

G-TECH INFO-TRAINING LIMITED



Success lies ahead.....

ANNUAL REPORT 2012-13

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CORPORATE INFORMATION

BOARD OF DIRECTORS:

Kanubhai Patel	: Chairman and Executive Director.
Shekhar Kumar Suryavanshi	: Executive Director.
Sangramkumar Das	: Executive Director
Rajesh Dinkar Jadhav	: Non- Executive Independent Director
Shashikant Sonu Pawar	: Non- Executive Independent Director
Vipul Shantilal Shah	: Non- Executive Independent Director

REGISTERED OFFICE

: Office No. 1, 1st Floor, Laura Building,
Near Metro Cinema, Marine Lines,
Mumbai- 400 002.

BANKERS

: Standard Chartered Bank
Yes Bank

AUDITORS

: **M/S. AGARWAL DESAI AND SHAH**
Chartered Accountants
404, Sai Chambers, Opp. Railway station,
Santacruz- East, Mumbai- 400 055.
e- mail: agarwaldesaiandshah_ca@yahoo.co.in

REGISTRAR AND SHARE TRANSFER AGENTS

: **ADROIT CORPORATE SERVICES PRIVATE
LIMITED**
19/20 Jaferbhoy Ind. Estate, 1st Floor,
Makwana Road, Marol Naka, Andheri- East,
Mumbai- 400 059.

COMPLIANCE OFFICER

: Shekhar Kumar Suryavanshi

NOTICE

Notice is hereby given that the 19th Annual General Meeting of the Members of G-Tech Info-Training Limited will be held on the 30th day of September, 2013 at the Registered Office of the Company situated at Office No. 1, 1st Floor, Laura Building, Near Metro Cinema, Marine Lines, Mumbai- 400 002 at 9.00 a.m. to transact the following business items:

Ordinary Business:

Item No. 1: To Consider and adopt the Audited Balance Sheet as at 31st March, 2013 and Profit and Loss account for the year ended on that date together with Reports of the Board of Directors and Auditors thereon.

“RESOLVED THAT the Audited Balance Sheet as on 31st March, 2013 and Profit and Loss Account as on that date together with Notes to Accounts, Directors’ Report and Auditors’ Report for the year ended 31st March, 2013 be and are hereby received, approved and adopted.”

Item No. 2: To appoint a Director in place of Mr. Vipul Shantilal Shah, who retires by rotation and being eligible, offers himself for re-appointment.

“RESOLVED THAT in accordance with the provisions of Section 255 and 256 of the Companies Act, 1956, Mr. Vipul Shantilal Shah, Director of the Company, who retires at this Annual General Meeting and has offered himself for re-appointment, be and is hereby re- appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds and things which are necessary to give effect to the aforesaid resolution.”

Item No. 3: To appoint a Director in place of Mr. Shekhar Kumar Suryavanshi who retires by rotation and being eligible, offers himself for re-appointment.

“RESOLVED THAT in accordance with the provisions of Section 255 and 256 of the Companies Act, 1956, Mr. Shekhar Kumar Suryavanshi, Director of the Company, who retires at this Annual General Meeting and has offered himself for re-appointment, be and is hereby re- appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds and things which are necessary to give effect to the aforesaid resolution.”

Item No.4: To Re-appoint the Statutory Auditors of the Company and fix their Remuneration.

“RESOLVED THAT pursuant to the provisions of sub-section (1) of Section 224 of the Companies Act, 1956, **M/s. Agarwal Desai & Shah**, Chartered Accountants, be and is hereby appointed as the Statutory Auditors of the Company from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting to audit the Financial Statements of the Company for the year 2013 -2014 on such remuneration as may be determined by the Board of Directors in consultation with the Auditor.

RESOLVED FURTHER THAT any of the Directors of the Company be and are hereby authorized to do all such acts, deeds and things which are necessary to give effect to the aforesaid resolution.”

Special Business:

Item No.5: To consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary resolution:

“RESOLVED THAT pursuant to the applicable provisions of Companies Act, Mr. Ganesh S. Budbadkar be and is hereby appointed as director of the Company whose office shall be liable to retire by rotation.

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

Item No.6: To consider and, if thought fit, to pass the following resolution which will be proposed as an Ordinary resolution:

“RESOLVED THAT pursuant to the applicable provisions of Companies Act, Mr. Deepak S. Jambodaker be and is hereby appointed as director of the Company whose office shall be liable to retire by rotation.

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

Place: Mumbai.

Date: 4th September, 2013

By Order of the Board

sd/-

Director

NOTES:

- ∄ A MEMBER ENTITLED TO VOTE 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 INSTRUMENT APPOINTING THE PROXY SHALL BE DEPOSITED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING IN ORDER TO BE EFFECTIVE.
- ∄ The Register of Members of the Company and the Share Transfer Books of the Company shall remain closed from 25th September, 2013 to 27th September, 2013 **(both days inclusive)**.
- ∄ Additional information, pursuant to Clause 49 of the Listing Agreement with Stock Exchanges, in respect of directors recommended for appointment/re-appointment at the Annual General Meeting, and the Explanatory Statement pursuant to section 173(2) of the Companies Act, 1956 are annexed hereto.
- ∄ In terms of Section 256 of the Companies Act, 1956, Mr. Vipul Shantilal Shah and Mr. Shekhar Kumar Suryavanshi, Directors, of the Company are liable to retire by Rotation at the ensuing Annual General Meeting. Being eligible, the aforesaid Directors have offered themselves for re- appointment. The Board of Directors of your Company recommends their re- appointment.
- ∄ Members holding shares in Electronic form are requested to intimate immediately to the Depository Participants (DP) the changes, if any, in their registered address, Bank account number / details etc. at an early date by quoting ledger folio numbers /DP Identity and Client Identity Numbers in all their correspondences.
- ∄ All documents referred to in the accompanying Notice and explanatory statements are open for inspection at the registered office of the Company on all working days between 11:00 a.m. to 1:00 p.m. up to the date of the Annual General Meeting.

Members holding Shares in physical form are requested to notify/ send the following to the Company or Share Transfer Agent to facilitate better services:

- ∄ Any change in their address/mandate/bank details.
- ∄ Share certificates(s), held in multiple accounts in identical names or joint accounts in the same order of means, for consolidation of such shareholding into one account.

Members are requested:

- ∄ To bring copies of Annual Report, Notice and Attendance Slip duly completed and signed at the meeting.
- ∄ To quote their folio/identification Nos. in all their correspondences.
- ∄ In case of Joint holders attending the Meeting, only such Joint holder who is higher in the order of names will be entitled to vote.
- ∄ Corporate Members intending to send their authorized representatives are requested to send a duly certified copy of the Board resolution authorizing their representatives to attend and vote at the Annual General Meeting of the Company.

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

Item No. 5:

Under the applicable provisions of Companies Act, a notice in writing has been received from **Mr. Ganesh S.Budbadkar** signifying his intention to be appointed as a Director of the Company along with a deposit of Rs. 500/- as required under the applicable provisions.

Your Directors recommend this resolution for your approval.

Item No. 6:

Under the applicable provisions of Companies Act, a notice in writing has been received from **Mr. Deepak S. Jambodaker** signifying his intention to be appointed as a Director of the Company along with a deposit of Rs. 500/- as required under the applicable provisions.

Your Directors recommend this resolution for your approval.

Place: Mumbai.

Date: 4th September, 2013

By Order of the Board

sd/-

Director

DIRECTORS' REPORT

Dear Shareholders,

Your Directors are pleased to present their 19th Annual Report on the operations of the Company and the Audited Statement of Accounts for the Year ended 31st March 2013.

€ Financial Results:

Particulars	2012-2013	2011-2012
Sales/ Income from Operations	782,000	898,040
Other Income	23,000	41,350
Total Income	805,000	939,390
<u>Less:</u> Total Expenses	817,109	965,215
Extra- Ordinary Items	-	35,574,992
Profit/ (Loss) after Extra- Ordinary Items but before Tax & Depreciation	(12,109)	(35,600,817)
<u>Less:</u> Tax	21,030	25290
Profit/ Loss after Tax	(33,139)	(35,626,107)
EPS (Basic)	(0.00)	(0.36)
EPS (Diluted)	(0.00)	(0.36)

€ Operational Review:

It is encouraging to state that the year under review was one of the few progressive years for the Company as it was in a position to stream down its expenses to the tune of Rs. 817,109 as compared to Rs. 965,215, thereby registering an overall reduction of about 15.34%. This toddler achievement has motivated the Management and it is hopeful of better performance in the years to come.

€ Future Outlook:

Your Company has had its share of obstacles in its journey so far, however now it is progressing in its restructuring operations. With the receipt of prior- in- principle

approval from the Bombay Stock Exchange for the reduction of the its equity share capital, your company is undertaking steps to seek the approval of the High court for the said reduction and is confident that the same would be received in due course.

This restructuring exercise shall enable the Company to not only present a true financial position but shall also facilitate enhancing of shareholders returns in the years to come.

€ **Dividend:**

In view of the losses, the Directors of your Company regret their inability to recommend any dividend for the year under consideration.

€ **Changes in Capital Structure:**

There have been no changes in the Capital Structure of the Company for the year under review.

€ **Changes in Directorship**

In accordance with the provisions of Section 255 and 256 of the Companies Act, 1956, Mr. Vipul Shantilal Shah and Mr. Shekhar Kumar Suryavanshi, Directors of your Company retire by rotation at the forthcoming Annual General Meeting and being eligible, offer themselves for re-appointment.

The Board wishes to place on record their appreciation for the services rendered by them as the Directors of the Company.

Necessary resolutions with regard to the above are being placed before the Shareholders for their approval.

None of the Directors, except Mr. Vipul Shantilal Shah and Mr. Shekhar Kumar Suryavanshi are interested or concerned in the said resolutions.