



SANCIA GLOBAL INFRAPROJECTS LTD.

ANNUAL REPORT 2016-2017

SANCIAL GLOBAL INFRAPROJECTS LIMITED

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NOTICE IS HEREBY GIVEN THAT THE 26TH ANNUAL GENERAL MEETING OF SANCIA GLOBAL INFRAPROJECTS LIMITED WILL BE HELD ON TUESDAY 26TH SEPTEMBER, 2017 AT 9.00 A.M. AT NANDANAM GARDEN & BANQUET, 138 BAKRA HAT ROAD, NEAR KHALPOLE, KOLKATA-700104.

TO TRANSACT THE FOLLOWING BUSINESS: -

ORDINARY BUSINESS

1. To receive, consider and Adopt the Audited Financial Statements for the financial year ended 31st March,2017 together with the Reports of the Board of 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 Statutory Auditors of the Company and fix their remuneration.**

To consider and, if thought fit, to pass 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 ('the Act') and The Companies (Audit and Auditors) Rules, 2014, as amended from time to time M/s SARP & ASSOCIATES, Chartered, Accountants (Firm Registration No.007375C), be and is hereby appointed as Auditors of the Company in place of the retiring auditors M/s K.M. Tapuriah & Co, Chartered Accountants (Firm Registration No. 314043E to hold office from the conclusion of this Annual General Meeting ('AGM') till the conclusion of the Thirty First (31st) AGM to be held in 2022 (subject to ratification of their appointment at every AGM, if so required under the Act), at such remuneration including applicable taxes and out-of-pocket expenses, as may be mutually agreed between the Board of Directors of the Company and the Auditors.

4. **Approval of Share Holder for sale of tangible fixed assets/current assets for settlement/payment to the secured creditor/lender or to the investor for necessary settlement of its secured debt.**

To consider and, if thought fit, to pass, with or without modification(s), the following resolution

"RESOLVED THAT pursuant to the provisions of Section 180 and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, consent of the Company be and is hereby given to the Board of Directors of the Company (hereinafter referred to as "the Board" which term shall be deemed to include any Committee which the Board may constitute for this purpose), to sell, transfer, or otherwise dispose of the Company's assets including tangible fixed assets /current assets to any person(s) and /or entity(ies) as may be determined by the Board for the purpose of settlement/payment to the secured creditor/lender or to the investor i.e. M/s Infracon Resources & Development Private Limited for necessary settlement of its secured debt and such other consideration and on such terms and conditions as the Board may deem fit in the best interest of the Company.

"RESOLVED FURTHER THAT The Board of Director or a committee be and are hereby authorized to all step as may be useful, necessary, proper and expedient to give effect to this resolution subject to approval from the shareholders & your Directors recommend this resolution for your approval".

By Order of the Board of Directors

Sd/-

Dolon Kundu

Director

Place: Kolkata

Date: August 23, 2017

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NOTES :

1. The Explanatory Statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), in respect of the business under Item Nos.2,3 & 4 above is annexed hereto. The relevant details of the Directors seeking re-appointment/ appointment under Item Nos.2 pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('Listing Regulations') and as required under Secretarial Standards - 2 on General Meetings issued by The Institute of Company Secretaries of India, are 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 48 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.
 1. The Register of, Members and the Share Transfer Books of the company will remain closed from 20Th September, 2017 to 26th September, 2017 (both days inclusive).
 2. Regarding the payment of dividend, for the financial year 2016-17 your directors have decided not to declare any dividend due to heavy accumulated losses in the company
 - 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 15Th September, 2017.
3. 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 15th September, 2017.
4. 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 101, 247 Park, L.B.S.Marg, Vikhroli (West), Mumbai- 400083., 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.
5. 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.
6. 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.
7. In accordance with the provisions of Section 123 of the Companies Act, 2013, the Company has transferred unclaimed dividends for the year ended March 31, 2008 to the year 31st March 2010 to the "Investor Education and Protection Fund" (IEPF), constituted by the Central Government.
8. 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.
9. In terms of Sections 123 of the Companies Act, 2013, 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 encashed their final dividend warrants for any year or thereafter, are requested to write to the Company or the RTA.

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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 101, 247 Park, L.B.S.Marg, Vikhroli (West) Mumbai- 400083.	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 101, 247 Park, L.B.S.Marg,Vikhroli (West),
Mumbai- 400083..
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.co.in for redressal of shareholders' complaints/grievances. In case you have any queries/complaints or grievances ,then please write to us at www.sanciaglobal.co.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.Arun Kumar Jogendranath 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 32nd 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) :

(I) The instructions for shareholders voting electronically are as under:

- 1) In compliance with the provisions of Section 108 of the Act, read with Rule 20 of The Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of the Listing Regulations, Members are provided with the facility to exercise their right to vote electronically on all resolutions set forth in the Notice of the 26th Annual General Meeting ('AGM'). Members may cast their votes by using the e-voting services provided by Central Depository Services (India) Limited ("CDSL"), i.e. facility of casting votes by using an electronic voting system from a place other than the venue of the AGM ('remote e-voting'). Instructions for remote e-voting are as under:
- 2) The voting period begins on on 23Rd September, 2017 at 9 a.m. and ends on 25th September, 2017 at 5 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 15th September, 2017 of may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

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- 3) The shareholders should log on to the e-voting website www.evotingindia.com.
- 4) Click on Shareholders.
- 5) 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.
- 6) Next enter the Image Verification as displayed and Click on Login.
- 7) 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.
- 8) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number which is printed on Postal Ballot / Attendance Slip indicated 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	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. 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 member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

- 9) After entering these details appropriately, click on "SUBMIT" tab.
- 10) 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.
- 11) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- 12) Click on the EVSN for the relevant SANCIA GLOBAL INFRA PROJECTS LIMITED on which you choose to vote.
- 13) 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.
- 14) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- 15) 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.
- 16) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- 17) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- 18) 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.
- 19) Note for Non - Individual Shareholders and Custodians
- 20) 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.
- 21) A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.

As required by Section 102 of the Companies Act, 2013 (the "Act"), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item Nos. 3 & 4 of the accompanying Notice:

This Explanatory Statement is provided though strictly not required as per Section 102 of the Act. Due to preoccupation M/s K.M. Tapuriah & Co, Chartered Accountants, Mumbai, ICAI Firm Registration No.314043E) have expressed their inability to continue as the Auditors of the Company.

The Board of Directors has, based on the recommendation of the Audit Committee, at its meeting held on 23rd August, 2017, proposed the appointment of Mr. SHAILESH AGARWAL having Membership No. 063220, & Partner of SARP & ASSOCIATES, Chartered Accountants (Firm Registration No.007375C), Address at 105, 4 Fairlee Palace, HMP House, Kolkata - 700001, as the Statutory Auditors of the Company for a period of 5 years, to hold office from the conclusion of this AGM till the conclusion of the Thirty First(31st) AGM of the Company to be held in 2022, subject to ratification of their appointment at every AGM, if required under the Act. SARP & ASSOCIATES, Chartered Accountants (Firm Registration No.007375C) have consented to their appointment as Statutory Auditors and have confirmed that if appointed, their appointment will be in accordance with Section 139 read with Section 141 of the Act and fix their remuneration.

The Board commends the Ordinary Resolution set out at Item No.4 of the Notice for approval by the Members.

None of the Directors or Key Managerial Personnel of the Company or their relatives is, in any way, concerned or interested in the Resolution at Item No.3 of the Notice.

Item No. 4

The Company intends to reduce its debts by disposing some of its assets. In terms of Section 180 of the Companies Act, 2013 and therefore requires members approval of members is sought for:-

To sell, transfer, assign or otherwise dispose of the Company's asset including tangible/current assets for settlement/payment to the secured creditor/lender or to the investor i.e. M/s Infracon Resources & Development Private Limited for necessary settlement of its secured debt.

The consideration to be received on said sale, or transfer of the asset of the company shall be utilized in paying off the Company's secured long term/short term debts or to the investor i.e. M/s Infracon Resources & Development Private Limited for necessary settlement of its secured debt subject to the approval of members of the Company and other applicable laws and subject to such approvals, consents, permissions and sanctions as may be necessary. Further approved to sell, transfer, assign or otherwise dispose of the Company's asset as may be determined by the Board including finalization of the suitable lessee(s) /purchaser(s)/ assignee(s)/ counter party(ies) as the case may be, of the said asset, the terms and the conditions, methods and modes in respect thereof, determining the exact effective date, and finalizing and executing and registering the necessary documents including agreements, sale deed, agreement for sale, and such other documents in the best interest of the Company.