

G -TECH INFO-TRAINING LIMITED

CIN :- L67120MH1994PLC080449

ANNUAL REPORT 2016 - 2017

INDEX

Corporate Information	3
Notice	5
Director's Report	15
Annexure to Director's Report	22
Secretarial Audit Report – MR 3	31
Auditors' Certificate on Corporate Governance	54
Certification on Financial Statement	55
Independent Auditors' Report	56
Annexure to Independent Auditors' Report	59
Balance Sheet	63
Statement of Profit and Loss	64
Cash Flow Statement	65
Notes to Financial Statement	66
Attendance Slip	74
Proxy Form	75
Ballot Form	76

CORPORATE INFORMATION**BOARD OF DIRECTORS :**

1) Sangramkumar Das	Managing Director
2) Bhavesh Desai	Non Executive Independent Director
3) SnehaTalreja	Non Executive Independent Director
4) Hasmukhbhai Thakkar	Non Executive Independent Director
5) Gautam Mohite	Non Executive Independent Director (Appointed on 9th February 2017)
6) Rahul Ahire	Non Executive Independent Director (Appointed on 9th February 2017)
7) Deepak Jambodaker	Executive Director & Chief Financial officer (Resigned on 9 th February 2017)
8) Rajesh Jadhav	Non Executive Independent Director (Date of Cession 9 th February 2017)
9) Ganesh Budbadkar	Non Executive Independent Director (Date of Cession 9 th February 2017)
10) Vipul Shantilal Shah	Non Executive Director

Audit Committee :

Hasmukhbhai Thakkar	Chairperson
Rahul SudhakarAhire	Member
Sangramkumar Das	Member
Bhavesh Desai	Member

Nomination and Remuneration Committee :

Bhavesh Desai	Chairperson
GautamKaluMohite	Member
Sangramkumar Das	Member
SnehaTalreja	Member

Stakeholders Relationship Committee :

Sneha Talreja	Chairperson
Sangramkumar Das	Member
Hasmukhbhai Thakkar	Member
Rahul Sudhakar Ahire	Member

Registered Office :**G -TECH INFO-TRAINING LIMITED**

Address:- Office No. 1, 1st Floor, Laura Building, Near Metro Cinema, Marine Lines, Mumbai – 400 002.,
Tele:- 022 – 69456666, Email :- gtechinfold@gmail.com, Website:- www.gtechinfold.com

Auditors:**M/s Agrawal Desai & Shah**

Chartered Accountants

Firm Membership number :- 124850W , PAN :- AAKFA1346F

Address:- 404, Sai Chambers Opp. Railway station, Santacruz (east), Mumbai – 400 055, Tel no:- 022 - 26180244, Email:-agarwaldesaiandshah_ca@yahoo.co.in

Registrar & Share Transfer Agent :**Adroit Corporate Services Private Limited**

Address:- 9/20 Jafer bhoy industrial estate, 1st floor, Makwana road, Marolnaka, Andheri east, Mumbai – 400059, Tele :-022-42270400 Email :-pratapp@adroitcorporate.com, ganeshs@adroitcorporate.com

Listed at	: BSE Limited
Scrip code	: 532139
Security ID	: GTEIT

NOTICE

NOTICE is hereby given that the **Twenty Third Annual General Meeting** of **G-Tech Info-Training Limited** will be held at the Registered Office of the Company situated at **Office No. 1, 1st Floor, Laura Building, Near Metro Cinema, Marine Lines, Mumbai – 400 0002 on Thursday 28th Sept' 2017 at 5.00 p.m.** to transact the following businesses:

ORDINARY BUSINESS

1. **Adoption of Accounts for the period ended 31st March 2017** : To receive, consider and adopt the **Audited Balance Sheet as at 31st March 2017**, the Statement of Profit and Loss for the year ended and the Reports of the Board of Directors and the Auditors thereon.
2. **Reappointment Sangakumar Das Who retires by rotation** :To appoint a Director in place of **Sangramkumar Das** (DIN: 05235448) who retires by rotation and, being eligible, offers himself for re-appointment.
3. **Ratification of the Statutory Auditors - M/s. Agarwal, Desai & Shah, Chartered Accountant** :
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 Section139 (1) and applicable provisions, if any, of the Companies Act, 2013 and rules, circulars, notifications made/issued there under, including any amendments, modification, variation or re-enactment thereof, the appointment of **M/s. Agarwal, Desai & Shah**, Chartered Accountants, Firm Membership No. 124850W, Mumbai as the Statutory Auditors of the Company, which has been approved at the Annual General Meeting held on 30th September, 2016 for a term of Five Years, i.e. till the conclusion of Annual general meeting of the Company to be held in the Year 2021, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out of pocket expenses incurred in connection hereto."

SPECIAL BUSINESSES:

4. **Appointment of Gautam Kalu Mohite (Din07703344) as Non Executive Independent Director**

To consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, pursuant to sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and various Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Rules framed there under, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) **Gautam Kalu Mohite (Din 07703344)**, who was appointed as an Additional Director on 9th February, 2017, pursuant to the provisions of sub-section (1) of section 161 of the Companies Act, 2013 & the Articles of Association of the Company& who

Annual Report 2016 - 2017

holds office up to the date of this Annual General Meeting & in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be & is hereby appointed as an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby re-designate and appoint as an Independent Director of the Company for a period of 5 years from the date of this Annual General Meeting till the Conclusion of Annual General Meeting to be held in 2022 and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company who is not liable for retirement by rotation for a term of 5 years.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company.

5. Appointment of Rahul Sudhakar Ahire (Din07709329) as Non Executive Independent Director

To consider and if thought fit to pass, with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT, pursuant to sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 and various Regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and the Rules framed there under, read with Schedule IV to the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) **Rahul Sudhakar Ahire (Din 07709329)**, who was appointed as an Additional Director on 9th February, 2017, pursuant to the provisions of sub-section (1) of section 161 of the Companies Act, 2013 & the Articles of Association of the Company & who holds office up to the date of this Annual General Meeting & in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be & is hereby appointed as an Independent Director of the Company, who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment, be and is hereby re-designate and appoint as an Independent Director of the Company for a period of 5 years from the date of this Annual General Meeting till the Conclusion of Annual General Meeting to be held in 2022 and in respect of whom the Company has received notice in writing from a member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company who is not liable for retirement by rotation for a term of 5 years.

"RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company.

By Order of the Board
For G-Tech Info Training Limited

SD/-

SD/-

Sangramkumar Das
Managing Director
DIN:05235448

Gautam Kalu Mohite
Director
DIN : 07703344

Place :- Mumbai
Date :- 31/08/2017

NOTES

1. A Member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf and such proxy need not be a member of the Company. A person can act as a proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of Total Paid-up Share Capital of the Company. Any Member holding more than 10% of Total Paid-up Share Capital of the Company may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or member. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting, duly stamped.
2. Corporate Members are requested to send to the registered office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the **23rd Annual General Meeting** is annexed.
4. Members are requested to bring their admission slip along with copy of the report and accounts to Annual General Meeting.
5. Relevant documents referred to in the accompanying Notice & Explanatory Statement would be available for inspection by the members at the Registered Office of the Company on all working days, except Saturday / Sunday & Public Holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
6. The Register of Members and the Share Transfer Books of the Company will remain closed from Wednesday, **27th September, 2017** to Thursday, **28th September, 2017 (Both Days Inclusive)** for the purpose of the Annual General Meeting.
7. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP ID in all correspondence, so as to enable the Company to address any future communication at their correct address.
8. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
9. Members desirous of seeking any information concerning the Accounts or operations of the Company is requested to address their queries in writing to the Company at least seven days prior to the Annual General Meeting so that the requested information can be made available at the time of the meeting.
10. Members holding shares in physical forms are requested to consider converting their holding to be materialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the **Company's Registrar and Transfer Agent, Adroit Corporate Services Private Limited**, for assistance in this regard.
11. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
12. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio. 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 their PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN to the Company/Registrar & Share Transfer Agent.

13. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken "Green Initiative in Corporate Governance" and allowed Companies to share documents with its shareholders through an electronic mode. Electronic copy of the Annual Report for 2017 is being sent to all the members whose Email IDs are registered with the Company/Depository Participants(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 Annual Report for 2017 is being sent in the permitted mode. Members holding shares under multiple folios in identical order of names are requested to consolidate their holdings into one folio.
14. Members may also note that **the Notice of the 23rd Annual General Meeting** and the **Annual Report for 2017** will also be available on the Company's website **www.gtechinfold.com** for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office 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, free of cost. For any communication, the shareholders may also send requests to the Company's designated **email id: gtechtitld@gmail.com**
15. Members are requested to support this green initiative by registering /updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository participants and in respect of old shares held in physical form with the Company's Registrar & Share Transfer Agent.
16. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports & other communications through electronic mode to those members whose email IDs are registered with the Company/Depository Participants(s). As per provisions of Section 20 of the Companies Act, 2013 read with Rules there under, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his/her Depository Participants(s)/Company Share Transfer Agent from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting. For members who have not registered their email address with the Company, the service of documents will be affected by other modes of services as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules there under. Printed copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Paper and Proxy Form is being sent to all members in the permitted mode.
17. In terms of relevant provisions of **SEBI (LODR) 2015**, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to **Mr. Rakesh Kapur, Scrutinizer, 305, 3rd Floor, Tower – 1/B, Dhiraj Enclave, Co-op Hsg Soc. Ltd., Khatau Mill Complex, Opp Bhor, Borivali East, Mumbai – 400 066. Tel.: 022-28855295, E-mail: rakeshkapur15@gmail.com** so as to reach him on or before Wednesday **September 27, 2017 by 5.00 p.m.** Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
18. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.

19. Members can request for a Ballot Form at **G -TECH INFO-TRAINING LIMITED (CIN :- L67120MH1994PLC080449)**, office No. 1, 1st Floor, Laura Building, Near Metro Cinema, Marine Lines, Mumbai – 400 002, Maharashtra or they may also address their request through E-mail to: **gtechitld@gmail.com**, Contact No. **022-69453333**.
20. E-voting: In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide member's facility to exercise their right to vote at the Annual General Meeting (**AGM**) by electronic means and all the business may be transacted through e-Voting Services provided by National Securities Depository Limited (**NSDL**).
21. The **E-voting period** for all items of business contained in this Notice shall commence from **Monday 25th September, 2017 at 9.00 a.m. and will end on Wednesday 27th September, 2017 at 5.00 p.m.** During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the **cutoff date of 21st September, 2017**, may cast their vote electronically. The e-voting module shall be disabled by **NSDL** for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently. The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as **on 21st September, 2017**.
22. **Rakesh Kapur**, Practicing Company Secretaries (CP No.12085) an Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.
23. The Scrutinizer shall immediately after the conclusion of voting at the meeting, first count the votes casted at the meeting, thereafter unblock the votes casted through remote e-voting in the presence of at least 2 witnesses not in the employment of the Company and make, not later than 3 days of conclusion of the meeting and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
24. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.
25. Voting through electronic means;
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013, 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 Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015 (Listing Regulations), the Company is pleased to provide members facility to exercise their right to vote on resolutions 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 system from a place other than venue of the AGM) ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
 - II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
 - III. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

IV. The **remote e-voting period** commences on **25th September, 2017 (9:00 am)** and ends on **27th September, 2017 (5:00 pm)**. During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the **cut-off date of 21st September, 2017**, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

V. The process and manner for remote e-voting are as under:

A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)] :

- (i) Open email and open PDF file viz; "remote e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
- (ii) Launch internet browser by typing the following URL: <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
- (v) Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (vi) Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.
- (vii) Select "EVEN" of "**G-TECH INFO TRAINING LIMITED**".
- (viii) Now you are ready for remote e-voting as Cast Vote page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit" and also "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.
- (xi) Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii) 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to **rakeshkapur15@gmail.com** with a copy marked to **evoting@nsdl.co.in**

B. In case a Member receives physical copy of the Notice of AGM [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy] :

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM: