

21ST ANNUAL REPORT

2015-2016



Global

Infratech & Finance Limited

CORPORATE PROFILE

Board of Directors

Mr. AALLAN PAUL DIN: 06639742	-	Executive Director
Mr. SAMBASIVAIYER SWAMINATHAN DIN: 02800432	-	Independent Director
Mr. BASKARAN SATHYA PRAKASH DIN: 01786634	-	Independent Director
Mr. ALIYAR RIYA DIN: 07027295	-	Non-Executive Director

Statutory Auditor

M/s. M Jhunjhunwala & Associates,
Chartered Accountants
Room No. 4, 4th Floor,
191 C.R. Avenue
Kolkata-700007

Registrar and Transfer Agent

M/s. PurvaShareregistry (India) Pvt. Ltd.
No-9, Shiv Shakti Industrial Estate,
Ground Floor, J. R. Boricha Marg,
Opp. Kasturba Hospital, Lower Parel,
Mumbai - 400 011
(T) (91)- 022-2301 6761 / 2301 8261
(F) (91)- 022-2301 2517
Email:
purvashr@mtnl.net.in/busicomp@gmail.com

Bankers

HDFC Bank
VIJAYA BANK
AXIS BANK
INDIAN OVERSEAS BANK

Registered Office

505, Dimple Arcade Annex-A
Thakur Complex, Asha Nagar
Behind Sai Dham, Kandivali East
Mumbai- 400101
(T) (91)- 022-40140296

Corporate Office

Old No. 13, New No. 33, Sri Nagar Colony,
South Avenue, Saidapet, Chennai – 600 015
(T) (91)- 044-43522777

Web: www.globalinfrafin.com
Email: asianlakcfl@gmail.com

Annual General Meeting

Day : Friday
Date : 30.09.2015
Time : 11.00 A.M
Venue : 505, Dimple Arcade Annex-A
Thakur Complex, Asha Nagar,
Behind Sai Dham, Kandivali
East, Mumbai- 400101"

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NOTICE

Notice is hereby given that 21st Annual General Meeting of the members of GLOBAL INFRATECH & FINANCE LIMITED, will be held on Friday, 30th day of September, 2016 at 11:00 A.M. at 505, Dimple Arcade Annex-A Thakur Complex, Asha Nagar, Behind Sai Dham, Kandivali East, Mumbai- 400101 to transact the following businesses:

ORDINARY BUSINESS:**Item No. 1: ADOPTION OF FINANCIAL STATEMENTS:**

To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended 31st March, 2016 and the Reports of Board of Directors and Auditors thereon..

Item No. 2: RE-APPOINTMENT OF MRS. ALIYAR RIYA, RETIREMENT BY ROTATION:

To appoint a Director in place of Mrs. Aliyar Riya (DIN: 07027295), who retires by rotation at this Annual General Meeting and being eligible has offered herself for re-appointment.

Item No. 3: APPOINTMENT OF AUDITORS:

To appoint Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit to, pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of section 139, 140, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 as amended from time to time, and pursuant to the resolution passed by the members at the 20th Annual General Meeting held on 29th September, 2015, the appointment of M/s. M Jhunjhunwala & Associates, Chartered Accountants (Firm Registration No. 328750E) as auditors of the Company to hold office till the Conclusion of the 25th Annual General Meeting of the Company to be held in the year 2020 be and is hereby ratified and that the Board of Directors be and is hereby authorized to fix the remuneration plus service tax, out-of-pocket, travelling, etc. payable to them, as may be mutually agreed between the Board of Directors of the Company and the Auditor.”

SPECIAL BUSINESS:**Item No. 4: CHANGE IN THE TERMS & CONDITIONS OF APPOINTMENT OF MR. AALLAN PAUL:**

To consider and if thought fit, to pass, the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant Section 196, 197 and 203 read with Schedule V and all other applicable provisions of Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 as amended from time to time, the consent of the Company be and is hereby accorded to change the terms& conditions of the appointment of Mr. Aallan Paul (DIN: 06639742), Executive Director of the company on the following revised terms& conditions:

1. His tenure of appointment shall be effective from 01st October, 2014 to 30th September, 2019;
2. He shall not be paid Remuneration during his tenure of appointment effective from 01st April, 2016;
3. He shall be liable to retirement by rotation;
4. He shall not be paid any sitting fee for any of the Board Meeting or Committee Meeting thereof;

RESOLVED FURTHER THAT the Board of Directors (herein after referred to as “the Board” which shall be deemed to include the Nomination and Remuneration Committee of the Board) be and is hereby given the liberty to alter and vary the terms and conditions of the said appointment and/or re-appointment as it may deem fit and as may be acceptable to Mr. Aallan Paul (DIN: 06639742), Executive Director, subject to the same not exceeding the limits specified under Schedule V of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and deeds to give effect to the above resolution.”

**By order of the Board of Directors
For GLOBAL INFRA TECH & FINANCE
LIMITED**

**Sd/-
AALLAN PAUL
(DIN: 06639742)
EXECUTIVE DIRECTOR**

**Date : 02nd September, 2016
Place : Chennai**

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** 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.

Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

3. **Members / proxies** should bring the duly filled Attendance slip enclosed herewith to attend the meeting. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. The shareholder needs to furnish the printed ‘attendance slip’ along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.
4. The Register of Members and the Share Transfer books of the Company will remain closed from Saturday, 24th September, 2016 to Friday, 30th September, 2016 (both days inclusive), for the purpose of Annual General Meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
6. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. Members holding shares in electronic form are hereby informed that bank particulars against their respective depository account will be used by the company for payment of dividend (declared if any). The company or its Registrars cannot act on any request received directly from the members holding share in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form

and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the company.

8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
9. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
10. Additional Information, pursuant to Regulation 36(3) of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, in respect to the Director seeking re-appointment (Retirement by rotation) at the Annual General Meeting is as follow;

Mrs. Aliyar Riya:

Mrs. Aliyar Riya, aged 35 years, holds a Degree of Master of Business Administration. She has an experience of over 10 years in the field of Finance and Administration.

She does not hold Directorships in any other companies other than that of our Company and further she does not hold any Equity Shares in our company.

Mrs. Aliyar Riya does not hold any membership/chairmanships in Committees of Board other than that of our Company. She is member of the “Nomination and Remuneration Committee” and Chairman of Stakeholders Relationship Committee, of the Board of Directors of our Company.

Mrs. Aliyar Riya attended all the meeting of Board of Directors held during the FY 2015-2016. No Director, Key managerial Personnel or their relatives, are connected to Mrs. Aliyar Riya except Mr. Aallan Paul, Executive Director.

11. Copies of the 21st Annual Report is being sent to all the members via the permitted mode.
12. Members may also note that the 21st Annual Report will also be available on the Company’s website www.globalinfrain.com for their download. The physical copies of the aforesaid documents will also be available at the Company’s Registered Office at Mumbai and Corporate Office at Chennai for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company’s investor email id: asianlakcfl@gmail.com.
13. All documents referred to in the accompanying Notice and the explanatory Statement shall be open for inspection at the Registered Office and Corporate office of the company during normal business hours (10.00 am to 6.00 pm) on all working days except Saturdays, up to and including the date of the general meeting of the company.
14. No dividend has been proposed by the Board of Directors for the year ended 31st March, 2016.
15. **Voting through electronic means:**

In compliance with provision of section 108 of the companies Act, 2013 and Rule 20 of the companies (Management and Administration) Rules, 2014, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide e-voting facility to its shareholders to enable them to cast their vote electronically in the 21st Annual General Meeting (AGM). The business may be transacted through remote e-voting Services

provided by Central Depository Services (India) Limited (CDSL). Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.

THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-

- a. The remote e- voting period commences on Tuesday, 27th September, 2016 (9.00 a.m. IST) and ends on Thursday, 29th September, 2016 (5.00 p.m. IST). During this period members of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date i.e., 23rd September, 2016 may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- b. The shareholders should log on to the e-voting website www.evotingindia.com.
- c. Click on "Shareholders" tab.
- d. 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,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- e. Next enter the Image Verification as displayed and Click on Login.
- f. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- g. If you are a first time user follow the steps given below:

Particulars	For Members holding shares in Demat Form and Physical Form
PAN	<ul style="list-style-type: none"> Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) 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 8 digits of the sequence number in the PAN field. In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<ul style="list-style-type: none"> Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- h. After entering these details appropriately, click on "SUBMIT" tab.
- i. Members holding shares in physical form will then directly reach 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.

- j. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- k. Click on the EVSN (160901137) for the Global Infratech & Finance Limited.
- l. 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.
- m. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- n. 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.
- o. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- p. You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- q. If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- r. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile
- s. Note for Non – Individual Shareholders and Custodians
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- t. 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.com , under help section or write an email to helpdesk.evoting@cdslindia.com.

16. Institutional Members / Bodies Corporate (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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at asianlakcf@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com, evoting@cdslindia.com on or before 29th September, 2016 upto 5:00 pm without which the vote shall not be treated as valid.