

**ANNUAL REPORT
2013-2014**

BOARD OF DIRECTORS

Mrs Kirti Lakhotia
Chairman & Managing Director

Mr Sidharth Lakhotia
Director & Chief Executive Officer

Mr Pratik Lakhotia
Director & CFO

Mr Praveen Jain
Non Executive Director

Mr G K Gupta
Non Executive Director

Mr Kamaljit Singh
Non Executive Director

COMPANY SECRETARY

Mr P. N. Roy Choudhury
Mail: investor.info@lccinfotech.co.in

AUDIT COMMITTEE

Mr G K Gupta
Chairman

Mr Praveen Jain
Member

Mr Kamaljit Singh
Member

REMUNERATION COMMITTEE

Mr G K Gupta
Chairman

Mr Praveen Jain
Member

Mr Kamaljit Singh
Member

**SHAREHOLDER'S/INVESTOR'S
GRIEVANCE REDRESSAL COMMITTEE**

Mr G K Gupta
Chairman

Mr Sidharth Lakhotia
Member

Mr Praveen Jain
Member

STATUTORY AUDITOR

M/S BUDHIA & CO.
Chartered Accountant
18, R. N. Mukherjee Road
Kolkata- 700001

CORPORATE CONSULTANT

A. K. LABH & COMPANY
Company Secretaries
40, Weston Street
Kolkata-700013

REGISTRAR & SHARE TRANSFER AGENT

M/S S. K. Infosolution Pvt. Ltd
34/1A, Sudhir Chatterjee Street
Kolkata-700006

BANKERS

State Bank of India
Corporation Bank
ICICI Bank Ltd.
United Bank of India
AXIS Bank

REGISTERED OFFICE

P-16, C. I. T Road
Kolkata 700 014
Phone: 033-40655103/4/5/
Fax : 033-24852932

CORPORATE OFFICE

2/5A, Sarat Bose Road,
Kolkata - 700 020
Phone: (033) 40033636/37/38
Fax: (033) 2485 2932
Website: <http://www.lccinfotech.co.in>
E-mail: corporate@lccinfotech.co.in

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LCC INFOTECH LIMITED

Regd. Office: P-16, C.I.T. ROAD, Kolkata-700014

CIN: L72200WB1985PLC073196

Phone: 033-400655103/4/5

Fax: 033-24852932

E-mail: investor.info@lccinfotech.co.in

Website: www.lccinfotech.co.in

NOTICE

NOTICE is hereby given that the 28th Annual General Meeting of **LCC Infotech Limited** will be held at **"Bharatiya Bhasha Parishad, 36A, Shakespeare Sarani Kolkata-700017** on Wednesday, the 24th September, 2014 at 11 A.M to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the audited Balance Sheet as at 31st March, 2014 and the Profit and Loss Account for the year ended on that date along with the reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of **Mr. Pratik Lakhotia (Holding DIN-00057015)** who retires by rotation in terms of Section 152(6) of the Companies Act, 2013 and being eligible, offers himself for re-appointment
3. To appoint Auditors and to fix their remuneration. In this connection, to consider and, if thought fit, to pass, with or without modification, the following resolution which will be proposed as an Ordinary Resolution: -

"RESOLVED THAT Pursuant to Section 139 of companies act 2013 and the Rules made there under, and pursuant to the recommendations of the Audit Committee M/s. Budhiya & Company, Chartered Accountants (Firm Registration No-320163E), be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this Annual General Meeting till the conclusion of the Next Annual General Meeting at a remuneration as fixed by board from time to time on recommendation of Audit Committee.

SPECIAL BUSINESS:

To consider and if thought fit to pass with or without modification the following Resolutions:

4. **AS AN ORDINARY RESOLUTION**

"RESOLVED that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Sri Kamaljit Singh (DIN: 00552381), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office until the conclusion of the fifth consecutive Annual General Meeting of the Company hereafter not liable to retire by rotation."

5. **AS AN ORDINARY RESOLUTION**

"RESOLVED that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Sri Praveen Jain (DIN: 00714340), Director of the Company be and is hereby appointed as an Independent Director of the Company to hold office until the conclusion of the fifth consecutive Annual General Meeting of the Company hereafter not liable to retire by rotation."

6. **AS AN ORDINARY RESOLUTION**

"RESOLVED that pursuant to the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Companies Act, 2013, Sri G.K.Gupta (DIN: 0075668), Director of the Company be and is

hereby appointed as an Independent Director of the Company to hold office until the conclusion of the fifth consecutive Annual General Meeting of the Company hereafter not liable to retire by rotation."

7. AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013 including any statutory modifications or any amendments or any substitution or re-enactment thereof, if any, for the time being in force and all other applicable Acts, laws, rules, regulations and guidelines for the time being in force; the consent of the Company be and is hereby accorded to the Board of Directors of the Company for borrowing from time to time as they may think fit, any sum or sums of money not exceeding Rs. 1000000000/- (Rupee One hundred Crore) [including the money already borrowed by the Company if any] on such terms and conditions as the Board may deem fit, whether the same may be secured or unsecured and if secured, whether by way of mortgage, charge or hypothecation, pledge or otherwise in any way whatsoever, on, over or in any respect of all, or any of the Company's assets and effects or properties whether moveable or immoveable, including stock-in-trade, notwithstanding that the money to be borrowed together with the money already borrowed by the Company (apart from the temporary loans obtained from the Company's Bankers in the ordinary course of business) and remaining un-discharged at any given time, exceed the aggregate, for the time being, of the paid-up capital of the Company and its free reserves.

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolution, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.

8. AS A SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of section 180(1)(a) and all other applicable provisions if any of the Companies Act, 2013 or any other law for the time being in force (including any statutory modification or amendment thereto or re-enactment thereof) and in terms of Articles of Association of the Company, the consent of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter "the Board") for mortgaging / charging all or any of the immovable and movable properties of the Company both present and future and the whole or substantially the whole of the undertaking or the undertakings of the Company on such terms and conditions, as may be agreed to between the Board and Lender(s) to secure the loans / borrowings obtained or as may be obtained, which may exceed the paid-up capital and free reserves in the ordinary course of business but not exceeding Rs. 1000000000 (Rupees One Hundred Crores only) at any point of time."

RESOLVED FURTHER THAT for the purpose of giving effect to the above Resolutions, the Board of Directors of the Company be and is hereby authorised to take all such actions and to give all such directions and to do all such acts, deeds, matters and things as may be necessary and/or expedient in that behalf.

Regd. Office

P-16, C I T Road
Kolkata - 700014
Date: May 29, 2014

By Order of the Board
For LCC Infotech Limited

P. N. Roychoudhury
Company Secretary

Notes:

1. Pursuant to Section 91 of the Companies Act, 2013, the Register of Members and the Share Transfer Books of the Company shall remain closed from Tuesday, 16th day of September 2014 to Wednesday, 24th day of September 2014 (both days inclusive).
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY THE MEETING. A person can act as proxy on behalf of such members or numbers of member not exceeding fifty (50) and such numbers of shares as may be prescribed.
3. 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
4. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 read with Section 110 of the Companies Act, 2013 in respect of the business under Items No. 4,5,6,7 and 8 is annexed hereto..
5. Information pursuant to clause 49 of the listing agreement in connection with the Directors retiring by rotation / confirming their appointment in the Annual General Meeting and given in the report on corporate governance as Annexed with the Director's report.
6. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc.from the Company electronically.
7. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the 28th Annual General Meeting (AGM) by electronic means and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depository Services Limited (CDSL).

The instructions for members for voting electronically are as under:-

- (i) Log on to the e-voting website www.evotingindia.com between 18th September 2014 (9.30 a.m.) to 19th September 2014 (6 p.m.).
- (ii) Click on "Shareholders" tab.
- (iii) Now, select "**LCC Infotech Limited**" from the drop down menu and click on "SUBMIT"
- (iv) Shareholders maintaining their holding in Demat form should enter their user ID
 - a. For CDSL 16 digit beneficiary ID,
 - b. For NSDL 8 character DPID followed by 8 digit Client ID.
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company then enter the Characters as displayed and Click on Login.
- (v) If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted earlier for any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department:</p> <ul style="list-style-type: none"> Physical Shareholders who have not updated their PAN with the Company are requested to use the first two letters of their name in Capital Letter followed by 8 digits folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's after the folio number. Eg. If your name is Rahul Singh with folio number 1234 then enter RA12340000 in the PAN field.

	<ul style="list-style-type: none"> Demat Shareholders who have not updated their PAN with their Depository Participant are requested to use the first two letters of their name in Capital Letter followed by 8 digit CDSL/ NSDL client id. For example: in case of name is Rahul Singh and Demat A/c No. is 12345678 00001234 then default value of PAN is 'RA00001234
DOB	Entre the date of birth as recorded in your demat account or in the company records for the said account or folio in the dd/mm/yyyy format.
Dividend Bank Details	<p>Entre the dividend bank details as recorded in your demat account or in the company record for the said demat account or folio.</p> <ul style="list-style-type: none"> Please enter the Date of Birth or Dividend Bank Details in order to login. If the details are Dividend Bank Details not recorded with the depository or company please enter the number of shares held by in the Dividend Bank details field

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the **LCC Infotech Limited**. 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.
- (xi) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xii) 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.
- (xiii) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take printout of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xv) If Demat account holder has forgotten the password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to [https:// www.evotingindia.co.in](https://www.evotingindia.co.in) and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer (aklabhcs@gmail.com) to verify the same.
- (xvi) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

- (xvii) The e-voting period commences on **18th September 2014 (9.30 a.m.)** and ends on **19th September 2014 (6.00 p.m.)**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form as on **cutoff date 22.08.2014**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a Resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (xviii) The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cutoff date of **22nd August 2014**.
- (xix) Mr. Atul Kumar Labhl, Practising Company Secretary (Having Membership No-4848 and CP-3238) of M/s. A.k.Labh & Co has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xx) The Scrutinizer shall within a period not exceeding 3 working days from the conclusion of the e-voting period unblock the votes in the presence of at least two witness not in the employment of the Company and make a Scrutinizer Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xxi) The Results shall be declared after the AGM of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.lccinfotech.co.in and shall be sent to the stock exchange where the shares of the company are listed.
1. Members of the company holding more than one Share Certificate in the same name under different Ledger Folios are requested to apply for consolidation of such Folios and send the relevant Equity Share Certificates to the Company's Registrar & Share Transfer Agent M/S S.K. INFOSOLUTION PVT.LTD. Situated at 34/1A, Sudhir Chatterjee Street, Kolkata-700 006.
 2. Members are requested to:
 - (i) bring their copies of the annual report and the attendance slip duly completed and signed at the meeting.
 - (ii) quote their respective folio numbers or DP ID and Client ID numbers for easy identification of their attendance at the meeting.
 3. The annual listing fees for the financial year 2013-14 have been paid to the stock exchanges where the Company's equity shares are listed.
 4. Members holding the equity shares under multiple folios in same names are requested to consolidate their holdings into one folio.
 5. The shareholders holding shares in physical form are once again advised to seek their shareholding changed to dematerialized form since in terms of SEBI and Stock Exchange guidelines no physical shares can be traded in the Stock Exchanges.
 6. Members may also note that this Notice and the Annual Report for 2014 will also be available on the Company's website www.lccinfotech.co.in 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 by post, free of cost. For any communication, the shareholders may also send requests to the Company's investor e-mail id: investor.info@lccinfotech.co.in

By Order of the Board
For LCC Infotech Limited

Regd. Office
P-16, C I T Road
Kolkata - 700014
Date: May 29, 2014

P. N. Roychoudhury
Company Secretary

EXPLANATORY STATEMENT UNDER SECTION 102 (1) OF THE COMPANIES ACT, 2013

Item No. 4

Mr Kamal Jit Singh was appointed as director on 28.07.2006. In view of Section-149 of Act and clause 49 of the Listing Agreement by SEBI, it is proposed to appoint him as Independent Director for a period of 5 years. Now, independent directors shall not be included for computing total number of directors liable to retire by rotation. The directors are not disqualified from being appointed as directors in terms of section-164 of the Act and have furnished (i) consent to act as director and (ii) declaration that they meet criteria of independence under section 149 (6) of the Act and under clause 49 of the Listing Agreement.

In the opinion of the board, Mr Kamaljit Singh meet criteria of independence under section 149 (6) of the Act and clause 49 of the Listing Agreement. Brief resume of the director indicating educational qualification, functional area and names of companies in which he is director, member, chairmanship of committees and his shareholding in company etc. and relationship as stipulated by SEBI under clause 49 of the Listing Agreement are disclosed under "Directors Profile" in the Corporate Governance Report forming part of the Annual Report.

Save and except these, none of other directors or their relatives or Key Managerial Personnel of the company are financially or otherwise concerned or interested in the above resolutions. The Board recommends the above resolutions for approval by shareholders at the AGM.

Item No.5

Mr. Praveen Jain was appointed as director on 19.07.2000. In view of Section-149 of Act and clause 49 of the Listing Agreement by SEBI, it is proposed to appoint him as Independent Director for a period of 5 years. Now, independent directors shall not be included for computing total number of directors liable to retire by rotation. The directors are not disqualified from being appointed as directors in terms of section-164 of the Act and have furnished (i) consent to act as director and (ii) declaration that they meet criteria of independence under section 149 (6) of the Act and under clause 49 of the Listing Agreement.

In the opinion of the board, Mr Praveen Jain meet criteria of independence under section 149 (6) of the Act and clause 49 of the Listing Agreement. Brief resume of the director indicating educational qualification, functional area and names of companies in which he is director, member, chairmanship of committees and his shareholding in company etc. and relationship as stipulated by SEBI under clause 49 of the Listing Agreement are disclosed under "Directors Profile" in the Corporate Governance Report forming part of the Annual Report.

Save and except these, none of other directors or their relatives or Key Managerial Personnel of the company are financially or otherwise concerned or interested in the above resolutions. The Board recommends the above resolutions for approval by shareholders at the AGM.

Item No.6

Mr. G.K.Gupta was appointed as director on 19.07.2000. In view of Section-149 of Act and clause 49 of the Listing Agreement, it is proposed to appoint him as Independent Director for a period of 5 years. Now, independent directors shall not be included for computing total number of directors liable to retire by rotation. The directors are not disqualified from being appointed as directors in terms of section-164 of the Act and have furnished (i) consent to act as director and (ii) declaration that they meet criteria of independence under section 149 (6) of the Act and under clause 49 of the Listing Agreement.

In the opinion of the board, Mr G.K.Gupta meet criteria of independence under section 149 (6) of the Act and clause 49 of the Listing Agreement. Brief resume of the director indicating educational qualification, functional area and names of companies in which he is director, member, chairmanship