



SANCIA GLOBAL INFRAPROJECTS LTD.

**ANNUAL REPORT
2013-2014**

Contents

Notice of the Meeting	2
Directors Report	8
Management Discussion and Analysis Report	13
Corporate Governance Report	16
Independent Auditors' Report	23
Stand Alone Balance Sheet	28
Stand Alone Profit & Loss Account	29
Cash Flow Statement	30
Schedules	31
Consolidated Auditors' Report	42
Consolidated Balance Sheet	43
Consolidated Profit & Loss Account	44
Consolidated Cash Flow Statement	45
Consolidated Schedules	46
Statement of Subsidiary	56

**23rd Annual General Meeting will be held on Friday,
September 26, 2014 at 11.00 a.m. at Nandanam
Garden & Banquet ,138 Bakra Hat Road,
Near Khalpore, Kolkata-700104**

23rd Annual Report 2013-14**SANCIA GLOBAL INFRAPROJECTS LTD.****Board of Directors**

Mr. Arun Kumar Ray	Director
Mr. Johnny Fernandes	Managing Director
Mr. Pradeep Sutodiya	Director
Mr. Rabi kumar Gupta	Director
Mr. Yashwant T. Shukla	Director

BANKERS

State Bank of India
Bank of India
Jammu & Kashmir Bank

AUDITORS

ARUP KUMAR DAS
ARUP & ASSOCIATES
CHARTERED ACCOUNTANTS
61, BHUPEN BOSE AVENUE
KOLKATA- 700004

REGISTERED OFFICE:

32, Ezra Street, Todi Mension,
Unit No: 1060, 10th Floor,
Kolkata:700 001

CORPORATE OFFICE

Unit No: 5, Ground Floor,
Nel Gagan Society CHS,
Building No: 4, D. N. Nagar,
J. P. Road, Near Wadia School,
Andheri (West), Mumbai: 400053

REGISTRAR & SHARE TRANSFER AGENT

Link Intime India Pvt. Ltd.
C-13, Pannalal Silk Mills Compound,
L.B.S. Marg, Bhandup (W), Mumbai - 400078

MANAGING DIRECTOR'S MESSAGE

It's my privilege to present the 23rd Annual Report of the Company for the year ended on 31st March, 2014. During the period ended 31st March, 2014 the company has suffered total loss of Rs.15,188.65 lacs.

I appreciate the cooperation of our employees, customers, partners and business associates. Our Board of Directors as usual have been very supportive and provided requisite guidance in steering through these difficult times.

Like everyone else I look forward to better and more upbeat times when the full potentials of the company can be actualized. We would continue to play a significant role in the construction industry.

Finally I would like to thank all shareholders, and well-wishers for their continued support and trust in the Company.

With Best wishes
SD/-
Johnny Fernandes
Managing Director

SANCIA GLOBAL INFRAPROJECTS LIMITED

Registered Office: - 32 Ezra street, Todi Mension, Room No.1060, 10th Floor,
Kolkata – 700001.

CIN: L65921WB1991PLC052026

Tel no.033-40676220 Fax No. 033-40676220

Email Id: contact@sanciaglobal.com Website: www.sanciaglobal.com

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 23RD ANNUAL GENERAL MEETING OF SANCIA GLOBAL INFRAPROJECTS LIMITED WILL BE HELD ON FRIDAY 26TH SEPTEMBER, 2014 AT 11.00A.M. AT NANDANAM GARDEN & BANQUET, 138 BAKRAHAT ROAD, NEAR KHALPOLE, KOLKATA-700104.

TO TRANSACT THE FOLLOWING BUSINESS: -

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2014 and Profit and Loss Account for the period ended on that date and the Reports of the Directors and Auditors thereon.
2. To Closure of the Subsidiaries companies an application to be made U/s. 560 to Registrar of Companies, to strike off the name of the Subsidiary Company.
3. To appoint a Director in place of Mr. Arun Kumar Ray, who retires by Rotation, at the Annual General Meeting and being eligible, offers him for reappointment.
4. To appoint a Director in place of Mr. Pradeep Kumar Sutodiya, who retires by Rotation, at the Annual General Meeting and being eligible, offers him for reappointment.

SPECIAL BUSINESS:**5. Appointment of New Statutory Auditor of the Company**

Appointment of M/S Arup & Associates as a New Statutory Auditor of the Company:

To appoint M/S Arup & Associates as a Statutory Auditor of the Company to hold office from conclusion of this Annual General Meeting until conclusion of the next Annual General Meeting of the company and to fix their Remuneration:

"RESOLVED THAT" M/S Arup & Associates, Chartered Accountants (Member ship No. 053564)" be and is hereby appointed as a Statutory Auditors of the company in the place of M/S M.Mukherjee & Associates to fill up the Vacancy cause by death of Mr.M.M.Mukherjee (proprietor) The Chartered Accountant, until the conclusion of Next Annual General Meeting of the company at a remuneration as the Board of Directors may determine."

"RESOLVED THAT M/S Arup & Associates, Chartered Accountants, be and are hereby appointed Auditors of the Company in place of M/S M.Mukherjee & Associates to hold office from the conclusion of ensuing Annual General Meeting until the conclusion of the next Annual General Meeting at the remuneration to be fixed by the Board of Directors of the Company and said appointment was by way of resolution subject to confirmation at the AGM".

"RESOLVED FURTHER THAT the Board or a Committee thereof be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this resolution your directors recommend this resolution for your approval."

6. Increase in borrowing power in terms of Section 180 (1) (c) of the Companies Act, 2013.

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

“RESOLVED THAT in pursuant to Section 180 (1) (c) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 / Companies Act, 1956, consent of the Company be and is hereby accorded to the Board of Directors of the Company to borrow from time to time, for the purpose of the Company's business, such sum or sums of money, as they in their absolute discretion think fit, notwithstanding that the monies so borrowed together with the monies already borrowed by the Company and remaining outstanding shall be in excess of the aggregate of the paid-up share capital and free reserves, over and above the paid up share capital and free reserves for the time being of the Company.”

7. Appointment of Mr. Yashwant Tulsiram Shukla as an Executive Director of the Company.

To consider and if thought fit, to pass the following resolution, with or without modification, as a Special Resolution:

RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 310 and 311 and all other applicable provisions, if any, of the Companies Act, 1956 or any re-enactment thereof and subject to the approval of the Financial Institutions and other Statutory authorities if any as may be required, consent of the Company be and is hereby accorded to the Board for the appointment of Mr. Yashwant Tulsiram Shukla as a Executive Director of the Company, for a period of three years with effect from 24th June 2014 on and other terms and conditions as set out in the Explanatory Statement annexed hereto as approved by the Remuneration Committee and the Board Meeting held on 24th June, 2014.

“RESOLVED FURTHER THAT in the year in which adequate profits are available, the Board of Directors/Remuneration Committee constituted by the Board be and are hereby authorized to vary the terms of remuneration and perquisites with liberty to revise the remuneration payable to Mr. Yashwant Tulsiram Shukla if it in its absolute discretion thinks fit in accordance with the provisions of Section 198 read with Section 309 and Schedule XIII calculated in the manner specified in the Companies Act without further reference to or approval from the shareholders of the Company.

“RESOLVED FURTHER THAT the Board of Directors/Remuneration Committee constituted by the Board be and are hereby authorized to revise the remuneration payable to Mr. Yashwant Tulsiram Shukla, if it in its absolute discretion thinks fit, in accordance with the provisions of the new Companies Act, 2013 as and when it is made applicable and comes into effect without further reference to or approval from the shareholders of the Company.

“RESOLVED FURTHER THAT the Board be and is hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required and to delegate all or any of its power herein conferred to any Committee of Directors or Director(s).

“RESOLVED FURTHER THAT the information provided above shall be treated as an Abstract under Section 302 of the Companies Act, 1956.

8. Appointment of Mr. Rabi Kumar Gupta as Non Executive Director of the Company.

To consider and, if thought fit, to pass, with or without modifications, the following resolution, as an Ordinary Resolution : **“RESOLVED THAT** pursuant to Sections 149, 150 and 152 of the Companies Act, 2013 (the 'Act') read with Companies (Appointment and qualification of Directors) Rules, 2014 along with Schedule IV of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Rabi Kumar Gupta (DIN06706451), Non-executive 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 and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director, be and is hereby appointed as a Nonexecutive Independent Director on the Board of Directors of the Company to hold office for five (5) consecutive years with effect from 26th September, 2014.”

By Order of the Board of Directors
Sd/-
Johnny Fernandes
Managing Director

Place: Mumbai
Date: August 13, 2014

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND ON A POLL TO VOTE INSTEAD OF HIMSELF AT THE MEETING AND A PROXY NEED NOT BE A MEMBER. HOWEVER, A PERSON APPOINTED AS A PROXY SHALL ACT ON BEHALF OF SUCH MEMBERS NOT EXCEEDING FIFTY IN NUMBER AND HOLDING IN THE AGGREGATE NOT MORE THAN 10% OF THE TOTAL SHARE CAPITAL OF THE COMPANY CARRYING VOTING RIGHTS. A PROXY IN ORDER TO BE EFFECTIVE MUST BE RECEIVED BY THE COMPANY AT ITS REGISTERED OFFICE AT 32 EZRA STREET, TODI MENSION, ROOM NO.1060, 10TH FLOOR, KOLKATA – 700001 NOT LESS THAN 48 HOURS BEFORE THE COMMENCEMENTS OF THE MEETING.
2. Explanatory statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Annual General Meeting is appended hereto.
3. The Register of, Members and the Share Transfer Books of the company will remain closed from 23.09.2014 to 26.09.2014 (both days inclusive).
4. The payment of dividend, for the financial year 2013-14 your directors have decided not to declare any dividend,
 - a) To all those beneficial owners holding shares in electronic form as per the beneficial ownership data as may be available to the Company by National Securities Depository Limited (“NSDL”) and the Central Depository Services (India) Limited (“CDSL”) as at the end of the day on September 22, 2014.
 - b) To all those members holding shares in physical form after giving effect to all the valid share transfers lodged with the Company before the closing hours on September 22, 2014.
5. Shareholders are requested to intimate, indicating their folio number, the changes, if any, of their registered addresses to the Company at its registered office or to the Company's Registrar and Share Transfer Agents (“RTA”) viz. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai - 400 078, in case shares are held in physical form or to their respective Depository Participant (“DP”) in case the shares are in dematerialized form. The particulars recorded with the DPs will be considered for making the payment of Dividend either by issuing physical instruments or through Electronic Clearing System (“ECS”). The Shareholders are requested to take appropriate action in the matter, in their own interest, to avoid delay in receiving the payment of dividend. Where dividend payments are made through ECS, intimations regarding such remittances would be sent separately to the shareholders.
6. Trading in the Company's shares through stock exchanges is permitted only in dematerialized/electronic form. The equity shares of the Company have been registered with both NSDL as well as CDSL to enable shareholders to hold and trade the securities in dematerialized/electronic form. In view of the numerous advantages offered by the depository system, members holding shares in the Company in physical form are requested to avail of the facility of dematerialization.
7. Shareholders desiring any information regarding the accounts are requested to write to the Company Secretary at least 7 days prior to the Annual General Meeting, so as to enable the Company to keep the information ready.
8. In accordance with the provisions of Section 205A of the Companies Act, 1956, the Company has maintain under the provision & rules of “Investor Education and Protection Fund” (IEPF), constituted by the Central Government.
9. The Ministry of Corporate Affairs (MCA) on 10th May, 2012 notified the IEPF (Uploading of information regarding unpaid and unclaimed amounts lying with companies) Rules, 2012 (IEPF Rules), which is applicable to the Company. The objective of the IEPF Rules is to help the shareholders ascertain status of the unclaimed amounts and overcome the problems due to misplacement of intimation thereof by post etc.

10. In terms of Sections 205A and 205C of the Companies Act, 1956, any dividend remaining unpaid for a period of seven years from the due date of payment is required to be transferred to the IEPF. Members, who have not en cashed their final dividend warrants for any year or thereafter, are requested to write to the Company or the RTA.

In case of non-receipt of the dividend warrants, the shareholders are requested to contact the Company's RTA/the Registrar of Companies as under

Dividend for the financial year	Contact	Action by shareholder
If Any Year	Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S. Marg, Bhandup (W), Mumbai - 400 078.	Request letter on plain paper.

11. Share Transfer documents and all correspondence relating There to , should be address to the Registrar & Share Transfer Agents ("RTA") of the company viz. Link Intime India Private Limited, C-13, Pannalal Silk Mills Compound, L.B.S Marg, Bhandup (W), Mumbai - 400 078
12. Members who hold shares in physical form are requested to notify immediately any change in their addresses to the Registrars and Share Transfer Agents of the Company at the above address and to their respective Depository Participants, in case shares are held in electronic mode.
13. The Company, consequent upon the introduction of the Depository System ('DS'), entered into agreements with National Securities Depository Limited ('NSDL') and Central Depository Services (India) Limited ('CDSL'). The Members, therefore, have the option of holding and dealing in the shares of the Company in electronic form through NSDL or CDSL.
14. The DS envisages elimination of several problems involved in the scrip-based system such as bad deliveries, fraudulent transfers, mutilation of share certificates, etc. Simultaneously, DS offer several advantages like exemption from stamp duty, elimination of concept of market lot, elimination of bad deliveries, reduction in transaction costs, improved liquidity, etc.
15. To prevent fraudulent transactions, we urge the Members to exercise due diligence and notify the Company of any change in address/stay abroad or demise of any shareholder as soon as possible. Members are requested not to leave their demat account dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.
16. The Company has designated an exclusive e-mail ID called contact@sanciaglobal.com for redressal of shareholders' complaints/grievances. In case you have any queries/complaints or grievances, then please write to us at www.sanciaglobal.com
17. For the convenience of the Members, an Attendance Slip is annexed to the Proxy Form. Members are requested to affix their signature at the space provided and fill up the particulars and hand over the attendance slip at the place of the Meeting.
18. Members desiring any information on the Accounts are requested to write to the Company at least one week before the meeting so as to enable the Management to keep the information ready and replies will be provided at the meeting.
19. At the ensuing Annual General Meeting, Mr. Pradeep Kumar Sutodiya & Mr. Arun kumar Ray shall retire by rotation and being eligible, offers himself for re-appointment. Pursuant to Clause 49 of the Listing Agreement.

20. Voting through electronic means :

Pursuant to Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, members can exercise their right to vote at the 23rd Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting facility made available by the Company through Central Depository Services Limited (CDSL) :

The instructions for e-Voting are as under :

In case of members receiving e-mail:

- i. Log on to the e-voting website www.evotingindia.com
- ii. Click on "Shareholders" tab.
- iii. Now, select "SANCIA GLOBAL INFRAPROJECTS LIMITED" from the drop down menu and click on "SUBMIT".
- iv. 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.
 - v. Next enter the Image Verification as displayed and Click on Login.
 - vi. 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.
 - vii. 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 (applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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 last 8 digits of the demat account/folio number in the PAN field. • In case the Folio number is less than 8 digit 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 Rajesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format
Dividend Bank Details	<p>Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.</p> <p><input type="checkbox"/> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.</p>

- viii. After entering these details appropriately, click on "SUBMIT" tab.
- ix. 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.
- x. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xi. Click on the EVSN for the Company Name 'SANCIA GLOBAL INFRAPROJECTS LIMITED' on which you choose to vote.

- xii. 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.
- xiii. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- xiv. 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.
- xv. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- xvi. You can also take print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- xvii. If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Individuals, HUF, NRI etc.) are required to log on to www.evotingindia.co.in and register themselves as Corporate.
 - They should submit a scan 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 scan copy of 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 to verify the same

In case of members receiving the physical copy:

(A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.

(B) The voting period begins on September 20, 2014 at 9 a.m. and ends on September 23, 2014 at 6 p.m. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of August 22, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

(C) 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.

II. 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 cut-off date of August 22, 2014.

III. Mr. Rantu Kumar Das, Company secretary in practice (Membership No.26997) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

IV. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e-voting period unblock the votes in the presence of at least two(2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.