



SANCIA GLOBAL INFRAPROJECTS LTD.

**ANNUAL REPORT
2014-2015**

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**24TH Annual General Meeting will be held on Monday,
June 22, 2015 at 10.00 a.m. at Nandanam Garden & Banquet,
138 Bakra Hat Road, Near Khalpole, Kolkata-700104**

24TH Annual Report 2014-15**SANCIA GLOBAL INFRAPROJECTS LTD.****Board of Directors**

Mr. Johnny Fernandes	Chairman
Mr. Pradeep Sutodiya	Director
Mr. Arun Kumar Ray	Director
Mr. Yashwant T. Shukla	Managing Director

BANKERS

State Bank of India
Bank of India
Jammu & Kashmir Bank

REGISTERED OFFICE:

32, Ezra Street, Todi Mension,
Unit No: 866, 8th Floor,
Kolkata:700 001
E-mail: contact@sanciaglobal.in
www.sanciaglobal.in

AUDITORS

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

CORPORATE OFFICE

Flat No.B/101, 1ST Floor,
Shree Andheri Shiv-Shakti SRA CHSL,
C.T.S No.810,J.P.Rd, Andheri (W),
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

Dear Shareholders,

It's my privilege to present the 24th Annual Report of the Company for the year ended on 31st March, 2015. During the period ended 31st March, 2015 the company has suffered total loss of Rs. 4,16,87,280/-

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/Infrastructure 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/-
Yashwant T. Shukla
Managing Director

SANCIA GLOBAL INFRAPROJECTS LIMITED

Registered Office: - 32 Ezra street, Todi Mension, Room No.866, 8th Floor,
Kolkata – 700001.

CIN: L65921WB1991PLC052026

Tel no.033-32639169 Fax No. 033-32639169

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

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 24TH ANNUAL GENERAL MEETING OF SANCIA GLOBAL INFRAPROJECTS LIMITED WILL BE HELD ON MONDAY 22ND JUNE, 2015 AT 10.00A.M.AT NANDANAM GARDEN & BANQUET, 138 BAKRAHAT ROAD, NEAR KHALPOLE, KOLKATA-700104. TO TRANSACT THE FOLLOWING BUSINESS: -

TO TRANSACT THE FOLLOWING BUSINESS:-

1. To receive, consider and adopt the Audited Balance Sheet as on 31st March, 2015 and Profit and Loss Account for the period ended on that date and the Reports of the Directors and Auditors thereon.
2. 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.
3. 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.
4. Appointment of Auditors:
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 section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed there under, as amended from time to time, M/s Arup & Associates, Chartered Accountants (Firm Registration No. 318034E), be and is hereby re-appointed as Auditors of the Company to hold office from the conclusion of the next Annual General Meeting (AGM) (subject to ratification of their appointment at every AGM), at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

5. **To appoint of Mr Yaswant T. Shukla as Managing 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 196, 197, 198, 203 and read with Schedule V of the companies Act, 2013 all other applicable provisions, if any including any statutory modification or re-enactment thereof for the time being in force & subject to such consent (s), approval(s) and permission(s) as may be necessary in this regards & subject to such conditions as may be imposed by any authority while granting such consent (s) permission(s), and approval(s) and as are agreed to by the Board of Directors (hereinafter refer to as the Board, which terms shall be unless repugnant to the context and Meaning thereof be deemed to be include any committee thereof and any person authorized by Board in this behalf) consent of the members be and is hereby accorded to the Appointment of Mr. Yashwant Tulsiram Shukla as a Managing Director of the Company, for a period of Three years with effect from 14th November, 2014 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 14th November, 2014.

“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 T. 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).

6. Appointment of Secretarial Auditors:

“RESOLVED THAT pursuant to the provisions of Section 204(1) of the Companies Act 2013 rule 9 of the Companies (Appointment and Remuneration personnel) Rules 2014 and other applicable provisions if any of the Companies Act 2013,

To consider and if thought fit, to pass with or without modifications the following resolution as ordinary resolution:-

“RESOLVED THAT M/s Shravan A. Gupta & Associates, Practicing Company Secretaries (CP.No.9990) within the meaning of Section 2(25) of the Companies Act, 2013 be and is hereby appointed as secretarial auditor of the company for the financial Year 2014-15 on the terms of remuneration as agreed by the Board of directors of the company be and is authorized to fix the remuneration from time to time in consultation with Audit Committee and the conclusion of this annual general meeting until the conclusion of next annual general meeting.”

By Order of the Board of Directors

Sd/-

Yashwant T. Shukla
Managing Director

Place: Mumbai

Date: May 30, 2015.

NOTES:

1. The relative Explanatory Statement pursuant to section 102 of the Companies Act, 2013 (Act) in respect of the business under Item Nos. 1 to 2 of the Notice, is annexed hereto. The relevant details as required under clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment/re-appointment as Directors under Item No. 4 and Item Nos.6 of the Notice, are also annexed.
2. A Member entitled to attend and vote at the Annual General Meeting (AGM) 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, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable. A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or shareholder.
3. The Register of, Members and the Share Transfer Books of the company will remain closed from 16.06.2015 to 22.06.2015 (both days inclusive).
4. The payment of dividend, for the financial year 2014-15 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 June 20, 2015.
5. 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 June 20, 2015
6. 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 -400078, 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.

7. 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.
8. 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.
9. In accordance with the provisions of Section 205A of the Companies Act, 1956, the Company has transferred unclaimed dividends for the year ended March 31, 2007 to the year 31st March 2009 to the "Investor Education and Protection Fund" (IEPF), constituted by the Central Government.
10. 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.
11. 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 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.in for redressal of shareholders' complaints/grievances. In case you have any queries/complaints or grievances, then please write to us at www.sanciaglobal.in

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 sutodiya shall retire by rotation and being eligible, offers himself for re-appointment. Pursuant to Clause 49 of the Listing Agreement.
20. At the ensuing Annual General Meeting, Mr. Arun kumar Jogendranath Ray shall retire by rotation and being eligible, offers himself for re-appointment. Pursuant to Clause 49 of the Listing Agreement.
21. 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 24th 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 shareholders voting electronically are as under:

- (i) The voting period begins on on June18, 2015 at 9 a.m. and ends on June 20, 2015 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 June15, 2015 of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iii) Click on Shareholders.
- (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 up to dated of 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 then 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>

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) 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.
- (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 EVSN for the relevant SANCIA GLOBAL INFRA PROJECTS LIMITED on which you choose to vote.
- (xi) 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.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) 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 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.
- (xix) 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.

- 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 June 15, 2015.
- 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.

V. The results shall be declared at or after the Annual General Meeting of the Company. The results declared along with The Scrutinizer's Report shall be placed on the Company's website www.sanciaglobal.in and on the website of CDSL within two (2) days of passing of the resolutions at the Annual General Meeting of the Company and communicated to the BSE Limited.

Electronic copy of the Notice of the 24th Annual General Meeting of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip and Proxy Form 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 physical copy of the same. For members who have not registered their email address, physical copies of the Notice of the 24th Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip and Proxy Form is being sent in the permitted mode.

13. All documents referred to in the accompanying Notice and the Explanatory Statement shall be open for inspection at the Registered Office of the Company during normal business hours (9.00 am to 5.00 pm) on all working days except Saturdays, up to and including the date of the 24th Annual General Meeting of the Company.

14. The shareholders holding shares in physical form can avail of the nomination facility by filing Form SH-13 (in duplicate) pursuant to Section 72 of the Companies Act, 2013 and Rule 19(1) of the Companies (Share Capital and Debenture) Rules, 2014 with the Company or its RTA and, in case of shares held in demat form, the nomination has to be lodged with their DP. For convenience, nomination form is attached at the end of the Annual Report.

Pursuant to amended Clause 5A of the listing agreement, shares held physically and remaining unclaimed by shareholders due to insufficient/incorrect information or any other reason, have been transferred (in the demat mode) to one folio in name of 'Unclaimed Suspense Account' with one of the depository participants.

15. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for F.Y.2014-15 will also be available on the Company's website www.sanciaglobal.in. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Kolkata 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: contact@sanciaglobal.in

16. Details under Clause 49 of the Listing Agreement with the Stock Exchange in respect of the Directors seeking appointment/re-appointment at the 24th Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.

By Order of the Board of Directors

Sd/-

Yashwant T.Shukla
Managing Director

Place: Mumbai
Date: May 30, 2015