please bring their copies of the Annual Report to the meeting since copies of the Annual Report to the meeting since copies of the Annual Report will not be distributed at the meeting.
6. All the documents referred to in the Notice are open for inspection at the registered office of the Company during office hours on all working days except public holidays between 11.00 a.m. to 1.00 p.m. upto the date of the Annual General Meeting.

Registered Office:

**501/503,
Morya Estate,
New Link Road,
Andheri-West,
Mumbai-400053
Date: 23rd August, 2010**

For and on Behalf of the Board

For Allied Computers International (Asia) Limited

Director

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956.

ITEM NO: 1

In view of Increased business activities and expansion plans in hand the Board of Directors appointed Mr. Gajendra Singh as an Additional Director of the Company with effect from January 30, 2010. Under Section 260 of the Companies Act, 1956 Mr. Singh holds the office of Director up to the date of this Annual General Meeting and the Company has received notice from a Member under Section 257 of the Companies Act, 1956 signifying his intention to propose him as candidate for the office of Director.

ITEM NO:2

In view of increased business activities and expansion plans in the hand The Board of Directors appointed Mr. Nilesh Mestry as an Additional Director of the Company with effects from May 31, 2010. Under Section 260 of the Companies Act, 1956 .Mr. Mestry holds the office of Director up to the date of this Annual General Meeting and the Company has received notice from a Member under Section 257 of the Companies Act, 1956 signifying his intention to propose him as candidate for the office of Director.

ITEM NO: 3

The Board of Directors in order to accommodate Preferential Issue and also to undertake various future plans like expansion, diversification, etc related to the industry, has proposed to increase the Authorised Share Capital.

The present Authorised Share Capital of the Company is ` 50,00,00,000/-It is proposed to increase the Authorised Share Capital of the Company from ` 50,00,00,000/-(Rupees Fifty Crores only) to ` 125,00,00,000/-(Rupees One Hundred and Twenty Five Crores only) at ` 10/- each indicating total increase of ` 75,00,00,000/-(Rupees Seventy Five Crores only).The Board of Directors at their meeting held on 26th July, 2010 approved the proposal for increase in Authorised Share Capital of the Company and consequent amendments to the Memorandum of Association of the Company.

Increase in Authorised Share Capital would necessitate amendment to Clause V of the Memorandum of Association and of Company and would require members approval by passing an Ordinary Resolution .None of the directors may be considered to be interested or concerned in this Resolution.

DIRECTOR'S REPORT TO THE SHAREHOLDERS

To the Members,

Your Directors present the **Eighth Annual Report** of the Company together with the Audited Statement of Accounts for the financial year ended 31st March, 2010.

FINANCIAL RESULTS:

The financial results of the Company for the year under review as compared to the previous year are summarized below for your consideration:

	Year ended 31.3.2010 Amount (₹ in Lakhs)	Year ended 31.3.2009 Amount (₹ in Lakhs)
Sales & Other Income	1103.55	696.34
Profit before tax and appropriations	14.73	2.39
Profit (After Tax)	10.93	1.58
Add: Balance brought forward from previous year	75.18	73.59
Profit available for disposal	86.11	75.18
Proposed Dividend	0	0
Transfer to General Reserve	0	0
Profit carried forward	86.11	75.18

Operations:-

The Company in its current Financial Year 2009-2010 has achieved a strong and desirable growth as compared to the previous year 2008-2009. Such growth is reflected from the increase in revenue earned by the Company which stands at Rs. 1103.55 lakhs as compared to Rs.696.34 in the previous year .Your Board seeks to consistently perform better in ensuing years.

Dividend:

In view of the expansion-cum-diversification programmes undertaken by the Company, your Directors have decided to conserve the reserves for meeting the capital expenditure for the said programmes. No dividend has therefore been recommended for the year under review.

Directors:

As per the provisions of Companies Act, 1956, Mr. Govind Kara, Director of the Company retires by rotation and being eligible, offers himself for re-appointment.

During the Year Mr. Gajendra Singh and Mr. Niles Mestry were appointed as an Additional Directors of the Company w.e.f. 30th January, 2010 and 31st May, 2010 respectively. Necessary Resolution is given in the Notice for regularizing their appointment.

Fixed Deposits:

The Company did not accept or renew any deposits within the meaning of Section 58A of the Companies Act, 1956 and the Rules framed thereunder.

Particular of Employees:

Pursuant to the provisions of Section 217 (2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees), Rules, 1975, none of the employees of the Company is drawing salary or commission which exceeds the limit set out in the above Section. The Board is, therefore, not required to furnish any information in this regard.

Corporate Governance & Management Discussion & Analysis Report

Your Company endeavors to maximize the wealth of the shareholders by managing the affairs of the Company with a pre-eminent level of accountability, transparency and integrity. A report on Corporate Governance including the relevant Auditor's Certificate regarding compliance with the conditions of Corporate Governance as stipulated in Clause 49 of the listing agreement with the Stock Exchange is annexed Management Discussion and Analysis Report is also annexed.

Code of Conduct:

Code of Conduct for the Directors and the Employees of the Company has been laid down by the Board and it is internally circulated and necessary declaration has been obtained.

Listing:

The Company's Securities continue to be listed on the Bombay Stock Exchange Limited; Mumbai the Company has paid the requisite Annual Listing Fees for the year 2009-10, to the above Exchange.

Research and Development:

The R&D department of the company has been arduously working to provide quality value for money to provide quality value for money to the customers in keeping with market funds.

Corporate Sustainability:

Health, safety and concern for the environment are the focus areas of Company's Corporate Sustainability (CS) activities. The programs undertaken by company focus on environment sustainability as well as economic empowerment through Information Technology and Health awareness.

DIRECTORS RESPONSIBILITY STATEMENT:

Pursuant to Section 217(2AA) of the Companies Act, 1956 the Directors confirm that:

1. In the preparation of the annual accounts, the applicable accounting standards have been followed.
2. Appropriate policies have been selected and applied consistently and judgments and estimates wherever made are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company as at March 31, 2010
3. Proper and sufficient care has been taken 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.
4. The Directors have prepared the accounts for the period ended on 31st March, 2010 on a going concern basis

AUDITORS:

In terms of provisions of Section 224 of the Companies Act, 1956, M/s. Mahendra Tiwari & Co. retires at the Annual General Meeting and being eligible, offer themselves for re-appointment. They have submitted a certificate pursuant to the provisions of Section 224(1B) of the Companies Act, 1956, that if their re-appointment be made for another term will be within the prescribed limits. Your Directors recommend their appointment.

Acknowledgements:

Your Directors wish to thank and place on record their appreciation of the valuable support given by Company's Customers, Shareholders, Distributors and Bankers the Directors would also like to thank the Employees for their contribution for their contribution to the Company.

Registered Office:
501/503, Morya Estate,
New Link Road,
Andheri-West,
Mumbai-400053
Date: 23rd August, 2010

For and on Behalf of the Board
Director
Allied Computers International (Asia) Limited

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Business Overview:

The year 2009 was a difficult year for the entire world. Not only did this have an impact on the demand environment in the laptop Industry, it also had a huge impact on economic metrics like foreign exchange rates economic growth expectations and the cost structures globally.

Rapidly changing global economic and business conditions are creating an increasingly competitive environment that is driving companies to transform their operations globally. While the expectations of the customers have increased manifold; your Company is committed to satisfy clients with improved quality of service.

During this year, your Company focused in strengthening its service offerings and enhancing the solutions and Capabilities to address the business requirements to its customers.

Future Outlook:

The Company is continuing to strengthen its presence with a clear focused approach which would help increase revenue growth, improve profitability as well as de-risk the Company from economic slowdowns.

Opportunities and Threats:

The Company's business has its own opportunities which are addressed and the threats faced by the Company include competitive risks and technology obsolescence risks. The Company's risk management process addresses the same.

Internal Control and Adequacy:

Your Company has established reasonably sound system of controls in the operational areas. These controls have been evolved in line with the size of the operations and organizational requirements and are adequate to protect the enterprise resources. These controls have been designed to provide reasonable assurance with regard to recording and providing reliable financial and operational information, complying with the applicable statutes, safeguarding assets from unauthorized use or losses, excluding transactions with proper and ensuring compliance of corporate policies. The Company has a well defined delegation of power with