

# **ACI INFOCOM LIMITED**

**(CIN: L72200MH1982PLC175476)**

**38<sup>th</sup>**

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**Annual Report  
2019-2020**

## ACI INFOCOM LIMITED

### THIRTY-EIGHT ANNUAL REPORT - 2019-2020

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**38<sup>TH</sup> ANNUAL REPORT 2019-2020**  
**ACI INFOCOM LIMITED**

(CIN: L72200MH1982PLC175476)

**BOARD OF DIRECTORS:-**

Mr. Kushal Chand Jain	(DIN 03545081)	Managing Director
Mr. Hemantkumar S Jain	(DIN 06778764)	Independent Director
Mr. Kalpesh Bhandari	(DIN03146496)	Independent Director
Ms. Sejal Suresh Nahar	(DIN 07141552)	Independent Director (Resigned on 29 <sup>th</sup> June, 2020)
Mr. Anand Kumar Jain	(DIN 02411779)	Resigned w.e.f 13 <sup>th</sup> November, 2019)
Ms. Krishna KamalKishor Vyasa	(DIN 07444324)	Independent Director (Appointed on 29 <sup>th</sup> June, 2020)

**KEY MANAGERIAL PERSONNEL**

<b>Managing Director</b>	Mr. Kushal Chand Jain
<b>Chief Financial Officer</b>	Mr. Dilip Kumar Dhariwal (Appointed w.e.f 13 <sup>th</sup> November, 2019)

<b>COMPANY SECRETARY AND COMPLIANCE OFFICER</b>	Ms. Sarika Mehta (Appointed w.e.f 13 <sup>th</sup> November, 2019)
	Ms. SangeetaKumari Birla (Resigned w.e.f 13 <sup>th</sup> November, 2019)

**AUDITORS :** M/s. Anand Jain & Associates

**BANKERS :** HDFC Bank Ltd

**REGISTERED OFFICE:-**

121, V. Mall, 1<sup>st</sup> Floor, Thakur Complex,  
Kandivali (East), Mumbai400 101 Tel: 022-40166323  
E-Mail: [compliance@acirealty.co.in](mailto:compliance@acirealty.co.in) Web Site: [www.acirealty.co.in](http://www.acirealty.co.in)

**REGISTRAR & SHARE TRANSFER AGENTS:-**

Link Intime India Private Limited  
C-101, 1st Floor, 247 Park,  
LalBahadurShastriMarg,  
Vikhroli (West),Mumbai- 400083  
Tel: 022-25963838Fax: 022-25946969  
E-mail: [mumbai@linkintime.co.in](mailto:mumbai@linkintime.co.in)

## NOTICE

Notice is hereby given that the 38<sup>th</sup> Annual General Meeting of the Shareholders of **ACI INFOCOM LIMITED** (CIN: L72200MH1982PLC175476) will be held on Monday, 28<sup>th</sup> September, 2020 at 10.00 A.M. IST through Video Conferencing (“VC”) / Other Audio Visual Means (“OAVM”) to transact the following business:

### **ORDINARY BUSINESS**

1. To receive, consider, approve and adopt the Audited Financial statements of the Company comprising of Balance Sheet as at 31<sup>st</sup> March 2020, Profit and Loss Accounts (Statements of Profit and Loss) for the year ended on that date, Cash Flow Statement and the Notes together with the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Kushal Chand Jain (DIN 03545081), who retires by rotation under the applicable provisions of the Companies Act, 2013 and being eligible, offers himself for re-appointment.
3. To consider and if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 (the Act) and The Companies (Audit and Auditors) Rules, 2014, (the Rules), (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), M/s AGRAWAL JAIN & GUPTA, Chartered Accountants, having ICAI Firm Registration No.013538C, who have offered themselves for appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby appointed as Statutory Auditors of the Company for the Company's financial year, 2020 - 21 to 2024 - 25 on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to GST and re-imbursment of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company.”

### **SPECIAL BUSINESS:**

4. To Regularize Appointment of Ms. Krishna Kamal kishor Vyas (DIN: 07444324), as an Additional Director (Non- Executive & Independent) of the Company

To consider and, if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT**, in accordance with the provisions of Section 152 and all other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the rules made there under (including any statutory modification(s) or reenactment(s) thereof for the time being in force), Ms. Krishna Kamal kishor Vyas (DIN: 07444324), who was appointed as a Additional Director (Non- Executive & Independent) of the Company with effect from 29<sup>th</sup> June, 2020,

who holds office up to the date of this Annual General Meeting in terms of Section 160 (1) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of Director of the Company, be and is hereby appointed as Additional Director (Non-Executive & Independent) of the Company, and is not liable to retire by rotation.

**RESOLVED FURTHER THAT**, pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), hereby approves the appointment of Ms. Krishna Kamal kishor Vyas (DIN: 07444324), as an Independent Director for the period of five years with effect from 29<sup>th</sup> June, 2020 being eligible and in respect of whom the Company has received a notice in writing under Section 160(1) of the Act proposing his candidature for the office of Director of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation and to hold office for a term of 5 (five) consecutive years on the Board of the Company.”

5.To Appoint of Mr. Kushal Chand Jain (DIN: 03545081) as Managing Director

To consider and, if thought fit to pass the following resolution as a **Special Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Section 196, 197 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and subject to such consent and permission, as may be required, approval of the Members of the Company be and is hereby accorded for appointment of Mr. Kushal Chand Jain as Managing Director of the Company for a period of 5 Years with effect from 13<sup>th</sup> November, 2019 upon the terms and conditions set out in the Explanatory Statement annexed to the Notice convening this meeting (including remuneration to be paid in the event of loss or inadequacy of profits in any financial year during the period of 3 years from the date of his appointment), with liberty to the Board of Directors of the Company (hereinafter referred to as “the Board” (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) to alter and vary terms and conditions of the said appointment in such manner as may be agreed to between the Board.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to take all such steps as may be necessary, proper to give effect to this resolution”.

BY ORDER OF THE BOARD OF DIRECTORS  
For ACI INFOCOM LIMITED

Kushal chand Jain  
Managing Director  
(DIN 03545081)

Regd Office:  
121, V Mall, Thakur Complex, Kandivali (East),  
Mumbai - 400 101  
CIN: L72200MH1982PLC175476

Date: 31<sup>st</sup> August, 2020  
Place: Mumbai

## NOTICE

1. In view of the continuing Covid-19 pandemic, the Ministry of Corporate Affairs ("MCA") has vide its circular dated 5th May, 2020 read with circular dated 8th April, 2020 and 13th April, 2020 (collectively referred to as ("MCA circular") permitted the holding of the Annual General Meeting ("AGM") through VC / OAVN, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 ("Act"), SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Obligations") and MCA Circulars, the AGM of the Company is being held through VC / OAVM.
2. A statement pursuant to Section 102(1) of the Act, relating to the Special Business to be transacted at the AGM is annexed hereto.
3. Generally, a member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself and the proxy need not be a member of the Company. Since this AGM is being held through VC / OAVM pursuant to the MCA Circulars, physical attendance of members has been dispensed with. Accordingly, the facility for appointment of proxies by the members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed hereto.
4. Since the AGM will be held through VC/ OAVM, the route map of the venue of the Meeting is not annexed hereto.
5. In terms of the provisions of Section 152 of the Act, Mr. Kushal Chand Jain Director of the Company, retire by rotation at the Meeting and being eligible offers herself for re-appointment.
6. The relevant details, pursuant to Regulation 26(4) and 36(3) of the SEBI Listing Regulations and Secretarial Standards on General Meeting issued by the Institute of Company Secretaries of India, in respect of Directors seeking appointment / re-appointment at this Meeting are provided in the "Annexure" to the Notice.
7. Institutional / Corporate Shareholders(i.e. other than individuals / HUF,NRI, etc.) are required to send scanned copy (PDF/JPG Format) of its Board or governing body resolution/authorization etc., authorizing its representative to attend the AGM through VC / OAVM on its behalf and to vote through remote e-voting. The said resolution/authorization shall be sent to the Scrutinizers by email through its registered email address with a copy marked to the Company.
8. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holding to dematerialized form.
9. Members can contact the Company or Company's Registrars and Transfer Agents, Link Intime India Private Limited, for assistance in this regard. Members may also refer to Frequently Asked Questions ("FAQs") on Company's website: [www.acirealty.co.in](http://www.acirealty.co.in).

10. The Register of Members and Share Transfer Register of the Company will remain closed from Tuesday, 22<sup>nd</sup> September, 2020 to Monday, 28<sup>th</sup> September, 2020 (both days inclusive).
11. The Members are requested to:
  - 1) intimate any change in their address to the Registrars and Transfer Agents, Link Intime India Private Limited, C-101, 1st Floor, 247 Park, Lal Bahadur Shastri Marg, Vikhroli (West), Mumbai- 400083.
  - 2) Quote their Folio No. /Client ID No. in their correspondence with the Company/Registrar and Share Transfer Agents.
  - 3) Send their queries at least 10 days in advance so that the required information can be made available at the meeting.
  - 4) Intimate Registrar and Share Transfer Agents M/s. Link Intime India Private Limited for consolidation of their folios, in case they are having more than one folio.
12. To support the “Green Initiative for Paperless Communications” Members who have not yet registered their email ids are requested to register the same with their DPs in case the shares are held in electronic form and with Company's RTA in case the shares are held in physical form.
13. In case of joint holders, the Members whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
14. In compliance with the aforesaid MCA Circulars and SEBI Circular dated 12<sup>th</sup> May, 2020, Notice of the AGM along with the Annual Report 2019-20 is being sent only through electronic mode to those Members whose email address are registered with Company/Depositories. Members may note that the Notice and Annual Report 2019-20 will also be available on the Company's website and Website of Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and on the website of NSDL <https://www.evoting.nsdl.com>.
15. Members attending the AGM through VC / OAVM shall be counted for the purpose of reckoning the quorum under Section 103 of the Act.
16. The Company has engaged the services of the National Securities Depository Limited (“NSDL”) for facilitating remote e-voting for the said meeting to be held on Monday, 28<sup>th</sup> September, 2020. The Shareholders are requested to follow the instructions mentioned in Note below.
17. The voting by Shareholders through the remote e-voting shall commence at 9.00 a.m. on Friday, 25<sup>th</sup> September, 2020 and shall close at 5.00 p.m. on Sunday, 27<sup>th</sup> September, 2020. During this period, Members holding shares either in physical form or in dematerialized form, as on Monday, 21<sup>st</sup> September, 2020 i.e. cut-off date, may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Those Members, who will be present in the Meeting through VC / OAVM facility and have not cast their vote on the Resolution through remote e-voting and are otherwise not barred from doing so, shall be eligible to vote through e-voting system during the Meeting.
18. The Shareholders of the Company can opt only one mode for voting i.e. remote e-voting or e-voting during the meeting. Once the vote on the resolution is cast by an equity shareholder, he or she will not be allowed to change it subsequently.



19. The Shareholders of the Company attending the Meeting, who have not cast their vote through remote e-voting shall be entitled to exercise their vote during the Meeting by VC/ OAVM. Equity shareholders who have cast their votes through remote e-voting may attend the Meeting but shall not be entitled to cast their vote during the Meeting.
20. Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner as on the cut-off date i.e. Monday, 21<sup>st</sup> September, 2020.
21. The Members whose names appear in the Register of Members / list of beneficial owners as on the cut-off date i.e. Monday, 21<sup>st</sup> September, 2020 only shall be entitled to vote on the resolutions set out in this Notice. Any person who is not a Member as on the cut-off date should treat this Notice for information purposes only.
22. Any person, who acquires shares of the Company and become member of the Company after emailing of the notice and holding shares as of the cut-off date i.e Monday, 21<sup>st</sup> September, 2020, may obtain the login ID and password by sending a request at email ID [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or RTA email ID [ashok.sheru\\_ar@linkintime.co.in](mailto:ashok.sheru_ar@linkintime.co.in).
23. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or contact at the following toll free no.: 1800-222-990.
24. The Members can join the Meeting through VC/ OAVM mode 15 minutes before the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice and the Company may close the window for joining the VC/OAVM Facility 15 minutes after the scheduled time to start the Meeting. The facility of participation at the Meeting through VC/OAVM will be made available for 1000 members on first come first serve basis. The large shareholders (i.e. shareholders holding 2% or more shareholding), promoters, institutional investors, directors, key managerial personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, auditors, etc. can attend the Meeting without any restriction on account of first-come first-served principle.
25. Any queries / grievances in relation to the voting by e-voting may be addressed to the Company Secretary of the Company through email at [compliance@acirealty.co.in](mailto:compliance@acirealty.co.in), or may be addressed to NSDL at [evoting.nsdl.co.in](mailto:evoting.nsdl.co.in).
26. The Board of Directors has appointed Sanjay Dholakia (Membership No. 2655, C.P. NO. 1798) of Sanjay Dholakia & Associates, Practicing Company Secretaries as the Scrutinizer to scrutinize the voting during the AGM and remote e-voting process in a fair and transparent manner.
27. For Members receiving e-mail on their registered email ids from NSDL:

Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2: Cast your vote electronically on NSDL e-Voting system.

**Details on Step 1 are mentioned below:**

**How to Log-into NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.

2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen. *Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsd.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*

4. Your User ID details are given below :

**Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical**

a) For Members who hold shares in demat account with NSDL.

8 Character DP ID followed by 8 Digit Client ID  
For example if your DP ID is IN300\*\*\* and Client ID is 12\*\*\*\*\* then your user ID is IN300\*\*\*12\*\*\*\*\*.

b) For Members who hold shares in demat account with CDSL.

16 Digit Beneficiary ID  
For example if your Beneficiary ID is 12\*\*\*\*\* then your user ID is 12\*\*\*\*\*

c) For Members holding shares in Physical Form.

EVEN Number followed by Folio Number registered with the company

For example if folio number is 001\*\*\* and EVEN is 101456 then user ID is 101456001\*\*\*

5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

- (ii) If your email ID is not registered, your 'initial password' is communicated to you on your postal address.
6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
    - a) Click on “[Forgot User Details/Password?](#)”(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com). [Physical User Reset Password?](#)
    - b) (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
  7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

**Details on Step 2 are given below:**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [sanjayrd65@gmail.com](mailto:sanjayrd65@gmail.com) with a copy marked to [evoting@nsdl.co.in](http://www.evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful

attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

- 3 In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self-attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to [compliance@acirealty.co.in](mailto:compliance@acirealty.co.in).
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [compliance@acirealty.co.in](mailto:compliance@acirealty.co.in).

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE MEETING ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the Meeting is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ Shareholders, who will be present at the Meeting through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the Meeting.
3. Members who have voted through Remote e-Voting will be eligible to attend the Meeting. However, they will not be eligible to vote at the Meeting.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the Meeting shall be the same person mentioned for Remote evoting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE MEETING THROUGH VC/ OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the Meeting through VC/ OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under Shareholders/ Members login by using the remote e-voting credentials. The link for VC/ OAVM will be available in Shareholder/Members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders, who would like to express their views/ have questions may send their questions in advance mentioning their name, demat account number/ folio number, email id, mobile number at [compliance@acirealty.co.in](mailto:compliance@acirealty.co.in). The same will be replied by the Company suitably.

**Other Instructions**

28. The Scrutinizer shall, immediately after the conclusion of voting at the AGM, first count the votes cast during the AGM, thereafter unblock the votes cast through remote e-voting and make, not later than 48 hours of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
29. The result declared along with the Scrutinizer's Report shall be placed on the Company's website at [www.acirealty.co.in](http://www.acirealty.co.in) and on the website of NSDL <https://www.evoting.nsdl.com> immediately. The Company shall simultaneously forward the results to BSE Limited where the shares of the Company are listed.

30. The relative Explanatory Statements, pursuant to Section 102 of the Companies Act, 2013, in respect of the Business under Item Nos.4 and 5, of the accompanying Notice is annexed hereto.

ANNEXURE TO NOTICE

A.

Details of Directors seeking re-appointment as per regulation-2 issued by the issued by the Institute of Company Secretaries of India at the forth coming Annual General Meeting:

Name	Mr. Kushalchand Jain	Ms. Krishna Vyas
Age	71	25
Date of First Appointment	07/06/2012	29/06/2020
Date of Birth	24/10/1949	27/07/1995
Qualification	SSC	B.COM
Nature of Expertise	Planning & Education of Construction related work. Financial Management and administration.	Experience of Financial & management
Experience	43 Year	5 Years
Name of other Public Companies in which holds Directorship	Nil	Swadeshi Industries & Leasing Limited
Name of other Companies in Committees of which holds Membership/ Chairmanship	Nil	Swadeshi Industries & Leasing Limited
Shareholding in ACI Infocom Limited	NIL	NIL
Inter-se Relations Among Directors	No	No
Details of last Remuneration drawn	31/03/2020	NIL

BY ORDER OF THE BOARD OF DIRECTORS  
For **ACI INFOCOM LIMITED**

Kushal chand Jain  
Managing Director  
(DIN 03545081)

**Regd Office:**

121, V Mall, Thakur Complex, Kandivali (East),  
Mumbai - 400 101  
CIN: L72200MH1982PLC175476

Date: 31<sup>st</sup> August, 2020

Place: Mumbai

ANNEXURE TO NOTICE Explanatory Statement PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

The following Statement sets out all material facts relating to the Special Business mentioned in the accompanying notice.

Item No. 4

The Board of Directors had appointed Ms. Krishna Kamalkishor Vyas (DIN: 07444324) as an Additional Director (Non-Executive & Independent) of the Company with effect from 29<sup>th</sup> June, 2020, on the recommendation of the Nomination and Remuneration Committee. As per the provisions of Section 161(1) of the Act, he holds office of Additional Director only up to the date of this Annual General Meeting of the Company and is eligible for appointment as Director. The Company in turn has received a notice in writing under Section 160(1) of the Act proposing her candidature for the office of Director of the Company.

The Board has also approved the appointment of Ms. Krishna Kamalkishor Vyas (DIN: 07444324), as an Independent Director for the period of five years with effect from 29<sup>th</sup> June, 2020 and being eligible and be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation.

Further details of Ms. Krishna Kamalkishor Vyas (DIN: 07444324), have been given in the Annexure to this Notice.

None of the Directors and Key Managerial Personnel of the Company and their respective relatives is concerned or interested, in the Resolution set out at Item No. 4 of the Notice.

The Board recommends the Resolution as set out in the Item No. 4 of the accompanying Notice for the approval by the Members of the Company.

Item No. 5

Mr. Kushal chand Jain was appointed by the Board of Directors of the Company as the Managing Director for a period of five years with effect from 13<sup>th</sup> November, 2019, subject to the approval of the Members.

Mr. Kushal chand Jain is not disqualified from being re-appointed as a Director in terms of Section 164 of the Act and has given his consent to act as Managing Director of the Company.

Mr. Kushal chand Jain satisfies all the conditions as set out in Section 196(3) of the Act and Part-I of Schedule V to the Act, for being eligible for his appointment.

The Board at the aforesaid meeting, on the recommendation of the Committee, also recommended for the approval of the Members, the re-appointment of Mr. Kushal chand Jain as a Managing Director of the Company, as set out in the Resolution relating to his re-appointment, on the following remuneration:-

- (i) Basic / Consolidated Salary – Rs. 25000/-per month.
- (ii) Performance Bonus –. NIL
- (iii) Perquisites-NIL

Mr. Kushal Chand Jain and his relatives are interested in these Resolutions. None of the other Directors and Key Managerial Personnel of the Company, or their relatives, is interested in this Resolutions.

The Board recommends these Resolutions for your approval.

BY ORDER OF THE BOARD OF DIRECTORS  
For **ACI INFOCOM LIMITED**

Sd/-

Kushal chand Jain  
Managing Director  
(DIN 03545081)

**Regd Office:**

121, V Mall, Thakur Complex, Kandivali (East),  
Mumbai - 400 101  
CIN: L72200MH1982PLC175476

Date: 31<sup>st</sup> August, 2020  
Place: **Mumbai**

**DIRECTORS' REPORT**

[(Disclosure under Section 134(3) of the Companies Act, 2013)  
{Read With Companies (Accounts) Rules, 2014}]

Dear Shareholders,

Your Directors are presenting the 38<sup>th</sup> Annual Report of your Company and the Audited Financial Statements for the year ended 31<sup>st</sup> March 2020.

**1. Financial Summary or Highlights/ Performance of the Company:**

(in Lacs)

Particulars	2019-20	2018-19
Revenue from Operations	103.58	399.23
Other Income	50.05	55.16
Profit before depreciations & tax	(3.42)	0.43
Less: depreciation	0	0
Profit before tax	(3.42)	0.43
Provision for taxation (incl. deferred tax)	(0.87)	-0.09
Profit/ (Loss) for the year carried to BalanceSheet	(2.55)	0.53

**2. Brief description of the Company's working during the year/ state of Company's affair:**

During the year under review, the Company revenue from operations stood at Rs. 103.58 as against Rs. 399.23 Lakhs in the previous year and the total income (which includes other income) stood at Rs. 153.64 Lakhs as against Rs. 454.39 Lakhs. The Company has earned a Net loss of Rs. 2.55 Lakhs as compared to the Profit of Rs. 0.53Lakhs during the previous accounting year. Your Directors are hopeful of much better results in future.

**3. COVID-19**

The World Health Organization declared a global pandemic of the Novel Coronavirus disease (COVID-19) on February 11, 2020. In enforcing social distancing to contain the spread of the disease, our offices and client offices all over the world have been operating with minimal or no staff for extended periods of time. To effectively respond to and manage our operations through this crisis, the Company triggered its business continuity management program, chaired by the Chief Operating Officer. In keeping with its employee-safetyfirst approach, the Company quickly instituted measures to trace all employees and be assured of their well-being.

Our teams reacted with speed and efficiency, and quickly leveraged technology to shift the workforce to an entirely new 'work-from-home' model. Proactive preparations were done in our work locations during this transition to ensure our offices and training centers were safe.

As a responsible member of the communities that it operates in, the Company has contributed to various COVID-19 relief and monitoring programs in India. Contributions made here will be channelized through suitable government agencies / NGOs.

**4. Dividend**

To consolidate the future position of the Company and support the fund requirements to stimulate growth, your Board of Directors regret their inability to recommend any dividend for the year.

**5. Reserves**

The whole profit after tax has been transferred to P&L surplus. There is no amount that has been proposed to be carried to any other reserves.

**6. Change in the nature of business, if any:**

There was no change in nature of business.

## 7. Share Capital

The Authorised Share Capital of the Company is Rs. 13,50,00,000. The Issued, Subscribed and Paid up Capital of the Company stood at Rs. 11,04,90,900 as on March 31, 2020. There was no requirement of fresh capital infusion during the year under review.

## 8. Material changes and commitments, if any, affecting the financial position of the Company which have occurred between the end of the financial year of the Company to which the financial statements relate and the date of the report:

No material changes have occurred subsequent to the close of the financial year of the Company to which the balance sheet relates and the date of the report.

## 9. Details of significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future:

There were no significant and material orders passed by the regulators or courts or tribunals impacting the going concern status and Company's operations in future.

## 10. Details of Subsidiary/ Joint Ventures/ Associate Companies:

The Company did not have any Subsidiary Company/Joint Venture/Associate Company during the year under review.

## 11. Public Deposits:

Your Company has not been accepting any deposits from the public and hence there are no unpaid /unclaimed deposits or any instance of default in repayment thereof.

## 12. Extract of the Annual Return:

In accordance with Section 134(3)(a) of the Companies Act, 2013, an extract of the Annual Return in Form MGT – 9 in terms of provisions of Section 92(3) of the Companies Act, 2013 read with Rules thereto is available on website of the Company [www.acirealty.co.in](http://www.acirealty.co.in)

In terms of Rule 12(1) of the Companies (Management and Administration) Rules, 2014, extract of Annual Return is enclosed as Annexure-1.

## 13. Conservation of energy, technology absorption and foreign exchange earnings and outgo:

### A. CONSERVATION of energy:

#### i. The steps taken or impact on conservation of energy:

Though our operations are not energy- intensive, efforts have been made to conserve energy by utilizing energy-efficient equipments.

#### ii. The steps taken by the Company for utilizing alternate sources of energy:

The Company is using electricity as the main source of energy and is currently not exploring any alternate source of energy. In future your Company will take steps to conserve energy and use alternative source of energy such as solar energy.

#### iii. The capital investment on energy conservation equipments:

Your Company firmly believes that our planet is in dire need of energy resources and conservation is the best policy. Your Company has not made any investment on energy conservation equipments.

### B. Technology absorption:

#### i. The efforts made towards technology absorption:

During the year the Company does not have any plant & machinery. Therefore no technology absorption and research and development activity are carried out.



ii. **The benefits derived like product improvement, cost reduction, product development or import substitution:**

No such specific benefit derived during the year due to technology absorption.

iii. **In case of imported technology (imported during the last three years reckoned from the beginning of the financial year):**

No technology has been imported by the Company.

iv. **The expenditure incurred on Research and Development: Nil**

**C. Foreign exchange Earnings and Outgo:**

	<b>Current Year</b>	<b>Previous Year</b>
Foreign Exchange Earnings and Outgo	NIL	NIL

**14. Directors And Key Managerial Personnel:**

**A. Changes in Directors and Key Managerial Personnel**

During the year, Mr. Anand Kumar Jain, resigned from the post of Managing Directors of the Company and Board has appointed Mr. Kushal Chand Jain as a Managing Director of the Company w.e.f 13<sup>th</sup> November, 2019.

Mr. Kushal Chand Jain (DIN 03545081), Director who is liable to retire by rotation at the ensuing Annual General Meeting and being eligible, seek reappointment pursuant to Section 152 of the Companies Act, 2013 and Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Board of Directors at its Meeting held on 13<sup>th</sup> November, 2019, Ms. Sangeeta Birla resigned from the post of Company Secretary and Compliance Officer of the Company and appointed Ms. Sarika Mehta as Company Secretary of the Company and also as Compliance Officer of the Company under Regulation 6(1) of LODR, 2015 with effect from 13<sup>th</sup> November, 2019, pursuant to the provision of Section 203 and other applicable provision/rules/regulations including any modification or re-enactment thereof), if any, of the Companies Act, 2013.

The following are the Key Managerial Personnel of the Company pursuant to Section 203 of the Companies Act, 2013:

Sr. No.	Name of the Person	Designation
1	Mr. Kushal Chand Jain	Managing Director
2	Mr. Dilip Kumar Dhariwal	Chief Financial Officer
3	Mrs. Sarika Mehta	Company Secretary

**B. Board Evaluation:**

Pursuant to the provisions of the Companies Act, 2013 and the SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, the Board has carried out an annual performance evaluation of its own performance, of individual Directors as well as the evaluation of the working of its Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee.

**Directors:**

**i. Independent Directors:**

In accordance with the criteria suggested by the Nomination and Remuneration Committee, the performance of each independent director was evaluated by the entire Board of Directors (in the absence of the director getting evaluated) on various parameters like engagement, leadership, analysis, decision making, communication, governance, interest of stakeholders, etc. The Board was of the unanimous view that every Independent Director was a reputed professional and brought his rich experience to the deliberations of the Board. The Board also appreciated the contribution made by all Independent Directors in guiding the management to achieving higher growth and continuance of each independent director on the Board will be in the interest of the Company.

## ii. Non-Independent Directors:

The performance of all the non-independent directors was evaluated by the Independent Directors at their separate meeting. Further, their performance was also evaluated by the Board of Directors. The various criteria considered for the purpose of evaluation included leadership, engagement, transparency, analysis, decision making, functional knowledge, governance, stakeholders etc. The Board was of the unanimous view that all the non-independent directors were providing good business and people leadership.

## iii. Declaration by an Independent Director(s) and re-appointment, if any:

All the Independent Directors have provided the declaration of Independence, as required pursuant to Section 149(7) of the Companies Act, 2013, stating that they meet the criteria of independence as provided in sub-section (6).

## iv. Familiarization Programme to Independent Directors:

The Company provides suitable familiarization programme to Independent Directors so as to associate themselves with the nature of the industry in which the company operates and business model of the company in addition to regular presentation on technical operations, marketing and exports and financial statements. In addition to the above, Directors are periodically advised about the changes effected in the Corporate Law, Listing Regulations with regard to their roles, rights and responsibilities as Directors of the company. The same is available on the website of the company.

## 15. Details of Committee of the Board:

Currently the Board has 3 Committees: the Audit Committee, Nomination and Remuneration Committee & Stakeholder's Relationship Committee. The Composition of various committees and compliances, as per the applicable provisions of the Companies Act, 2013 and the Rules there under and SEBI (Listing Obligation and Disclosure Requirements) Regulations, 2015, are as follows:

### A. Audit Committee:

#### i. Constitution of Audit Committee:

The Audit Committee comprises of Mr. Hemantkumar S. Jain, Independent Director as the Chairman of the Committee, Mr. Kushal Chand Jain Managing Director and Ms. Sejal Nahar, Directors as the members of the Committee. The recommendations of the Audit Committee is always welcomed and accepted by the Board and all the major steps impacting the financials of the Company are undertaken only after the consultation of the Audit Committee.

#### ii. Details of establishment of vigil mechanism for directors and employees:

The Company has established vigil mechanism pursuant to Section 177(9) of the Companies Act, 2013 for Directors and Employees to report their concerns and has also taken steps to safeguard any person using this mechanism

from victimization and in appropriate and exceptional cases; there is direct access to approach Mr. Hemantkumar S. Jain, Chairman of the Audit Committee.

### B. Nomination and remuneration committee:

The Nomination and Remuneration Committee under Section 178 of the Companies Act, 2013 comprises of Mr. Hemantkumar S. Jain, Independent Director as the Chairman of the Committee, Mr. Kalpesh Bhandari, Mr. Kushal Chand Jain Managing Director and Ms. Sejal Nahar, Director are the members of the Committee.

The Company has defined the policy on all Director's and key person's appointment and remuneration including criteria for determining qualifications, positive attributes, independence of a Director. The nomination & remuneration policy adopted by the Company has been posted on the Company's website [www.acirealty.co.in](http://www.acirealty.co.in).

The Terms of reference of the Nomination and Remuneration Committee, number and dates of meetings held, attendance of the members of the Committee and more details on the Committee are given in the Corporate Governance Report which forms part of this Annual Report.

**Details of remunerations paid to the Directors during 2019-20 are given below:**

Name of the Directors	Directors' Position	Relationship with other Directors	Salary & allowances (Rs.)	Perquisites (Rs.)	Sitting Fees (Rs.)
Mr.Kushal Chand Jain (DIN 03545081)	Managing Director	--	Rs.300000 p.a.	Nil	Nil
**Mr. Anand Kumar Jain (DIN 02411779)	Managing Director	--	Rs 150000	Nil	Nil
Mr.Hemant kumar S Jain (DIN 06778764)	Independent Director	--	Nil	Nil	Nil
***Ms.Sejal Suresh Nahar (DIN 07141552)	Independent Director	--	Nil	Nil	Nil
Mr.Kalpesh Bhandari (DIN 03146496)	Independent Director	--	Nil	Nil	Nil
*Mr. Dilip Dhariwal	CFO		Rs.420000	Nil	Nil
*Ms. Sarika Mehta	Company Secretary	--	Rs. 100000	Nil	Nil

(\*Appointed on 13<sup>th</sup> November, 2019) (\*\*Resignation on 13<sup>th</sup> November, 2019) (\*\*\*) Resignation on 29<sup>th</sup> June 2020)

**C. Stakeholder's Relationship Committee:**

The Stakeholder's Relationship Committee comprises of Mr. Hemantkumar S Jain, Independent Director as the Chairman of the Committee, Mr. Kushal Chand Jain Managing Director and Ms. Sejal Nahar, Director are the members of the Committee. The role of the Committee is to consider and resolve securities holders' complaint. The meetings of the Committee are held once in a quarter and the complaints are responded within the time frame provided.

**16. Statutory Auditors:**

In accordance with the provisions of Section 139 of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014, M/s AGRAWAL JAIN & GUPTA, Chartered Accountants, having ICAI Firm Registration No. 013538C, who have offered themselves for appointment and have confirmed their eligibility to be appointed as Auditors, in terms of provisions of Section 141 of the Act, and Rule 4 of the Rules, be and are hereby appointed as Statutory Auditors of the Company for the Company's financial year, 2020-21 to 2024-25 on such remuneration as may be agreed upon by the Board of Directors and the Auditors, in addition to GST and re-imburement of out of pocket expenses incurred by them in connection with the audit of Accounts of the Company

Consent and Certificate u/s. 139 of the Companies Act, 2013 have been obtained from M/s AGRAWAL JAIN & GUPTA, Chartered Accountants, having ICAI Firm Registration No. 013538C, to the effect that their appointment, if made, shall be in accordance with the applicable provisions of the Act and the Rules made there under.

As required under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, M/s AGRAWAL JAIN & GUPTA, Chartered Accountants, having ICAI Firm Registration No. 013538C, have confirmed that they hold a valid certificate issued by the Peer Review Board of ICAI.

There is no qualification, reservation or adverse remark or disclaimer made by the Statutory Auditors in its report and therefore, there are no further explanations to be provided for in this report.

**17. Secretarial Auditor:**

The Board of Directors have appointed M/s. Sindhu Nair & Associates, Practicing Company Secretaries to conduct Secretarial Audit for the financial year 2019-20, as required under Section 204 of the Companies Act, 2013 and the rules framed there under. The report of the Secretarial Auditors in Form MR-3 is enclosed as Annexure-2 to this report.

**18. Board Meetings:**

During the year under review, Four (4) Board Meetings were convened and held. Detailed information on the meetings of the Board and all its Committees are included in the report on Corporate Governance, which forms part of this Annual Report. The intervening gap between the meetings was within the period prescribed under the Companies Act, 2013 and the listing regulations.

<b>Sr. No</b>	<b>Type of Meeting</b>	<b>Date</b>
1	Board Meeting	29 <sup>th</sup> May, 2019
2	Board Meeting	13 <sup>th</sup> August, 2019
3	Board Meeting	13 <sup>th</sup> November, 2019
4	Board Meeting	14 <sup>th</sup> February, 2020

**19. Particulars of loans, guarantees or investments under section 186:**

During the year under review, the Company has not provided any loans, made investments, gave guarantees or subscribed/purchased securities under Section 186 of the Companies Act, 2013.

**20. Particulars of contracts or arrangements with Related Party:**

All the related party transactions are entered on arm's length basis and are in compliance with the applicable provisions of the Companies Act, 2013 and listing regulation. There are no materially significant related party transactions made by the Company with Promoters, Directors or Key Managerial Personnel etc. which may have potential conflict with the interest of the Company at Large. Hence, no separate annexure in Form No. AOC -2 in terms of Section 134 of the Act read with Rule 8 of the Companies (Accounts) Rules, 2014 is given. All related party transactions are presented to the Audit Committee and the Board, if required for approval. Omnibus approval is obtained for the transactions which are foreseen and repetitive in nature.

**21. Directors' Responsibility Statement:**

As stipulated under clause (c) of sub-section (3) of Section 134 of the Companies Act, 2013, your Directors subscribe to the Directors Responsibility Statement and state that:

- a) In preparation of the annual accounts, the applicable accounting standards had been followed and there are no material departures from them;
- b) the Directors had selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- c) the Directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d) the Directors had prepared the annual accounts on a going concern basis;
- e) the Directors had laid down internal financial controls to be followed by the Company & that such internal financial controls are adequate and were operating effectively; and
- f) the Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

**22. Managerial Remuneration:**

- A) Details of the ratio of the remuneration of each director to the median employee's remuneration and other details as required Pursuant to Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014- are annexed as Annexure- 3.

- B) The Company doesn't have any employee falling within the preview of Section 197 of the Companies Act, 2013, read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 hence, no such details to be provided.

## **23. Management Discussion and Analysis Report:**

Management Discussion and Analysis Report for the financial year under review as stipulated under Regulation 34 read with part B of Schedule V of Listing Regulations entered into with the Stock Exchanges is set out in a separate section forming part of Director Report as Annexure- 4.

## **24. Secretarial Standards**

The Directors state that "the Board have devised proper systems to ensure compliance with the provisions of all applicable Secretarial Standards and that such systems are adequate and operating effectively".

## **25. Corporate Governance:**

At ACI, it is imperative that our company affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of our stakeholders. As per the Regulation 27 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirements), Regulations 2015a separate section on Report on corporate governance practices followed by the Company, together with a certificate from the Company's Auditors confirming compliance is annexed as a part of the Annual Report as Annexure- 5 & 6.

## **26. Corporate Social Responsibility (CSR):**

In line with the new provisions of the Companies Act, 2013 and the rules framed there under with respect to the Corporate Social Responsibility (CSR), your company is not governed by the provisions of Section 135 of the Companies Act, 2013 and Companies (Corporate Social Responsibility Policy) Rules, 2014. So, the Company is not required to formulate a policy on CSR and also has not constituted a CSR Committee.

## **27. Internal Financial Control System and their Adequacy:**

Adequate internal controls, systems, and checks are in place, commensurate with the size of the Company and the nature of its business. The management exercises financial control on the operations through a well-defined budget monitoring process and other standard operating procedures.

## **28. Risk Management Policy:**

There is a continuous process for identifying, evaluating and managing significant risks faced through a risk management process designed to identify the key risks facing business. Risks would include significant weakening in demand from core-end markets, inflation uncertainties and any adverse regulatory developments, etc. During the year a risk analysis and assessment was conducted and no major risks were noticed.

## **29. Disclosure as per Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 :**

Pursuant to Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 read with Rule 14, the internal authorized person under the said act has confirmed that no complaint/case has been filed/pending with the Company during the year.

## **30. Other Disclosures / Reporting:**

Your Directors state that no disclosure or reporting is required in respect of the following items as there were no transactions on these items during the year under review:

- a) Details relating to deposits covered under Chapter V of the Act.
- b) Issue of equity shares with differential rights as to dividend, voting or otherwise.
- c) Issue of shares (including sweat equity shares) to employees of the Company under any scheme.
- d) Details of payment of remuneration or commission to Managing Director or Joint Managing Director of the Company from

any of its subsidiaries as the Company does not have any Subsidiaries/Joint Venture/Associate Company.

e) Voting rights which are not directly exercised by the employees in respect of shares for the subscription/ purchase of which loan was given by the Company (as there is no scheme pursuant to which such persons can beneficially hold shares as envisaged under section 67(3)(c) of the Companies Act, 2013).

### **31. Acknowledgement:**

Your Directors wish to place on record their appreciation for the co-operation extended by all the employees, Bankers, Financial Institutions, various State and Central Government authorities and stakeholders.

For **ACI INFOCOM LIMITED**

Sd/-

Mr. Kushal Chand Jain  
Chariman & Managing Director  
(DIN 03545081)

Date: 29<sup>th</sup>, June 2020

**Place: Mumbai**

## Annexure 1

### EXTRACT OF ANNUAL RETURN FORM MGT 9 (Pursuant to Section 92 (3) of the Companies Act, 2013 and Rule 12(1) of the Company (Management & Administration) Rules, 2014)

Financial Year ended on 31.03.2020

#### I. REGISTRATION & OTHER DETAILS:

1	CIN	L72200MH1982PLC175476
2	Registration Date	21 <sup>st</sup> December, 1982
3	Name of the Company	ACI INFOCOM LIMITED
4	Category/Sub-category of the Company	Public Limited Company
5	Address of the Registered office & contact details	121, V Mall, Thakur Complex, Kandivali (East), Mumbai - 400 101 Ph no-022-40166323 E-Mail: <a href="mailto:compliance@acirealty.co.in">compliance@acirealty.co.in</a> , Web Site: <a href="http://www.acirealty.co.in">www.acirealty.co.in</a>
6	Whether listed company	YES
7	Name, Address & contact details of the Registrar & Transfer Agent, if any.	Link Intime India Private Limited C-101, 1st Floor, 247 Park, L. B. S. Marg, Vikhroli (West), Mumbai-400083. Tel: 022-25963838 Fax: 022-25946969 E-mail: <a href="mailto:mumbai@linkintime.co.in">mumbai@linkintime.co.in</a>

#### II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY:

All the business activities contributing 10% or more of the total turnover of the Company shall be stated

Sr.No.	Name & Description of main products/services	NIC Code of the Product /service	% to total turnover of the company
1.	Realty Business	4100	100

#### III. PARTICULARS OF HOLDING, SUBSIDIARY & ASSOCIATE COMPANIES:

Sr. No.	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares Held	Applicable Section
<b>NIL</b>					

#### IV. SHAREHOLDING PATTERN (Equity Share capital Break up as % to total Equity)

Category of Shareholders	No. of Shares held at the beginning of the year				No. of Shares held at the end of the year				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters	0	0	0	0	0	0	0	0	0
(i) Indian	0	0	0	0	0	0	0	0	0
a) Individual/HUF	0	0	0	0	0	0	0	0	0
b) Central Govt. Or State Govt.	0	0	0	0	0	0	0	0	0
c) Bodies Corporate	22829644	0	22829644	20.66	22829644	0	22829644	20.66	0
d) Bank/FL	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
<b>Sub Total: (A) (i)</b>	<b>22829644</b>	<b>0</b>	<b>22829644</b>	<b>20.66</b>	<b>22829644</b>	<b>0</b>	<b>22829644</b>	<b>20.66</b>	<b>0</b>

a) NRI- Individuals	0	0	0	0	0	0	0	0	0
b) Other Individuals	0	0	0	0	0	0	0	0	0
c) Bodies Corp.	0	0	0	0	0	0	0	0	0
d) Banks/FI	0	0	0	0	0	0	0	0	0
e) Any other	0	0	0	0	0	0	0	0	0
<b>Sub Total (A) (ii)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>
<b>Total Shareholding of Promoter (A)= (A)(i)+(A)(ii)</b>	<b>22829644</b>	<b>0</b>	<b>22829644</b>	<b>20.66</b>	<b>22829644</b>	<b>0</b>	<b>22829644</b>	<b>20.66</b>	<b>0</b>
<b>B. Public Shareholding</b>									
(i) Institutions	0	0	0	0	0	0	0	0	0
a) Mutual Funds	0	0	0	0	0	0	0	0	0
b) Banks/FI	0	0	0	0	2670000	0	2670000	2.42	2.42
c) Central Govt.	0	0	0	0	0	0	0	0	0
d) State Govt.	0	0	0	0	0	0	0	0	0
e) Venture Capital Fund	0	0	0	0	0	0	0	0	0
f) Insurance Companies	0	0	0	0	0	0	0	0	0
g) FIIS	0	0	0	0	0	0	0	0	0
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0
i) Others (specify)	0	0	0	0	0	0	0	0	0
<b>Sub Total: (B) (i)</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>0</b>	<b>2670000</b>	<b>0</b>	<b>2670000</b>	<b>2.42</b>	<b>2.42</b>
(ii) Non Institutions									
a) Bodies corporate	14823604	988000	15811604	14.31	15784758	988000	16772758	15.18	0.87
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakhs	10307649	2657080	12964729	11.73	10600758	2654080	13254838	12.00	0.27
ii) Individuals shareholders holding nominal share capital in excess of Rs.1 lakhs	44228005	500000	44728005	40.49	46158239	500000	46658239	42.23	1.74
c) Any Other (specify) Trusts	267650	0	267650	0.24	267650	0	267650	0.24	0.00
NRIs	355430	0	355430	0.32	355430	0	355430	0.32	0.00
Clearing Members	5405806	0	5405806	4.89	4315	0	4315	0.00	(4.89)
HUF	8128032	0	8128032	7.36	7678026	0	7678026	6.95	(0.41)
<b>Sub Total (B)(ii):</b>	<b>83516176</b>	<b>4145080</b>	<b>87661256</b>	<b>79.34</b>	<b>80849176</b>	<b>4142080</b>	<b>84991256</b>	<b>76.91</b>	<b>(2.42)</b>
<b>Total Public Shareholding (B)= (B)(i)+(B)(ii)</b>	<b>83516176</b>	<b>4145080</b>	<b>87661256</b>	<b>79.34</b>	<b>83519176</b>	<b>4142080</b>	<b>87661256</b>	<b>79.34</b>	<b>0</b>
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0.00	0
<b>Grand Total (A+B+C)</b>	<b>106345820</b>	<b>4145080</b>	<b>110490900</b>	<b>100.0</b>	<b>106348820</b>	<b>4142080</b>	<b>110490900</b>	<b>100.00</b>	<b>0</b>



## (ii) Share Holding of Promoters:

Sr. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. Of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. Of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	<b>Pujya Guruwar Solar India Pvt Ltd Formally known as Prog Dye Chem Private Limited</b>	22829644	20.662	Nil	22829644	20.662	0.00	Nil

## (iii) Change in Promoters' Shareholding (Specify if there is no change):

Sr. No	Particulars	Shareholding at the beginning of the year		Increase/ Decrease in no. of shares	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company		No. of Shares	% of total shares of the company
1.	<b>Pujya Guruwar Solar India Pvt Ltd Formally known as Prog Dye Chem Private Limited</b>	22829644	20.662	NIL	22829644	20.662

## (iv) Shareholding Pattern of Top Ten Shareholders (other than Directors, Promoters & Holders of GDRs & ADRs):

Sr. No	Particulars	Shareholding at the beginning of the year		Increase/ Decrease in no. of shares	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company		No. of Shares	% of total shares of the company
1	Chandra Prasad SatyanarayanDiddi	3594624	3.2533	No Change	3594624	3.2533
2	Icon Multitrade LLP	3565000	3.2265	No Change	3565000	3.2265
3	Perk Textile (OPC)	3239891	2.9323	No Change	3239891	2.9323
4	Suresh Chandra	3145138	2.8465	No Change	3145138	2.8465
5	Kalash Shares And Securities Pvt Ltd	3000000	2.7152	No Change	3000000	2.7152
6	ICICI Bank Limited	0	0	Purchased on 20 <sup>th</sup> March, 2020	2670000	2.4165
7	SurajKenwar	2301795	2.0832	No Change	2301795	2.0832
8	MediskillPharma (OPC)	2257000	2.0427	No Change	2257000	2.0427
9	Shantilal Mansukhlal Shah	0	0	Purchased	2100000	1.9006
10	Sunil Hanskrishna Khanna	1876100	1.6980	No Change	1876100	1.6980

## (v) Shareholding of Directors and Key Managerial Personnel:

Sr. No	Particulars	Shareholding at the beginning of the year		Increase/ Decrease in no. of shares	Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company		No. of Shares	% of total shares of the company
1	Kushal Chand Jain	NIL	NIL	NIL	NIL	NIL
2	KalpeshBhandari	NIL	NIL	NIL	NIL	NIL
3	Hemant Kumar Jain	NIL	NIL	NIL	NIL	NIL
4	SejalNahar	NIL	NIL	NIL	NIL	NIL
5	Dilip Dhariwal	NIL	NIL	NIL	NIL	NIL
6	Sarika Mehta	NIL	NIL	NIL	NIL	NIL

## V. INDEBTEDNESS:

Indebtedness of the Company including interest outstanding/accrued but not due for payment:

Particulars Secured Loans	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtedness
<b>Indebtedness at the beginning of the financial year 01.04.2019</b>				
1) Principal Amount	NIL	NIL	NIL	NIL
2) Interest due but not paid	NIL	NIL	NIL	NIL
3) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total of (1+2+3)</b>	NIL	NIL	NIL	NIL
<b>Change in Indebtedness during the financial year</b>		NIL		
+ Addition	NIL	NIL	NIL	NIL
- Reduction	NIL	NIL	NIL	NIL
Net change	NIL	NIL	NIL	NIL
<b>Indebtedness at the end of the financial year-31.03.20</b>		NIL	NIL	NIL
1) Principal Amount	NIL	NIL	NIL	NIL
2) Interest due but not paid	NIL	NIL	NIL	NIL
3) Interest accrued but not due	NIL	NIL	NIL	NIL
<b>Total of (1+2+3)</b>	NIL	NIL	NIL	NIL

## VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

### A. Remuneration to Managing Director, Whole-Time Directors and/or Manager:

Sr. No	Particulars of Remuneration	Name of MD/WTD/Manager		Total Amount
		Anand Kumar Jain (MD)	Kushal Chand Jain (MD)	
1	Gross Salary			
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	150000	300000	450000
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	0	0	0
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	0	0	0

# ACI INFOCOM LIMITED

2	Stock Option			
3	Sweat Equity	0	0	0
4	Commission - As % of Profit - Others, specify	0	0	0
5	Others, please specify Provident Fund & other Funds	0	0	0
	Performance Bonus	0	0	0
	<b>Total (A)</b>	150000	300000	450000
	<b>Ceiling as per the Act</b>	<b>5% of the net profits of the Company</b>		

## B. Remuneration of other directors:

### I. Other Non-Executive Directors:-

Other Non-Executive Directors	Name of Non-Executive Directors			Total Amount
Fee for attending board committee meetings	0	0	0	0
Commission	0	0	0	0
Others	0	0	0	0
<b>Total (2)</b>	0	0	0	0
<b>Total B = (1+2)</b>				

### C. Remuneration to Key Managerial Personnel Other Than MD/ Manager/ WTD

Sr. No	Particulars of Remuneration	Name of KMP			Total Amount (Rs.)
		Sangeeta Birla (CS)	Sarika Mehta (CS) (Appointed on 13 <sup>th</sup> November, 2019)	Dilip Kumar Dhariwal(CFO)	
1	Gross Salary	1,87,500	1,00,000	4,20,000	7,07,500
	(a) Salary as per provisions contained in section 17(1) of the Income Tax Act	NIL	NIL	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income Tax Act, 1961	NIL	NIL	NIL	NIL
	(c) Profits in lieu of salary under Section 17(3) Income Tax Act, 1961	NIL	NIL	NIL	NIL
2	Stock Option	NIL	NIL	NIL	NIL
3	Sweat Equity	NIL	NIL	NIL	NIL
4	Commission - As % of Profit - Others, specify	NIL	NIL	NIL	NIL
5	Others, please specify Provident Fund & other Funds	NIL	NIL	NIL	NIL
	Performance Bonus	NIL	NIL	NIL	NIL
	<b>Total (C)</b>	1,87,500	1,00,000	4,20,000	7,07,500

**VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES:**

Type	Section of the Companies Act	Brief Description	Details of Penalty/Punishment/ Compounding fees imposed	Authority (RD/NCLT/Court)	Appeal made if any (give details)
<b>A. COMPANY</b>					
Penalty					None
Punishment					
Compounding					
<b>B. DIRECTORS</b>					
Penalty					None
Punishment					
Compounding					
<b>C. OTHER OFFICERS IN DEFAULT</b>					
Penalty					None
Punishment					
Compounding					

## Annexure 2

### FORM NO. MR-3

#### SECRETARIAL AUDIT REPORT

For the financial year ended March 31, 2020

[Pursuant to section 204(1) of the Companies Act, 2013 and rule no. 9 of the Companies  
(Appointment and Remuneration of Managerial Personnel) Rules, 2014]

To,

The Members

**ACI INFOCOM LIMITED**

**Shop No.121, 1<sup>st</sup> Floor, V-Mall,**

**Off W. E. Highway, Near Sai Hospital,**

**Thakur Complex, Kandivali (East),**

**Mumbai – 400 101**

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by ACI INFOCOM LIMITED (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit of the Company, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on March 31, 2020, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2020, according to the provisions of:

- i. The Companies Act, 2013 (the Act) and the rules made there under;
- ii. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- iii. The Depositories Act, 1996 and the Regulations and Byelaws framed there under;
- iv. Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings; - (Not applicable to the Company during the Audit Period);
- v. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
  - a. The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
  - b. The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;
  - c. The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
  - d. The Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014);
  - e. The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

- f. The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g. The Securities and Exchange Board of India (Depositories and Participants) Regulations, 2018
- h. The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; (Not applicable to the Company during the Audit Period);
- i. The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998; (Not applicable to the Company during the Audit Period); and
- j. The Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), 2015.

We have also examined compliance with the applicable clauses of Secretarial Standards with regard to Meeting of Board of Directors (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India.

During the period under review, the Company has complied with the applicable provisions of the Act, Rules, Regulations and Guidelines, as mentioned above **except the following regulations of SEBI (LODR) Regulations, 2015**

- 1) ***Regulation 34: Non-submission of the Annual Report within the period provided under the regulation.***
- 2) ***Regulation 27(2): Non-submission of the Corporate Governance Compliance Report within the period provided under the regulation.***
- 3) ***Regulation 17(1): Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman Director.***

***The Company has received notices from the BSE to the extent of the under mentioned disqualifications and the BSE has also charged a fine on the Company. However, the Company has not yet paid the fine/ penalty levied; but the Company has made the necessary representations to the BSE and has also requested for waiver of the said penalty.***

- 1) ***Regulation 34: Non-submission of the Annual Report within the period provided under the regulation.***
- 2) ***Regulation 27(2): Non-submission of the Corporate Governance Compliance Report within the period provided under the regulation.***
- 3) ***Regulation 17(1): Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman Director.***
- 4) ***Regulation 18(1): Non-compliance with the constitution of Audit Committee.***
- 5) ***Regulation 19(1)/19(2): Non-compliance with the constitution of Nomination and Remuneration Committee.***
- 6) ***Regulation 20(2): Non-compliance with the constitution of Stakeholder Relationship Committee.***
- 7) ***Regulation 21(2): Non-compliance with the constitution of Risk Management Committee.***

We further report that:

Except the aforesaid disqualifications, the Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors / Committees of Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Based on the representation given by the Management of the Company and as verified by us, it is observed that there are no such laws which are specifically applicable to the industry in which the Company operates.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

Majority decisions of the Board are carried out unanimously as recorded in the minutes of the meetings of the Board of Directors.

We further report that there are adequate systems and processes in the Company commensurate with the size and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

This Report is to be read with our letter of even date which is annexed as Annexure I and forms an integral part of this Report.

**For SINDHU NAIR & ASSOCIATES**

Sd/-

**(SINDHU G NAIR)**  
**Practicing Company secretary**  
**Proprietor**  
**(FCS- 7938, CP- 8046)**  
**UDIN: F007938B000392388**

**Place : Mumbai**  
**Date: 29-06-2020**

## ANNEXURE I TO SECRETARIAL AUDIT REPORT

To,  
The Members  
**ACI INFOCOM LIMITED**  
**Shop No.121, 1<sup>st</sup> Floor, V-Mall,**  
**Off W. E. Highway, Near Sai Hospital,**  
**Thakur Complex, Kandivali (East),**  
**Mumbai – 400 101**

Our report of even date is to be read along with this letter.

1. Maintenance of secretarial record is the responsibility of the management of the Company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done on test basis to ensure that the correct facts are reflected in secretarial records. We believe that the practices and processes we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Account of the Company.
4. Wherever required, we have obtained management representation about the compliance of laws, rules, regulations, norms and standards and happening of events.
5. The compliance of the provisions of the Corporate and other applicable laws, rules, regulations and norms is the responsibility of management. Our examination was limited to the verification of procedure on test basis.
6. Audit Report is neither an assurance as to the future viability of the Company nor of the efficacy or effectiveness with which the management has conducted the affairs of the Company.

**For SINDHU NAIR & ASSOCIATES**

Sd/-

**(SINDHU G NAIR)**  
**Practicing Company Secretary**  
**Proprietor**  
**(FCS- 7938, CP- 8046)**

**Place:** Mumbai  
**Date:** 29-6-2020



## Annexure -3

### DETAILS OF REMUNERATION

#### Details pertaining to remuneration as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

The percentage increase in remuneration of each Director during the Financial Year 2019-20, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the financial year 2019-20 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/ KMP and Designation	Remuneration of Director/ KMP for the financial year 2019-20	% Increase in Remuneration in the Financial Year 2019-20	Ratio of remuneration of each Director/ to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1.	Anand Kumar Jain	1,50,000	NIL	1:1	Refer Note Below
2.	Kushal Chand Jain	3,00,000	NIL	1:1	

@ The Independent Directors did not draw any remuneration during the financial year 2019-20

- i. The ratio of the remuneration of each director to the median remuneration of the employees of the company for the Financial Year:

The median remuneration of employees of the Company during the Financial Year was Rs.300000/- and ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial Year is provided in the above table.

- ii. The percentage increase in the median remuneration of employees in the Financial Year:

In the Financial Year, there was Decrease of 37.50% in the median remuneration of employees. (480000:300000)

- iii. The number of permanent employees on the rolls of Company:

There were 5 Five (Including KMP) permanent employees on the rolls of the Company as on March 31, 2020.

- iv. Average percentile increase already made in the salaries of employees other than the managerial personnel in the last Financial Year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

Sr. No	Particulars	2019-20	2018-19	% Change	Remarks
1	Managerial Remuneration	4,50,000	600000	25%	Decrease due to resignation by director
2	Other Employee Salary	9,37,500	1794000	47.74%	Decrease.

- v. The key parameters for any variable component of remuneration availed by the Directors: NA

- vi. Affirmation that the remuneration is as per the remuneration policy of the company:  
Yes, the remuneration is as per the remuneration policy of the Company.

**Annexure****Nomination & Remuneration Policy****I. OBJECTIVE:**

The Nomination and Remuneration Committee (NRC or the Committee) has formulated the Nomination & Remuneration Policy in compliance with Section 178 of the Companies Act, 2013 read with the applicable rules thereto and Regulation 19(4) read with Part D of Schedule II under the Listing Regulations, as amended from time to time. This policy is mainly focused on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management.

**The objective of the policy is to ensure that:**

the Board is being guided in relation to appointment and removal of Directors, Key Managerial Personnel (KMP) and Senior Management including Department head;

the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors of the quality required to run the company successfully;

relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and

remuneration to Directors, Key Managerial Personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

**II. DEFINITIONS**

Key definitions of terms used in this Policy are as follows:

1. **Act** means the Companies Act, 2013 and Rules framed thereunder, as amended from time to time.
2. **Listing Regulations** means SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 as amended from time to time.
3. **Board** means Board of Directors of the Company.
4. **Directors** mean Directors of the Company.
5. **Key Managerial Personnel** means
  - i. Chief Executive Officer or the Managing Director or the Manager;
  - ii. Whole-time director;
  - iii. Chief Financial Officer;
  - iv. Company Secretary; and
  - v. such other officer as may be prescribed.
6. **Senior Management** means personnel of the company who are members of its core management team excluding the Board of Directors including Functional Heads.

## III. ROLE OF COMMITTEE

### 1. Matters to be dealt with, perused and recommended to the Board by the Nomination and Remuneration Committee

The Committee shall:

- i. Periodically reviewing the size and composition of the Board to ensure that it is structured in such a manner which enables to take appropriate decision in the best interest of the Company as a whole;
- ii. Formulate the criteria for determining qualifications, positive attributes and independence of a director and recommending candidates to the Board as and when need arises keeping in view the Board structure and expertise/experience required;
- iii. Establish and on regular basis review the succession plan of the Board, KMPs and Senior Executives;
- iv. Identify persons who are qualified to become Director and persons who may be appointed in Key Managerial and Senior Management positions in accordance with the criteria laid down in this policy;
- v. To formulate criteria for evaluation of Independent Directors and the Board;
- vi. Recommend to the Board performance criteria for the Directors, KMPs and Senior Management;
- vii. Recommend to the Board, appointment and removal of Director, KMP and Senior Management Personnel and their remuneration;
- viii. Help the Board to formulate and ensure the Board nomination process keeping in mind the diversity of gender, expertise, experience and Board structure;
- ix. Review and recommend to the Board:
  - a) The Remuneration Policy for all employees including KMPs and Senior Management including various components of remuneration whether fix or variable, performance reward, retirement benefits,
  - b) Remuneration of the Executive Directors and KMPs,
  - c) Remuneration of Non Executive Directors including Chairman, as a whole and individually and sitting fees to be paid for attending the meeting of the Board and Committee thereof, and
  - d) Equity based incentive Schemes,
- x. To retain, motivate and promote talent and to ensure long term sustainability of talented managerial persons and create competitive advantage; and
- xi. To carry out any other function as is mandated by the Board from time to time and / or enforced by any statutory notification, amendment or modification, as may be applicable;
- xii. Devising a policy on diversity of the Board of Directors;
- xiii. Aligning key executive and board remuneration with the longer term interests of the Company and its shareholders;
- xiv. Ensuring a transparent board nomination process with the diversity of thought, experience, knowledge, perspective and gender in the Board;
- xv. To carry out any other functions as authorized by the Board from time to time or as enforced by statutory/ regulatory authorities;
- xvi. To perform such other functions as may be necessary or appropriate for the performance of its duties;

### 2. Policy for appointment and removal of Director, KMP and Senior Management

#### i. Appointment criteria and qualifications

- a. The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his / her appointment, as per Company's Policy.
- b. A person to be recommended to the Board should be a man with integrity, possess adequate qualification, expertise and experience for the position he / she is considered for appointment and industry in which Company operate. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the concerned position.

- c. A person, to be appointed as Director, should possess impeccable reputation for integrity, deep expertise and insights in sectors/areas relevant to the Company, ability to contribute to the Company's growth, complementary skills in relation to the other Board members.
- d. The Company shall not appoint or continue the employment of any person as Managing Director and/or Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution based on the explanatory statement annexed to the notice for such motion indicating the justification for extension of appointment beyond seventy years.
- e. A whole-time KMP of the Company shall not hold office in more than one Company except in its Subsidiary Company at the same time. However, a whole-time KMP can be appointed as a Director in any Company with the permission of the Board of Directors of the Company.

## ii. Term / Tenure

### a) Managing Director/Whole-time Director:

The Company shall appoint or re-appoint any person as its, Managing Director and CEO or Executive/Whole-time Director for a term not exceeding five years at a time. No re-appointment shall be made earlier than one year before the expiry of term.

### b) Independent Director:

An Independent Director shall hold office for a term up to five consecutive years on the Board of the Company and will be eligible for re-appointment on passing of a special resolution by the Company and disclosure of such appointment in the Board's report.

No Independent Director shall hold office for more than two consecutive terms, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

Provided that an Independent Director shall not, during the said period of three years, be appointed in or be associated with the Company in any other capacity, either directly or indirectly.

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven Listed Companies as an Independent Director and three Listed Companies as an Independent Director in case such person is serving as a Whole-time Director of a Listed Company or such other number as may be prescribed under the Act.

## iii. Evaluation

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval (yearly) or at such intervals as may be considered necessary.

## iv. Removal

The Committee may recommend to the Board, with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Act, rules and regulations and the policy of the Company.

## v. Retirement

The Director, KMP and Senior Management Personnel shall retire as per the term of appointment, provisions of the Act, Listing Regulations and the Policies of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/remuneration or otherwise even after attaining the retirement age, for the benefit of the Company subject to compliance of provisions of the Act and Listing Regulations.

### 3. Policy relating to the Remuneration for the Managing Director, Whole-time Director, KMP and Senior Management Personnel

#### i. General:

- a) The remuneration / compensation / commission / fees etc. to be paid to the Managing Director, Whole-time Director, other Directors, KMP and Senior Management Personnel will be determined by the Committee and recommended to the Board for approval which shall be subject to the prior/post approval of the shareholders of the Company or Central Government, wherever required.
- b) The remuneration and commission to be paid to the Managing Director, Whole-time Director shall be in accordance with the percentage / slabs / conditions laid down in the Articles of Association of the Company and as per the provisions of the Act.
- c) Increments to the existing remuneration/ compensation structure may be recommended by the Committee to the Board which should be within the slabs approved by the Shareholders in the case of Managing Director, Whole-time Director.
- d) Where any insurance is taken by the Company on behalf of its Managing Director, Whole-time Director, Chief Executive Officer, Chief Financial Officer, the Company Secretary and any other employees for indemnifying them against any liability, the premium paid on such insurance shall not be treated as part of the remuneration.

#### ii. Remuneration to Managing Director/Whole-time Directors:

##### a) Fixed pay:

The Managing Director/ Whole-time Director/ KMP and Senior Management Personnel shall be eligible for a monthly remuneration as may be approved by the Board on the recommendation of the Committee. The breakup of the pay scale and quantum of perquisites including, employer's contribution to P.F, pension scheme, medical expenses, club fees etc. shall be decided and approved by the Board on the recommendation of the Committee, subject to the approval of the shareholders or Central Government, wherever required.

##### b) Minimum Remuneration:

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay remuneration to its Managing Director, Whole-time Director in accordance with the provisions of Schedule V of the Act and if it is not able to comply with such provisions, with the previous approval of the Central Government.

##### c) Provisions for excess remuneration:

If any Managing Director, Whole-time Director draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Act or without the approval of the shareholders or the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the shareholder or Central Government.

#### iii. Remuneration to Non- Executive / Independent Director:

##### a) Sitting Fees:

The Non- Executive / Independent Director may receive remuneration by way of fees for attending meetings of Board or Committee thereof provided that the amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors. However, the amount of such fees shall not exceed Rs. 1 Lac per meeting of the Board or Committee attended by Director or such other amount as may be prescribed by the Central Government from time to time.

##### b) Remuneration / Commission:

All the remuneration of the Non-Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies

Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.

**c) Stock Options:**

An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.

**d) Remuneration for services of Professional Nature:**

Any remuneration paid to Non- Executive Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:

- i) The Services are rendered by such Director in his/her capacity as the professional; and
- ii) In the opinion of the Committee, the Director possesses the requisite qualification for the practice of that profession.

**iv. Remuneration to Key Managerial Personnel and Senior Management:**

- a) The remuneration to Key Managerial Personnel and Senior Management shall consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- b) The Nomination and Remuneration Committee or any other Committee to be constituted by the Company for the purpose of administering the Employee Stock Option/ Purchase Schemes, shall determine the stock options and other share based payments to be made to Key Managerial Personnel and Senior Management.
- c) The Fixed pay shall include monthly remuneration, employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from to time.
- d) The Incentive pay/performance linked pay shall be decided based on the extent of achievement of the individual target/objective or performance of the Key Managerial Personnel and Senior Management and performance of the Company which will be decided annually or at such intervals as may be considered appropriate.

**4. Policy Review:**

The Policy is framed based on the provisions of the Companies Act, 2013 and rules made there under and the requirement of Regulation 19(4) and Schedule II (Part D) of the Listing Regulations. In case of any subsequent changes in the provisions of the Act or any other Regulations which makes any of the provisions of this Policy inconsistent with the Act or any such Regulation, then the provisions of the Act or such Regulation would prevail over the Policy and the provisions in the Policy would be modified in due course to make it in consistent with the Act or such Regulation.

The Committee shall review the Policy as and when any changes are to be incorporated in the Policy due to changes in the Act or such Regulation or felt necessary by the Committee. Any changes in the Policy shall be recommended by the Committee to the Board and shall be effective on approval of the Board.

**IV. Implementation:**

- The Committee may issue guidelines, procedures, formats, reporting mechanism and manuals in supplement and for better implementation of this policy as considered appropriate.
- The Committee may Delegate any of its powers to one or more of its members.

**For and on behalf of the Board of Directors**

Sd/-

**Kushal Chand Jain**

Chairman & Managing Director  
(DIN: 03545081)

Date: 29<sup>th</sup> June, 2020

Place: Mumbai

## Annexure 4

### MANAGEMENT DISCUSSION AND ANALYSIS

#### **Management Discussion & Analysis:**

##### **Industry structure and developments, opportunities and threats:**

The real estate sector in India is comprised of 4 sub-sector i.e. housing, retail, hospitality, and commercial. There is a rapid increase in Indian infrastructure and construction industry in last decade. Though, in the recent past, the industry witnessed a slow down. But due to speedy urbanization , favorable government policies and initiatives like development of smart cities, Real Estate (Regulation and Development) Act, 2016 (RERA)etc, growth in real estate sector is expected to be on rise due to increase in urban housing and commercial space demand. This will create a great opportunities for the construction industry in affordable housing and commercial space.

ACI Infocom Ltd is all set to target the rising demand of affordable housing and commercial space in small- medium cities of India where the size of project in terms of capital investment are relatively low as compared to medium – big cities/ metros. This will give a steady and safe growth to the company. The company is also focusing on redevelopment projects, construction contracts and development projects.

The Company is having excellent team and network of contractors to support and achieve its vision.

##### **Internal control and their adequacy:**

ACI Infocom Ltd has an effective system of accounting and administrative controls supported by an internal audit system with proper and adequate system of internal check and controls to ensure safety and proper recording of all assets of the Company and their proper and authorised utilization.

As part of the effort to evaluate the effectiveness of the internal control systems, our Company's internal audit committee reviews all the control measures on a periodic basis and recommends improvements, wherever appropriate.

##### **Outlook:**

In the existing scenario, construction remains a top priority for addressing developmental gaps as it is considered invincible with potential of lifting economy. The India's Constructions sector is expected to grow at 7-8 percent each year over the next decade. To boost urban infrastructure across the country, the government has initiated multiple measures to lift the infrastructure and construction sectors and has also created a special act known as Real Estate (Regulation and Development) Act, 2016 (RERA).

##### **Risks and Concerns:**

Construction industry is highly risk prone, with complex and dynamic project environments creating an atmosphere of high uncertainty and risk. The industry is easily affected by various technical, sociopolitical and business risks-errors caused on account of adoption of improper methodology of construction, carrying out improper market survey, improper data input, and extraordinary hike in the cost of construction materials, improper assessment of the locational hazards and assessment of taxes /duties in the operation of the contract. To overcome the challenging business environment, the Company has proactively undertaken the steps and mitigation procedures/plans are being formulated and monitored to reduce, if not totally eliminate, the risks associated with the above.

**Discussion on financial performance with respect to operational performance, segment wise performance:**

(Rs. In lakhs)

Particulars	Financial year	
	2020	2019
Net Sales/Income	103.58	399.23
Construction cost/Cost of Technical cont.	0	279.88
Employee Benefit	13.94	24.09
Other expenditure	29.34	13.71
Other income	50.05	55.16
Finance cost	1.07	0.10
Depreciation	0	0.00
Profit before tax	(3.42)	0.43
Tax	(0.87)	(0.09)
Profit after tax	(2.55)	0.53

During the year under review, the Company's revenue from operations stood at Rs. 103.58 Lakhs as against Rs. 399.23 Lacs in the previous year. The Company has earned a Net Loss before tax of Rs. 3.42 Lakhs as compared to the Profit before tax of Rs.0.43 Lakhs during the previous accounting year. The sale of Flats were under tremendous pressure due to poor demand but expected to be on rise in next fiscal. During the year, the company was engaged in another sector also i.e construction sector and sale of IT products.

**Material developments in human resources / industrial relations front, including number of people employed:**

Our people are our most important asset and we value their talent, integrity and dedication. Our responsibilities towards our people, who are instrumental to our success with their devotion and relentless support covers a quantum part of the company strategy. We believe that training is essential to build skill sets in growing organization. The focus has been to create an environment where performance is rewarded, individuals are respected and associates get opportunities to realize their potential.

As in the past, industrial relations continued to remain cordial in the Company. There was no strike or labour unrest during the period under review.



**Annexure 5****CORPORATE GOVERNANCE REPORT****1. Company's Philosophy on Corporate Governance**

While the regulatory environment in the country has done well to have relevant structures, code and practices in place for ensuring better standards of corporate governance, we, at ACI, believe that compliance of the same should be both in letter and in spirit. Even before the framework was in place, your Company has always imbibed the spirit of good governance in its corporate philosophy and has created an enabling environment for nurturing good management practices. Apart from efficiency and competitiveness, other traits like transparency, accountability and ethical values form part of our corporate culture.

The Board of Directors at ACI is committed to ensure that the affairs of your Company are governed in the best interests of the shareholders, and that all endeavors are made to maintain transparency and fairness in all facets of its operations. Emphasis is on maintaining integrity of internal control systems and accountability and compliance with all statutory/regulatory requirements. Your Company is also conscious of its responsibility as a good Corporate Citizen, and assures that it's operations would be guided by ethics and social values. Moreover, efforts are made to have such values well-defined and explicit, and have them filtered down from the top brass to the lower levels of the organization. We acknowledge the fact that quality of governance is a critical success factor for brand building, resource mobilization, market penetration and overall business competitiveness.

In accordance with Regulation 27 and 34 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, with the stock exchanges and best practices followed internationally on Corporate Governance, the details of compliance by the Company are as under:

**2. Board of Directors**

The Board of the Company comprises of Four Directors, out of which one is Executive Directors, and three are Independent Non-Executive Directors. The Non-Executive Directors of the Company are highly experienced professionals in their fields and in the corporate world. The Chairman of the Board is an Executive Director.

The Composition of Directors on the Board of the Company is as under:

<b>Category</b>	<b>No. of Directors</b>	<b>%</b>
Executive Directors	1	25
Non- Executive Independent Directors	3	75
<b>Total</b>	<b>4</b>	<b>100</b>

The Category of Directors on the Board of the Company is as under:

<b>Name of the Director</b>	<b>Category</b>	<b>No. of other Directorships@</b>	<b>No. of Board Committee in which Director is</b>	
			<b>Member</b>	<b>Chairman</b>
Mr. Kushal Chand Jain (DIN 03545081)	Executive Director	NIL	N.A.	N.A.
Mr. Hemantkumar S Jain (DIN 06778764)	Non- Executive Independent Director	NIL	N.A.	N.A.
Ms. Sejal Suresh Nahar (DIN 07141552)	Non- Executive Independent Director	NIL	N.A.	N.A.
Mr. Kalpesh Bhandari (DIN 03146496)	Non- Executive Independent Director	NIL	N.A.	N.A.

None of the Directors of the Company holds membership of more than 10 Board Committees or Chairmanships of more than 5 Board Committees.

The Board of the Company met Four times during the year ended 31<sup>st</sup> March 2020 on the following dates: 29<sup>th</sup> May 2019, 13<sup>th</sup> August 2019, 13<sup>th</sup> November, 2019 and 14<sup>th</sup> February 2020.

The Board discussed the operating plans, performance of various units and various other information's, including those specified under Chapter II of Listing Regulation 4(2)(f) from time to time.

### Attendance of Directors at Board Meetings and at the last Annual General Meeting.

Name of the Director	Board Meetings held during the tenure of the Director	Board Meeting Attended	Attendance at the last AGM held on 28 <sup>th</sup> September, 2019
Mr. Kushal Chand Jain (DIN 03545081)	4	4	Present
Mr. Hemantkumar S Jain (DIN 06778764)	4	4	Present
Ms. Sejal Suresh Nahar (DIN 07141552)	4	4	Present
Mr. Kalpesh Bhandari (DIN 03146496)	4	4	Present
Mr. Anand Kumar Jain (DIN 02411779)	2	2	Present

None of the Non-executive Directors during the year held any shares or convertible instruments. None of the Directors are had any inter-se relationships with the Company or between them. The details of familiarization programs imparted to independent directors is available on website of the Company at <http://www.acirealty.co.in/uploads/policies/FAMILIRISATION%20PROG.%20SR.pdf>

### 3. Audit Committee

The following terms of reference stipulated by the Board of Directors to the Audit Committee cover all the matters specified under the Listing Regulations as well as the provisions of Section 177 of the Companies Act, 2013.

- To oversee the financial reporting process.
- To oversee the disclosures of financial information.
- To recommend appointment / removal of statutory auditors and fixation of their fees.
- To review the quarterly/half yearly financial results and annual financial statements with the management, internal auditor and the statutory auditor.
- To consider the reports of the internal auditors and to discuss their findings with the management and to suggest corrective actions wherever necessary.
- To Review with the management, statutory auditors and the internal auditors the nature and scope of audits and the adequacy of internal control systems.
- To Review major accounting policies and compliance with accounting standards and listing agreement entered into with the stock exchange and other legal requirements concerning financial statements.
- To Look into the reasons for any substantial defaults in payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividend) and creditors, if any.  
To Review related party transactions of material nature, with promoters or the management and their relatives that may have potential conflict with the interests of the Company at large.
- To investigate any matter covered under Section 177 of the Companies Act, 2013.
- To Review the financial and risk management policies.

During the year ended 31<sup>st</sup> March 2020, four Meetings of the Audit Committee were held on 29<sup>th</sup> May 2019, 13<sup>th</sup> August 2019, 13<sup>th</sup> November, 2019 and 14<sup>th</sup> February 2020.

The Composition of Audit Committee and the details of attendance of its meetings are as under:

Name of the Director	Designation	Category	Committee Meetings held during the tenure of Director on the Committee	Committee Meetings Attended
Mr. Hemantkumar S Jain (DIN 06778764)	Chairman/ Member	Non- Executive Independent Director	4	4
Ms. Sejal Suresh Nahar (DIN 07141552)	Member	Non- Executive Independent Director	4	4
Mr. Kushal Chand Jain (DIN 03545081)	Member	Executive Director	4	4

**4. Nomination and Remuneration Committee**

The powers, role and terms of Nomination and Remuneration committee covers the areas as contained in Regulation 19 of the Listing Regulations and Section 178 of the Companies Act, 2013. The Committee comprises of Three Independent Non-Executive Directors and one Executive Director. The terms of reference of the Committee is to deal with the matters related to remuneration by way of salary, perquisites, benefits, etc. for the Executive and Whole-time Directors of the Company.

The Committee comprises and the details of attendance of its meetings are as under:

Name of the Director	Designation	Category	Committee Meetings held during the tenure of Director on the Committee	Committee Meetings Attended
Mr. Hemantkumar S Jain (DIN 06778764)	Chairman/ Member	Non- Executive Independent Director	1	1
Ms. Sejal Suresh Nahar (DIN 07141552)	Member	Non- Executive Independent Director	1	1
Mr. Kalpesh Bhandari (DIN 03146496)	Member	Non- Executive Independent Director	1	1
Mr. Kushal Chand Jain (DIN 03545081)	Member	Executive Director	1	1

During the year ended on 31<sup>st</sup> March 2020, the Nomination and Remuneration and Committee met time i.e on 13<sup>th</sup> November, 2019 during this committee meeting all the committee members were present.

**Performance Evaluation of Independent Directors**

The Board evaluates the performance Independent Directors very year. All the Independent Directors are eminent personalities having wide experience in the field of business, industry and administration. Their presence on the Board is advantageous and fruitful in taking business decisions.

**5. Remuneration of Directors:**

(a) All pecuniary relationship or transactions of the non-executive directors vis-à-vis the listed entity;

There is no pecuniary relationship or transactions of the non-executive directors with the Company.

(b) Criteria of making payments to non-executive directors and web link;

Only sitting fees is paid to non- executive Directors and the same is available at [www.acireality.com](http://www.acireality.com).

(c) The remuneration of the employees consists of fixed pay i.e. Basic pay, Allowances, perquisites etc., which is related to Industry pattern, qualification, experience and responsibilities handled by the employee etc. The objectives of the remuneration policy are to motivate employees and recognize their contribution, reward merit and to attract and retain talent in the organization.

The Committee is authorised, inter alia to deal with the matters related to remuneration by way of salary, perquisites, benefits etc. for the Executive Directors of the Company and set guidelines for salary, performance pay and perquisites to other senior employees.

The details of Remuneration paid / payable to the Directors for the year ended March 31, 2020 are as follows:

(Amount in Rs.)

Name of the Director	Position	Sitting Fees	Salary & Perquisites (Fixed)	Total
Mr. Anand Kumar Jain (DIN 02411779)	Executive Director & Managing Director	NIL	150000	150000
Mr. Kushal Chand Jain (DIN 03545081)	Executive Director & Managing Director	NIL	300000	300000
Mr. Hemantkumar S Jain (DIN 06778764)	Non- Executive Independent Director	NIL	NIL	NIL
Ms. Sejal Suresh Nahar (DIN 07141552)	Non- Executive Independent Director	NIL	NIL	NIL
Mr. KalpeshBhandari (DIN 03146496)	Non- Executive Independent Director	NIL	NIL	NIL
<b>TOTAL</b>		<b>NIL</b>	<b>450000</b>	<b>450000</b>

#### 6. Stakeholders' Relationship Committee

The functions of Stakeholder's Relationship Committee include redressal of investor's complaints related to share transfers, non-receipt of Annual Reports, dividend payment, issue of duplicate share certificates etc.

During the year ended 31<sup>st</sup>March 2020, four Meetings of the Stakeholders relationship Committee were held on 29<sup>th</sup>May 2019, 13<sup>th</sup>August 2019, 13<sup>th</sup> November, 2019 and 14<sup>th</sup> February 2020.

The composition of Stakeholders' Relationship Committee is as under:

Name of the Director	Designation	Category	Committee Meetings held during the tenure of Director on the Committee	Committee Meetings Attended
Mr. Hemantkumar S Jain (DIN 06778764)	Chairman/ Member	Non- Executive Independent Director	4	4
Ms. Sejal Suresh Nahar (DIN 07141552)	Member	Non- Executive Independent Director	4	4
Mr. Kushal Chand Jain (DIN 03545081)	Member	Executive Director	4	4

Ms. Sarika Mehta appointed as Compliance Officer w.e.f. 13<sup>th</sup> November, 2019 in terms of Regulation 27of SEBI (LODR) Regulations, 2015 and also Clause 6 (1) of Listing Regulations.

The details of the complaints and other correspondence received and attended to during the year ended on 31<sup>st</sup>March 2020 are given hereunder:

Nature of Complaints	Received	Attended to	Pending
Non Receipt of Share Certificate(s) –Transfer	NIL	NIL	NIL
Non Receipt of Rejected DRF	NIL	NIL	NIL
Non Receipt of Bonus Certificate(s)	NIL	NIL	NIL
<b>Total</b>	<b>NIL</b>	<b>NIL</b>	<b>NIL</b>

**7. Share Transfer Committees:**

The Board has delegated the powers of approving the transfer / transmission of shares to the Share Transfer Committee. The Committee is vested with the requisite powers & authority to specifically look into share transfer, transmission, rematerialization and dematerialization of shares.

**8. General Body Meetings**

The venue and time of the Annual General Meetings held during the last three years are as follows:

Year	Date	Venue	Time	Special Resolution
2016-17	23 <sup>rd</sup> September 2017	Granville Hotel, Plot 680D Opp. Korakendra, Ground, R.M. Bhattad Marg, Borivali West, Mumbai- 400092	2.30 P.M.	NIL
2017-18	26 <sup>th</sup> September 2018	Shop No.130, 1st Floor, V-Mall, Off. W.E. Highway, Nr. Sai Hospital, Thakur Complex, Kandivali (East), Mumbai Mumbai 400101	10.30 A.M.	NIL
2018-19	28 <sup>th</sup> September, 2019	Shop No.121, 1st Floor, V-Mall, Off. W.E. Highway, Nr. Sai Hospital, Thakur Complex, Kandivali (East), Mumbai Mumbai 400101	10.00 A.M.	NIL

All the Resolutions set out in the Notices were passed by the Shareholders.

During the year under review, the Company has not passed any Special Resolution through postal ballot as per the provisions of the Companies Act, 2013 and the rules framed there under.

At this meeting also there are no ordinary or Special Resolution that require to be passed by way of Postal Ballot.

**9. Means of Communication:**

Quarterly, Half yearly and Annual Financial Results of the Company are communicated to the Stock Exchange immediately after the same are considered by the Board and are published in the all India editions of (i) Financial Express (English) (ii) Mumbai mitra (Marathi) – Marathi Edition. The results and official news releases of the Company are also made available on the Company's website i.e. [www.acirealty.co.in](http://www.acirealty.co.in)

**10. General Shareholder's Information:**

A	AGM date, time and venue:	28th September, 2020 at 10.00 A.M. Video Conferencing ("VC") / Other Audio Visual Means ("OAVM")
B	Financial Year	1 <sup>st</sup> April 2019 to 31 <sup>st</sup> March 2020
C	Listing on Stock Exchanges	BSE Limited - P.J.Towers, Dalal Street, Mumbai 400001
D	Listing fees for the year 2019-20 stock exchanges. – Company is in process to pay the same	

E	Stock Code:	BSE- 517356
F	Date of Book Closure	22 <sup>nd</sup> September 2020 to 28 <sup>th</sup> September 2020
G	Dividend Payment Date	No Dividend has been recommended by the Board of Directors of the Company for the year.
H	Performance in comparison to Broad-based indices such as BSE Sensex	As against a rise of -24.16% (in BSE Sensex during the year, the price of equity shares of the Company has risen by -36.67%.(0.30:0.19)
I	Registrar and Transfer Agents	Link Intime India Private Limited C-101, 1 <sup>st</sup> Floor, 247 Park, LalBahadurShastriMarg, Vikhroli (West), Mumbai- 400083 Tel: 022-25963838 Fax: 022-25946969 E-mail: <a href="mailto:mumbai@linkintime.co.in">mumbai@linkintime.co.in</a>
J	Address of Correspondence	121, V Mall, Thakur Complex, Kandivali (East), Mumbai - 400 101 Tel: 022-40166323 E-Mail: <a href="mailto:compliance@acirealty.co.in">compliance@acirealty.co.in</a> Web Site: <a href="http://www.acirealty.co.in">www.acirealty.co.in</a>
K	Commodity price risk or foreign exchange risk and hedging activities	Not applicable
L	Plant Locations:	Not applicable

#### m. Market Price Data:

Monthly High and Low quotations along with the volume of shares traded at BSE Ltd during the year ended 31 March 2020:

Month & Year	BSE		
	High	Low	Volume
April 2019	0.29	0.27	7119
May 2019	0.27	0.19	19275
June 2019	0.19	0.19	1618
July 2019	0.19	0.19	904
August 2019	0.19	0.19	569
September 2019	0.34	0.20	6423
October 2019	0.35	0.32	1558
November 2019	0.32	0.32	2805
December 2019	0.31	0.30	1040
January 2020	0.30	0.30	150
February 2020	0.30	0.30	4975
March 2020	0.30	0.19	2823

#### n. Dematerialisation of Shares and liquidity

The Company shares are traded compulsorily in dematerialized form. As on March 31, 2020 the details of the shares of the Company held in physical and demat form are given below:

	No. of Shares	% to the Capital
Shares held in Physical Form	4142080	3.75
Shares held in Demat Form	106348820	96.25
TOTAL	110490900	100.00%

ISIN No. of the Company's Equity Shares in Demat Form: INE167B01025  
Depository Connectivity: NSDL and CDSL

## o. Distribution of Share Holdings:

No. of Equity Shares Held	As on 31.03.2020				As on 31.03.2019			
	No. of share holders	% of Share holders	No. of Shares	% of Share holding	No. of share holders	% of Share holders	No. of Shares	% of Share holding
1-500	551	18.521	60383	0.0546	552	18.5111	61995	0.06
501-1000	1254	42.1513	1242272	1.1243	1258	42.1865	1246621	1.13
1001-2000	397	13.3445	763208	0.6907	400	13.4138	768934	0.70
2001-3000	130	4.3697	375149	0.3395	133	4.4601	237542	0.35
3001-4000	59	1.9832	227407	0.2058	62	2.0791	443617	0.21
4001-5000	88	2.958	434050	0.3928	90	3.0181	789753	0.40
5001-10000	106	3.563	814493	0.7372	101	3.3870	789753	0.71
10001-and above					386	12.9443	106558917	96.44
<b>Total</b>	<b>390</b>	<b>13.1092</b>	<b>106573938</b>	<b>96.4549</b>	<b>2982</b>	<b>100.0000</b>	<b>11049090</b>	<b>100.00</b>

## p. Outstanding GDRs/ADRs/warrants or any convertible instruments, conversion date and likely impact on equity

We have no GDRs/ADRs or any commercial instrument.

## 11. Other Disclosures

### OTHER DISCLOSURES:

- Transactions with related parties, as per requirements of Accounting Standard 18, are disclosed in notes to accounts annexed to the financial statements.
- There are no materially significant transactions with the related parties viz. Promoters, Directors or the Management, or their relatives or Subsidiaries that had potential conflict with the Company's interest. Suitable disclosure as required by the Accounting Standard (AS 18) has been made in the Annual Report. The Related Party Transactions Policy as approved by the Board is uploaded on the Company's website at [www.acirealty.co.in](http://www.acirealty.co.in)
- There are no pecuniary relationships or transactions of Non-Executive Directors vis-à-vis the Company which has potential conflict with the interests of the Company at large.
- No penalties or strictures have been imposed on the Company by Stock Exchange or SEBI or any statutory authority on any matter related to capital markets during the year under review.
- The Company has in place a mechanism to inform the Board members about the Risk assessment and mitigation plans and periodical reviews to ensure that the critical risks are controlled by the executive management.

- f) During the year ended 31<sup>st</sup> March 2020, the Company does not have any material listed/unlisted subsidiary companies as defined in Regulation 16 of the Listing Regulations. The Company has framed the policy for determining material subsidiary as required by under Regulation 16 of the Listing Regulation and the same is disclosed on the Company's website.
- g) The Independent Directors have confirmed that they meet the criteria of 'Independence' as stipulated under the Companies Act, 2013 and the Listing Regulations.
- h) The Company has implemented the mandatory requirements of Corporate Governance as set out in the Listing Regulations. In respect of compliance with the non-mandatory requirements, the internal auditor reports directly to the Audit Committee as well as Board.
- i) Compliance Certificate as required under as stipulated in Chapter IV of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 obtained from Practicing Company Secretary, certifying the Compliance by the Company with the provisions of Corporate Governance of the Listing Regulations is given as an Annexure to this Report.

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## **DECLARATION REGARDING CODE OF CONDUCT UNDER REGULATION 26(3) SEBI (LISTING OBLIGATIONS AND DISCLOSURES REQUIREMENTS) REGULATIONS 2015.**

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A Code of Conduct for the Directors and Senior Management Personnel has already been approved by the Board of Directors of the Company. As stipulated under the provisions of regulations 17(8) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, all the Directors and the designated personnel in the Senior Management of the Company have affirmed compliance with the said code for the period ended 31<sup>st</sup> March 2020.

Sd/-  
Mr. Kushal Chand Jain  
Managing Director  
(DIN 03545081)

Date: 29<sup>th</sup> June, 2020  
Place: Mumbai



## Annexure 6

### AUDITORS CERTIFICATE REGARDING COMPLIANCE OF CONDITIONS OF CORPORATE GOVERNANCE

To,  
The Members  
**ACI INFOCOM LIMITED**  
Shop No.121, 1<sup>st</sup> Floor, V-Mall,  
Off W. E. Highway, Near Sai Hospital,  
Thakur Complex, Kandivali (East),  
Mumbai – 400 101

We have examined the compliance of conditions of Corporate Governance by ACI INFOCOM LIMITED (the “Company”), for the year ended 31st March 2020, as stipulated in regulations Part C of Schedule V of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The compliance of conditions of Corporate Governance is the responsibility of the Management. Our examination was limited to the review of the procedures and implementation thereof adopted by the Company for ensuring compliance with the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and to the best of our information and according to the explanations given to us and the representations made by the Director and Management, we certify that the Company has complied with the conditions of Corporate Governance *except the following regulations of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and has received notice levying fine from the Bombay Stock Exchange.*

- 1) *Regulation 34: Non-submission of the Annual Report within the period provided under the regulation.*
- 2) *Regulation 27(2): Non-submission of the Corporate Governance Compliance Report within the period provided under the regulation.*
- 3) *Regulation 17(1): Non-compliance with the requirements pertaining to the composition of the Board including failure to appoint woman Director.*
- 4) *Regulation 18(1): Non-compliance with the constitution of Audit Committee.*
- 5) *Regulation 19(1)/19(2): Non-compliance with the constitution of Nomination and Remuneration Committee.*
- 6) *Regulation 20(2): Non-compliance with the constitution of Stakeholder Relationship Committee.*
- 7) *Regulation 21(2): Non-compliance with the constitution of Risk Management Committee.*

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

**For SINDHU NAIR & ASSOCIATES**

Sd/-  
**(SINDHU G NAIR)**  
Practicing Company secretary  
Proprietor  
(FCS- 7938, CP- 8046)  
UDIN: F007938B000632958  
Place: Mumbai  
Date :29-8-2020

CEO / CFO CERTIFICATE UNDER PART B OF SCHEDULE II OF SEBI (LISTING OBLIGATIONS AND DISCLOSURES  
REQUIREMENTS) REGULATIONS 2015.

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To,  
The Board of Directors  
ACI Infocom Limited

1. I have reviewed the financial statements and the cash flow statement of ACI Infocom Limited for the period ended 31<sup>st</sup> March, 2020 and to the best of our knowledge and belief:
  - (i) these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
  - (ii) these statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of my knowledge and belief, no transactions entered into by the Company during the year which are fraudulent, illegal or violative of the Company's Code of Conduct.
3. I accept responsibility for establishing and maintaining internal controls for financial reporting and we have evaluated the effectiveness of Company's internal control systems pertaining to financial reporting. I have not come across any reportable deficiencies in the design or operation of such internal controls.
4. I have indicated to the Auditors and the Audit Committee:
  - (i) that there are no significant changes in internal control over financial reporting during the year;
  - (ii) that there are no significant changes in accounting policies during the year; and
  - (iii) that there are no instances of significant fraud of which I have become aware.

Yours sincerely,

Sd/-  
(Dilip Dhariwal)  
CFO

Date: 29<sup>th</sup> June, 2020  
Place: Mumbai

## Independent Auditors' Report

To the Members of ACI Infocom Limited

### Report on the Audit of the Ind AS Financial Statements Opinion

We have audited the accompanying Ind AS financial statements of ACI Infocom Limited ("the Company"), which comprise the balance sheet as at March 31, 2020, the Statement of Profit and Loss including Other Comprehensive Income, the Statement of Changes in Equity and Statement of Cash Flows for the year then ended, and notes to the financial statements, including a summary of significant accounting policies and other explanatory information.

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Companies Act, 2013 ("the Act") in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at March 31, 2020, and its loss including the Statement of Other Comprehensive Income, changes in equity and its cash flows for the year ended on that date.

### Basis for Opinion

We conducted our audit of the Ind AS financial statements in accordance with the Standards on Auditing (SAs) specified under section 143(10) of the Act. Our responsibilities under those Standards are further described in the Auditor's Responsibilities for the Audit of the Ind AS Financial Statements section of our report. We are independent of the Company in accordance with the Code of Ethics issued by the Institute of Chartered Accountants of India (ICAI) together with the ethical requirements that are relevant to our audit of the Ind AS financial statements under the provisions of the Act and the Rules made there under, and we have fulfilled our other ethical responsibilities in accordance with these requirements and the ICAI's Code of Ethics. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion on Ind AS financial statements.

### Key Audit Matters

Key audit matters are those matters that, in our professional judgment, were of most significance in our audit of the Ind AS financial statements of the current period. These matters were addressed in the context of our audit of the Ind AS financial statements as a whole, and in forming our opinion thereon, and we do not provide a separate opinion on these matters. We have determined the matters described below to be the key audit matters to be communicated in our report.

Description of each key audit matter in accordance with SA 701:

The Key Audit Matter	How the matter was addressed in our Audit
<p><b>1. Tax litigations – Provisions and Contingencies</b></p> <p>The Company has indirect tax litigations. The Company periodically reviews its tax positions, which include reviews by the external tax consultant and tax counsels appointed by the Company. Where the amount of tax liabilities is uncertain, the Company recognizes accruals/contingent liability that reflect Management's best estimate of the outcome based on the facts. Thus, there is a risk that accruals/contingent liability for tax is not accounted properly. How the matter was addressed in our audit In conjunction with our tax specialists, we have evaluated Management's judgments with respect to such tax matters in order to assess the adequacy of the tax provisions and contingent liability.</p> <p>Refer note 32 to the Ind AS Financial Statements</p>	<p>In conjunction with our tax specialists, we have evaluated Management's judgments with respect to such tax matters in order to assess the adequacy of the tax provisions and contingent liability.</p>

<p><b>2. Loans &amp; Advances, Deposits etc.</b></p> <p>The value of loans and Advances, Deposits as at 31st March 2020 is significant and there is a high degree of complexity and judgement involved for the company in the estimating individual and collective credit impairment provisions and write-offs against these loans.</p> <p>The Company's impairment provision for receivables from financing business is based on the expected credit loss approach laid down under Ind AS 109. Under this approach, the</p>	<p>Our audit procedure included considering the appropriateness of the company's accounting policies for impairment of financial assets and assessing compliance with Ind AS 109.</p> <p>For loans which are assessed for impairment on a portfolio basis we performed particularly the following procedures:</p> <ul style="list-style-type: none"> <li>- We understood the methodology and policy laid</li> </ul>
<p>management has been required to exercise judgement in areas such as;</p> <ul style="list-style-type: none"> <li>- calculation of past default rates</li> <li>- applying macro-economic factors to arrive at forward looking probability of default; and</li> <li>- significant assumption regarding the probability of various scenarios and discounting rates for different industries considering individual borrower profile.</li> </ul> <p>In view of the high degree of estimation involved in the process of calculation impairment provision and considering its significance to the overall Ind AS financial statement, whereby any error or omission in estimation may give rise to a material misstatement of Ind AS financial statements, it is considered as a key audit matter.</p> <p>Refer Note 8 &amp; 11 to the Ind AS financial statements.</p>	<p>down for loans given by the company.</p> <ul style="list-style-type: none"> <li>- We have verified the existence of recovery process plant in the event of default.</li> <li>- We have verified the historical trends of repayment of principal amount of loan and repayment of interest.</li> <li>- We tested the reliability of the key data inputs and related management controls.</li> <li>- We have assessed the assumptions made by the company in making provision considering forward looking information.</li> </ul>

## Information Other than the Ind AS Financial Statements and Auditor's Report Thereon

The Company's Board of Directors are responsible for the preparation of the other information. The other information comprises the information included in the annual report, but does not include the Ind AS financial statements and our auditor's report thereon. Our opinion on the Ind AS financial statements does not cover the other information and we do not express any form of assurance conclusion thereon. In connection with our audit of the Ind AS financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the Ind AS financial statements or our knowledge obtained during the course of our audit or otherwise appears to be materially misstated. If, based on the work we have performed, we conclude that there is a material misstatement of this other information. We are required to report that fact. We have nothing to report in this regard.

## Responsibility of Management and Those Charge with Governance for the Ind AS Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Act with respect to the preparation of these Ind AS financial statements that give a true and fair view of the financial position, financial performance, total comprehensive income, changes in equity and cash flows of the Company in accordance with the Ind AS and other accounting principles generally accepted in India. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of

the Ind AS financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error. In preparing the Ind AS financial statements, the board of directors is responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless board of director either intends to liquidate the Company or to cease operations, or has no realistic alternative but to do so. The Board of Directors are also responsible for overseeing the company's financial reporting process.

## **Auditor's Responsibilities for the Audit of the Ind AS Financial Statements**

Our objectives are to obtain reasonable assurance about whether the Ind AS financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with SAs will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these Ind AS financial statements.

As part of an audit in accordance with SAs, we exercise professional judgment and maintain professional skepticism throughout the audit. We also:

- Identify and assess the risks of material misstatement of the Ind AS financial statements, whether due to fraud or error, design and perform audit procedures responsive to those risks, and obtain audit evidence that is sufficient and appropriate to provide a basis for our opinion. The risk of not detecting a material misstatement resulting from fraud is higher than for one resulting from error, as fraud may involve collusion, forgery, intentional omissions, misrepresentations, or the override of internal control.
- Obtain an understanding of internal control relevant to the audit in order to design audit procedures that are appropriate in the circumstances. Under section 143(3)(i) of the Act, we are also responsible for expressing our opinion on whether the company has adequate internal financial controls with reference to Ind AS financial statements in place and the operating effectiveness of such controls.
- Evaluate the appropriateness of accounting policies used and the reasonableness of accounting estimates and related disclosures made by management.
- Conclude on the appropriateness of management's use of the going concern basis of accounting and, based on the audit evidence obtained, whether a material uncertainty exists related to events or conditions that may cast significant doubt on the Company's ability to continue as a going concern. If we conclude that a material uncertainty exists, we are required to draw attention in our auditor's report to the related disclosures in the Ind AS financial statements or, if such disclosures are inadequate, to modify our opinion. Our conclusions are based on the audit evidence obtained up to the date of our auditor's report. However, future events or conditions may cause the Company to cease to continue as a going concern.
- Evaluate the overall presentation, structure and content of the Ind AS financial statements, including the disclosures, and whether the Ind AS financial statements represent the underlying transactions and events in a manner that achieves fair presentation.

We communicate with those charged with governance regarding, among other matters, the planned scope and timing of the audit and significant audit findings, including any significant deficiencies in internal control that we identify during our audit.

We also provide those charged with governance with a statement that we have complied with relevant ethical requirements regarding independence, and to communicate with them all relationships and other matters that may reasonably be thought to bear on our independence, and where applicable, related safeguards.

From the matters communicated with those charged with governance, we determine those matters that were of most significance in the audit of the Ind AS financial statements of the current period and are therefore the key audit matters. We describe these matters in our auditor's report unless law or regulation precludes public disclosure about the matter or when, in extremely rare circumstances, we determine that a matter should not be communicated in our report because the adverse consequences of doing so would reasonably be expected to outweigh the public interest benefits of such communication.

## Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in "Annexure A" a statement on the matters specified in paragraphs 3 and 4 of the Order.

2. As required by Section 143(3) of the Act, based on our audit we report that:

a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.

b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.

c) The Balance Sheet, the Statement of Profit and Loss (including Other Comprehensive Income), Statement of Change in Equity and the Cash Flow Statement dealt with by this Report are in agreement with the relevant books of account.

d) In our opinion, the aforesaid Ind AS financial statements comply with the Ind AS specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

e) On the basis of the written representations received from the directors as on March 31, 2020 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2020 from being appointed as a director in terms of Section 164 (2) of the Act.

f) With respect to the adequacy of the internal financial controls with reference to Ind AS financial statements of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".

g) With respect to the matter to be included in the Auditors' report under Section 197(16):

In our opinion and according to the information and explanation given to us, the Company has paid remuneration to its directors during the year in accordance with the provisions of and limit laid down under section 197 read with Schedule V of the Act.

h) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:

i. On the basis of written representations received from the management of the Company, the Company has disclosed the impact of pending litigations on its financial position in its Ind AS financial statements- Refer Note No. 32 to the Ind AS financial statements.

ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.

iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Anand Jain & Associates  
Chartered Accountants  
Firm's registration number:105666W

Sd/-  
Anand Raj Jain  
Partner  
Membership No.042051  
Date- 29.06.2020  
Place- Mumbai  
UDIN: 20042051AAAABM1635

## ANNEXURE A TO THE AUDITORS' REPORT

The Annexure referred to in our Independent Auditors' Report to the members of the Company on the Ind AS financial statements for the year ended 31 March 2020, we report that:

(i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.

(b) We are informed that fixed assets have been physically verified by the management at reasonable interval and no discrepancies were noticed on such verification. In our opinion, this periodicity of physical verification is reasonable having regard to the size of the Company and nature of its assets

(c) According to the information and explanations given to us, the title deeds of immoveable properties are held in the name of the company

(ii) According to the information and explanations given to us the Company has conducted physical verification of inventory at reasonable intervals. . In our opinion no such material discrepancies were noticed on physical verification by the management.

(iii) (a) The Company has not granted loans to parties covered in the register maintained under section 189 of the Companies Act, 2013 ('the Act').

Thus, paragraph (iii)(b) and 3 (c) of the Order is not applicable.

(iv) In our opinion and according to the information and explanations given to us, the Company has complied with provision of section 185 and 186 of Act , with respect to the loan and investment made.

(v) The Company has not accepted any deposits from the public.

(vi) We have broadly reviewed the cost records maintained by the company specified by the Central Government under sub-section (1) of section 148 of the Companies Act and are of the opinion that prima facie the prescribed cost records have been maintained.

(vii) (a) According to the information and explanations given to us and on the basis of our examination of the records , the Company is regular in depositing undisputed statutory dues including provident fund, income tax, service tax,, goods and service tax, cess and other material statutory dues with the appropriate authorities. As explained to us, the Company did not have any dues on account of sales tax, wealth tax, duty of customs, value added tax, goods and service tax, employees' state insurance and duty of excise.

According to the information and explanations given to us, no undisputed amounts payable in respect of provident fund, income tax, service tax, goods and service tax, cess and other material statutory dues were in arrears as at 31<sup>st</sup> March 2020 for a period of more than six months from the date they became payable except **Professional tax of Rs.33,800.**

(b) According to the information and explanations given to us, there are no material dues income tax or sales tax or wealth tax or service tax or duty of customs or duty of excise or value added tax, goods and service tax or cess which have not been deposited with the appropriate authorities on account of any

dispute. However, according to information and explanations given to us, the following dues of duty of customs and Service tax have not been deposited by the Company on account of disputes:

Name of statute	Nature of dues	Period to which amt relates to	Amt (Rs.)	Forum where dispute pending
Custom Act 1962	Custom Duty Interest	1984-85	6,27,764 +	The matter is pending before competent authority

(viii) The Company did not have any outstanding dues to financial institutions, banks or debenture holders during the year. Further as at the Balance sheet date the Company does not have any loans or borrowing from the Government.

(ix) The company has not raised moneys by way of initial public offer or further public offer (including debt instrument) and term loans during the year.

(x) According to the information and explanations given to us, no material fraud on or by the Company has been noticed or reported during the course of our audit.

(xi) According to the information and explanations given to us and based on our examination of the record of the Company, the managerial remuneration has been paid or provided in accordance with the requisite approvals mandated by the provisions of section 197 read with Schedule V to the Companies Act

(xii) In our opinion and according to the information and explanations given to us, the company is not a Nidhi Company. Accordingly paragraph 3(xii) of Order is not applicable.

(xiii) According to the information and explanations given to us and based on our examination of the record of the Company, transactions with related parties are in compliance with sections 177 and 188 of Companies Act, 2013 where applicable and the details have been disclosed in the Ind AS Financial statements as required by the applicable accounting standards.

(xiv) The company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review. Accordingly, paragraph 3(xiv) of the Order is not applicable to the Company.

(xv) According to the information and explanations given to us and based on our examination of the record of the Company, the company has not entered into any non-cash transactions with directors or persons connected with him. Accordingly, paragraph 3(xv) of the Order is not applicable to the Company.

(xvi) The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934. Accordingly, paragraph 3(xvi) of the Order is not applicable to the Company.

For Anand Jain & Associates  
Chartered Accountants  
Firm's registration number: 105666W

Sd/-  
Anand Raj Jain  
Partner  
Membership No.042051  
Date- 29.06.2020  
Place –Mumbai  
UDIN:20042051AAAABM1635



## ANNEXURE B TO THE AUDITORS' REPORT

### Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of ACI Infocom Limited ('the Company') as of 31<sup>st</sup> March, 2020 in conjunction with our audit of the Ind AS financial statements of the Company for the year ended on that date.

#### Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

#### Auditors' Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

#### Meaning of Internal Financial Controls Over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that

- (1) Pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company;
- (2) Provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorisations of management and directors of the company; and
- (3) Provide reasonable assurance regarding prevention or timely detection of unauthorised acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

#### Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

#### Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31<sup>st</sup> March, 2020, based on the internal control over financial reporting criteria established by the Company considering the essential component of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by Institute of Chartered Accountants of India.

For Anand Jain & Associates

Chartered Accountants

Firm's registration number: 105666W

Sd/-

Anand Raj Jain

Partner

Membership No.042051

Date 29.06.2020

Place- Mumbai

UDIN:20042051AAAABM1635

## Balance Sheet As At March 31, 2020

(Amount in Rs.)

Particulars	Note No.	As at March 31, 2020	As at March 31, 2019
<b>ASSETS</b>			
<b>A) Non-current assets</b>			
a) Property, Plant and Equipment	2	167,440	167,440
b) Financial Assets			
i) Investments	3	74,738,466	55,433,709
ii) Others Financial Assets			
c) Deferred Tax Assets	4	6,218,217	6,130,752
d) Other Non - current Asset			
<b>Total Non -current assets</b>		<b>81,124,122</b>	<b>61,731,900</b>
<b>B) Current assets</b>			
a) Inventories	5	7,074,991	18,345,410
b) Financial Assets			
i) Trade receivables	6	508,120	33,590,680
ii) Cash and cash equivalents	7	1,150,856	1,777,984
iii) Loans	8	23,825,632	26,583,228
iv) Others Financial Assets	9	23,000	30,000
c) Income Tax Assets (net)	10	2,215,128	1,713,373
d) Other current assets	11	56,224,550	57,869,868
<b>Total Current assets</b>		<b>91,022,277</b>	<b>139,910,543</b>
<b>Total Assets</b>		<b>172,146,400</b>	<b>201,642,443</b>
<b>EQUITY AND LIABILITIES</b>			
<b>EQUITY</b>			
a) Equity Share Capital	12	110,490,900	110,490,900
b) Other Equity	13	54,431,869	54,687,016
<b>Total Equity</b>		<b>164,922,769</b>	<b>165,177,916</b>
<b>LIABILITIES</b>			
<b>A) Non-current liabilities</b>			
a) Financial Liabilities			
i) Other financial liabilities		-	-
<b>Total Non-current liabilities</b>		<b>-</b>	<b>-</b>
<b>B) Current liabilities</b>			
a) Financial Liabilities			
i) Trade payables	14	2,149,831	33,622,858
ii) Other financial liabilities	15	33,800	313,669
b) Other Current Liabilities	16	5,040,000	2,528,000
<b>Total Current liabilities</b>		<b>7,223,631</b>	<b>36,464,527</b>
<b>Total Equity and Liabilities</b>		<b>172,146,400</b>	<b>201,642,443</b>

Significant Accounting Policies and Notes to Accounts 1 to 36

In terms of our report of even date

**For Anand Jain & Associates**

Chartered Accountants

Firm Reg. No. : 105666W

Sd/-  
**Anand Raj Jain**  
Partner  
Mem. No. 042051

For and on behalf of the Board of Directors

**ACI INFOCOM LIMITED**

Sd/-  
**Kushal Chand Jain**  
Director  
DIN-03545081

Place : Mumbai  
Date: 29.06.2020  
UDIN: 20042051AAAAABM1635

Sd/-  
**Dilip Kumar Dhariwal**  
CFO

Sd/-  
**Hemantkumar S Jain**  
Director  
DIN-06778764

**Statement of Profit & Loss For the Year Ended March 31, 2020**

(Amount in Rs.)

Particulars	Note No.	Year Ended March 31, 2020	Year Ended March 31, 2019
<b>Income</b>			
Revenue From Operations	17	10,358,300	39,922,855
Other Income and Other Gains/(Losses)	18	5,005,966	5,515,860
<b>Total Income</b>		<b>15,364,266</b>	<b>45,438,715</b>
<b>Expenditure</b>			
Construction cost	19	-	460,200
Cost of Technical sub-contractors	20	-	27,988,315
Purchases of stock-in-trade	21		-
Changes in inventories of finished goods, Stock - in -Trade and work - in - progress	22	11,270,419	13,157,239
Employee benefits expenses	23	1,394,430	2,408,525
Finance costs	24	107,294	10,144
Depreciation and amortisation expenses	2		-
Other expenses	25	2,934,736	1,370,833
<b>Total expenses</b>		<b>15,706,878</b>	<b>45,395,256</b>
<b>Profit before tax</b>		<b>(342,612)</b>	<b>43,459</b>
Tax expense:	26		
(1) Current tax			10,314
(2) Deferred tax		(87,465)	(19,462)
<b>Total tax expenses</b>		<b>(87,465)</b>	<b>(9,148)</b>
<b>Profit for the year</b>		<b>(255,148)</b>	<b>52,607</b>
<b>Other Comprehensive Income</b>			
Items that will not be reclassified to profit or loss			-
Items that will be reclassified to profit or loss			-
<b>Other Comprehensive Income for the Year</b>			-
<b>Total Comprehensive Income for the year</b>		<b>(255,148)</b>	<b>52,607</b>
<b>Earnings per equity share: (in Rs)</b>			
<b>Equity shares of Par value of Rs. 1 /-each</b>			
Basic	27	(0.00)	0.00
Diluted	27	(0.00)	0.00

Significant Accounting Policies and Notes to Accounts 1 to 36

In terms of our report of even date

**For Anand Jain & Associates**

Chartered Accountants

**Firm Reg. No. : 105666W**

Sd/-

**Anand Raj Jain**

Partner

**Mem. No. 042051**

For and on behalf of the Board of Directors

**ACI INFOCOM LIMITED**

Sd/-

**Kushal Chand Jain**

Director

**DIN-03545081**

Sd/-

**Dilip Kumar Dhariwal**

CFO

Sd/-

**Hemantkumar S Jain**

Director

**DIN-06778764**

Place : Mumbai

Date: 29.06.2020

UDIN: 20042051AAAABM1635

## Statement of Cash flows for the year ended March 31, 2020

(Amount in Rs.)

Particulars	2019-2020	2018-2019
<b>Operating activities</b>		
Profit Before Tax	(342,612)	43,459
<b>Adjustments to reconcile profit before tax to net cash inflow</b>		
Interest expense	107,294	-
Interest income	(5,015,235)	(5,515,860)
Income on investment in partnership firm	11,369	-
Liabilities no longer required written back	2,100	-
	(5,237,084)	(5,472,401)
<b>Working capital adjustments :-</b>		
(Increase) / Decrease in Trade and Other Receivables	33,082,560	(33,118,156)
(Increase) / Decrease in Inventories	11,270,419	13,157,239
(Increase) / Decrease in Other Current Financial Assets	7,000	(15,000)
(Increase) / Decrease in Loan	2,757,595	(10,756,988)
(Increase) / Decrease in Income Tax (Assets)	20	(4,600)
(Increase) / Decrease in Other Current Assets	1,645,318	18,259,434
Increase / (Decrease) in Trade and Other Payables	(31,473,027)	33,190,870
Increase / (Decrease) in Other Financial Liabilities	(281,969)	290,619
Increase / (Decrease) in Other Current Liabilities	2,512,000	(3,539,000)
<b>Cash generated from operations</b>	<b>14,282,832</b>	<b>11,992,018</b>
Direct taxes paid (Net of Refunds)	(501,775)	(1,099,778)
<b>Net cash flow from operating activities</b>	<b>13,781,057</b>	<b>10,892,240</b>
<b>Investing activities</b>		
Capital withdrawal from Partnership firm	(19,304,757)	(15,186,906)
Income/Loss on investment in partnership firm	(11,369)	-
Interest received	5,015,235	5,515,860
<b>Net cash flow used in investing activities</b>	<b>(14,300,891)</b>	<b>(9,671,046)</b>
<b>Financing activities</b>		
Proceeds form Borrowings	-	-
Interest paid	(107,294)	-
<b>Net cash flow from financing activities</b>	<b>(107,294)</b>	<b>-</b>
<b>Increase in cash and cash equivalents</b>	<b>(627,128)</b>	<b>1,221,194</b>
Cash and cash equivalents at the beginning of the year	1,777,984	556,790
Cash and cash equivalents at the end of the year	<b>1,150,856</b>	<b>1,777,984</b>

  

Particulars	As at 31.03.2018	As at 31.03.2018
Cash in Hand	129,557	219,277
Bank Balances		
- In Current Accounts	1,021,299	1,558,706
	<b>1,150,856</b>	<b>1,777,984</b>

Significant Accounting Policies and Notes to Accounts 1 to 36

In terms of our report of even date

**For Anand Jain & Associates**

Chartered Accountants

**Firm Reg. No. : 105666W**

Sd/-  
**Anand Raj Jain**

Partner

**Mem. No. 042051**

For and on behalf of the Board of Directors

**ACI INFOCOM LIMITED**

Sd/-  
**Kushal Chand Jain**

Director

**DIN-03545081**

Place : Mumbai  
Date: 29.06.2020

UDIN: 20042051AAAAABM1635

Sd/-  
**Dilip Kumar Dhariwal**  
CFO

Sd/-  
**Hemantkumar S Jain**

Director

**DIN-06778764**

**Statement of Changes in Equity for the Year ended March 31, 2020****A. Equity Share Capital**

Equity Share Capital	Balance as at March 31,2019	Changes in equity share capital during the year	Balance as at March 31,2020
Paid up Capital	110,490,900		110,490,900

**B. Other Equity**

Particulars	OTHER EQUITY				
	Retained Earnings	Securities premium account	General Reserve	Other Comprehensive Income	Total
Balance as at March 31,2018	(25,090,245)	60,434,000	19,290,654	-	54,634,409
Profit for the year	52,607	-	-	-	52,607
Balance as at March 31,2019	(25,037,638)	60,434,000	19,290,654	-	54,687,016
Profit for the year	(255,148)	-	-	-	(255,148)
Balance as at March 31,2020	(25,292,785)	60,434,000	19,290,654	-	54,431,869

Significant Accounting Policies and Notes to Accounts 1 to 36

In terms of our report of even date

For Anand Jain &amp; Associates

Chartered Accountants

Firm Reg. No. : 105666W

Sd/-  
Anand Raj Jain  
Partner  
Mem. No. 042051

For and on behalf of the Board of Directors  
ACI INFOCOM LIMITED

Sd/-  
Kushal Chand Jain  
Director  
DIN-03545081

Place : Mumbai  
Date: 29.06.2020  
UDIN: 20042051AAAABM1635

Sd/-  
Dilip Kumar Dhariwal  
CFO

Sd/-  
Hemantkumar S Jain  
Director  
DIN-06778764

## Accompanying notes to the financial statements for the Year ended March 31, 2020

### Note 1

#### A Corporate information

ACI INFOCOM LIMITED ('the Company') is in business of Construction and IT business Activities. The Company is a public limited company incorporated in India and has its registered office at Mumbai, Maharashtra, India. The Company has its primary listing in BSE Ltd.

#### B SIGNIFICANT ACCOUNTING POLICIES

##### 1 Basis of preparation and presentation

The financial statements of the Company have been prepared to comply in all material respects with the Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015.

The financial statements have been prepared under the historical cost convention with the exception of certain financial assets and liabilities which have been measured at fair value, on an accrual basis of accounting.

All the assets and liabilities have been classified as current and non-current as per normal operating cycle of the Company and other criteria set out in as per the guidance set out in Schedule III to the Act. Based on nature of services, the Company ascertained its operating cycle as 12 months for the purpose of current and non-current classification of asset and liabilities.

The Company's financial statements are reported in Indian Rupees, which is also the Company's functional currency.

#### C Use of Estimates:

The preparation of the financial statements, in conformity with the Ind AS, requires the management to make estimates and assumptions that affect the application of accounting policies and the reported amounts of assets and liabilities and disclosure of contingent liabilities as at the date of financial statements and the results of operation during the reported period. Although these estimates are based upon management's best knowledge of current events and actions, actual results could differ from these estimates which are recognised in the period in which they are determined.

##### i) Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year. The Company based its assumptions and estimates on parameters available when the financial statements were prepared. Existing circumstances and assumptions about future developments, however, may change due to market changes or circumstances arising that are beyond the control of the Company. Such changes are reflected in the financial statements in the period in which changes are made and, if material, their effects are disclosed in the notes to the financial statements.

##### ii) Deferred tax assets

In assessing the realisability of deferred income tax assets, management considers whether some portion or all of the deferred income tax assets will not be realized. The ultimate realization of deferred income tax assets is dependent upon the generation of future taxable income during the periods in which the temporary differences become deductible. Management considers the scheduled reversals of deferred income tax liabilities, projected future taxable income, and tax planning strategies in making this assessment. Based on the level of historical taxable income and projections for future taxable income over the periods in which the deferred income tax assets are deductible, management believes that the Company will realize the benefits of those deductible differences. The amount of the deferred income tax assets considered realizable, however, could be reduced in the near term if estimates of future taxable income during the carry forward period are reduced.

##### iii) Provisions

Provisions and liabilities are recognised in the period when it becomes probable that there will be a future outflow of funds resulting from past operations or events and the amount of cash flow can be reliably estimated. The timing of recognition and quantification of the liability require application of judgement to the existing facts and circumstances which can be subject to change. The carrying amounts of provisions and liabilities are reviewed regularly and revised to take account of changing the facts and circumstances

#### D Property, Plant and Equipment

##### i) Tangible Assets

Property, Plant and Equipment are stated at cost of acquisition including attributable interest and finance costs, if any, till the date of acquisition/ installation of the assets less accumulated depreciation and accumulated impairment losses, if any. Subsequent expenditure relating to Property, Plant and Equipment is capitalised only when it is probable that future economic benefits associated with the item will flow to the Company and the cost of the item can be measured reliably. All other repairs and maintenance costs are charged to the Statement of Profit and Loss as incurred. The cost and related accumulated depreciation are eliminated from the financial statements, either on disposal or when retired from active use and the resultant gain or loss are recognised in the Statement of Profit and Loss.

Capital work-in-progress, representing expenditure incurred in respect of assets under development and not ready for their intended use, are carried at cost. Cost includes related acquisition expenses, construction cost, related borrowing cost and other direct expenditure.

ii) **Intangible Assets** Intangible assets includes

software which are not integral part of the hardware are stated at cost less accumulated amortisation. Intangible assets under development represents expenditure incurred in respect of softwares under development and are carried at cost. Assets acquired but not ready for use are classified under Capital work-in-progress or intangible assets under development, as the case may be.

**E Depreciation and Amortisation:**

Depreciation on all fixed assets, except Leasehold

Improvements and intangible assets, is provided on Written Down value method over the useful life of Asset and in the manner as prescribed by Schedule II of the Act.

**F Financial Instruments**

A financial instrument is any contract that gives rise to a financial asset of one entity and a financial liability or equity instrument of another entity.

i) **Financial Assets Initial Recognition**

In the case of financial assets not recorded at fair value through profit or loss (FVPL), financial assets are recognised initially at fair value plus transaction costs that are directly attributable to the acquisition of the financial asset. Purchases or sales of financial assets that require delivery of assets within a time frame established by regulation or convention in the market place (regular way trades) are recognised on the trade date, i.e., the date that the Company commits to purchase or sell the asset.

**Subsequent Measurement**

For purposes of subsequent measurement, financial assets are classified in following categories:

**Financial Assets at Amortised Cost (AC)**

Financial assets are subsequently measured at amortised cost if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Interest income from these financial assets is included in finance income using the effective interest rate ("EIR") method. Impairment gains or losses arising on these assets are recognised in the Statement of Profit and Loss.

**Financial Assets Measured at Fair Value**

Financial assets are measured at fair value through OCI if these financial assets are held within a business model with an objective to hold these assets in order to collect contractual cash flows or to sell these financial assets and the contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. Movements in the carrying amount are taken through OCI, except for the recognition of impairment gains or losses, interest revenue and foreign exchange gains and losses which are recognised in the Statement of Profit and Loss. Financial asset not measured at amortised cost or at fair value through OCI is carried at FVTPL.

**G Impairment of Financial Assets:**

In accordance with Ind AS 109, the Company applies the expected credit loss ("ECL") model for measurement and recognition of impairment loss on financial assets and credit risk exposures. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivables. Simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECL at each reporting date, right from its initial recognition. For recognition of impairment loss on other financial assets and risk exposure, the Company determines that whether there has been a significant increase in the credit risk since initial recognition. If credit risk has not increased significantly, 12-month ECL is used to provide for impairment loss. However, if credit risk has increased significantly, lifetime ECL is used. If, in a subsequent period, credit quality of the instrument improves such that there is no longer a significant increase in credit risk since initial recognition, then the entity reverts to recognising impairment loss allowance based on 12-month ECL. ECL is the difference between all contractual cash flows that are due to the group in accordance with the contract and all the cash flows that the entity expects to receive (i.e., all cash shortfalls), discounted at the original EIR. Lifetime ECL are the expected credit losses resulting from all possible default events over the expected life of a financial instrument. The 12-month ECL is a portion of the lifetime ECL which results from default events that are possible within 12 months after the reporting date. ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/ expense in the Statement of Profit and Loss.

**H De-recognition of Financial Assets**

The Company de-recognises a financial asset only when the contractual rights to the cash flows from the asset expire, or it transfers the financial asset and substantially all risks and rewards of ownership of the asset to another entity. If the Company neither transfers nor retains substantially all the risks and rewards of ownership and continues to control the transferred asset, the Company recognises its retained interest in the assets and an associated liability for amounts it may have to pay. If the Company retains substantially all the risks and rewards of ownership of a transferred financial asset, the Company continues to recognise the financial asset and also recognises a collateralised borrowing for the proceeds received.

**b) Equity Instruments and Financial Liabilities**

Financial liabilities and equity instruments issued by the Company are classified according to the substance of the contractual arrangements entered into and the definitions of a financial liability and an equity instrument.

## Equity Instruments

An equity instrument is any contract that evidences a residual interest in the assets of the Company after deducting all of its liabilities. Equity instruments which are issued for cash are recorded at the proceeds received, net of direct issue costs. Equity instruments which are issued for consideration other than cash are recorded at fair value of the equity instrument.

## I Financial Liabilities

### i) Initial Recognition

Financial liabilities are classified, at initial recognition, as financial liabilities at FVPL, loans and borrowings and payables as appropriate. All financial liabilities are recognised initially at fair value and, in the case of loans and borrowings and payables, net of directly attributable transaction costs.

### ii) Subsequent Measurement

The measurement of financial liabilities depends on their classification, as described below

#### Financial liabilities at FVPL

Financial liabilities at FVPL include financial liabilities held for trading and financial liabilities designated upon initial recognition as at FVPL. Financial liabilities are classified as held for trading if they are incurred for the purpose of repurchasing in the near term. Gains or losses on liabilities held for trading are recognised in the Statement of Profit and Loss.

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind AS 109 and the amount recognised less cumulative amortisation. Amortisation is recognised as finance income in the Statement of Profit and Loss.

#### Financial liabilities at amortised cost

After initial recognition, interest-bearing loans and borrowings are subsequently measured at amortised cost using the EIR method. Any difference between the proceeds (net of transaction costs) and the settlement or redemption of borrowings is recognised over the term of the borrowings in the Statement of Profit and Loss. Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR. The EIR amortisation is included as finance costs in the Statement of Profit and Loss.

### iii) De-recognition of Financial Liabilities

Financial liabilities are de-recognised when the obligation specified in the contract is discharged, cancelled or expired. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as de-recognition of the original liability and recognition of a new liability. The difference in the respective carrying amounts is recognised in the Statement of Profit and Loss.

### iv) Offsetting Financial Instruments

Financial assets and financial liabilities are offset and the net amount is reported in the Balance Sheet if there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis to realise the assets and settle the liabilities simultaneously.

## J Impairment of Non-Financial Assets

As at each Balance Sheet date, the Company assesses whether there is an indication that a non-financial asset may be impaired and also whether there is an indication of reversal of impairment loss recognised in the previous periods. If any indication exists, or when annual impairment testing for an asset is required, the Company determines the recoverable amount and impairment loss is recognised when the carrying amount of an asset exceeds its recoverable amount. Recoverable amount is determined:

- In case of an individual asset, at the higher of the assets' fair value less cost to sell and value in use; and
- In case of cash generating unit (a group of assets that generates identified, independent cash flows), at the higher of cash generating unit's fair value less cost to sell and value in use.

In assessing value in use, the estimated future cash flows are discounted to their present value using pre-tax discount rate that reflects current market assessments of the time value of money and risk specified to the asset. In determining fair value less cost to sell, recent market transaction are taken into account. If no such transaction can be identified, an appropriate valuation model is used.

Impairment losses of continuing operations, including impairment on inventories, are recognised in the Statement of Profit and Loss, except for properties previously revalued with the revaluation taken to OCI. For such properties, the impairment is recognised in OCI up to the amount of any previous revaluation. When the Company considers that there are no realistic prospects of recovery of the asset, the relevant amounts are written off. If the amount of impairment loss subsequently decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, then the previously recognised impairment loss is reversed through the Statement of Profit and Loss.



## **K Trade receivables**

A receivable is classified as a 'trade receivable' if it is in respect of the amount due on account of goods sold or services rendered in the normal course of business. Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the EIR method, less provision for impairment.

## **L Trade payables**

A payable is classified as a 'trade payable' if it is in respect of the amount due on account of goods purchased or services received in the normal course of business. These amounts represent liabilities for goods and services provided to the Company prior to the end of the financial year which are unpaid. These amounts are unsecured and are usually settled as per the payment terms stated in the contract. Trade and other payables are presented as current liabilities unless payment is not due within 12 months after the reporting period. They are recognised initially at their fair value and subsequently measured at amortised cost using the EIR method.

## **M Earnings Per Share**

Basic earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Company by the weighted average number of equity shares outstanding during the period. The weighted average number of equity shares outstanding during the period and for all periods presented is adjusted for events, such as bonus shares, other than the conversion of potential equity shares, that have changed the number of equity shares outstanding, without a corresponding change in resources.

Diluted earnings per share is computed by dividing the net profit or loss for the period attributable to the equity shareholders of the Company and weighted average number of equity shares considered for deriving basic earnings per equity share and also the weighted average number of equity shares that could have been issued upon conversion of all dilutive potential equity shares. The dilutive potential equity shares are adjusted for the proceeds receivable had the equity shares been actually issued at fair value (i.e. the average market value of the outstanding equity shares).

## **N Cash and Cash Equivalents**

Cash and cash equivalents in the Balance Sheet comprises of cash at banks and on hand and short-term deposits with an original maturity of three month or less, which are subject to an insignificant risk of changes in value.

## **O Borrowing Costs**

Borrowing costs consist of interest and other costs that the Company incurs in connection with the borrowing of funds. Also, the EIR amortisation is included in finance costs.

Borrowing costs relating to acquisition, construction or production of a qualifying asset which takes substantial period of time to get ready for its intended use are added to the cost of such asset to the extent they relate to the period till such assets are ready to be put to use. All other borrowing costs are expensed in the Statement of Profit and Loss in the period in which they occur.

## **P Revenue Recognition:**

- i) Revenue is recognized when all significant risks and rewards of ownership of the goods are passed on to the buyer and no significant uncertainty exists as to its realization or collection.
- ii) Revenue from disposal of properties is recognized on legal completion of the contract. Where properties are under development, revenue is recognized when significant risk and rewards of ownership and effective control of the real estate have been transferred to the buyer. If the revenue recognition criteria have been met before construction is complete then obligation is recognized for the cost to complete the construction at the same time as the sale is recognized.
- iii) Rent Income is recognized on the basis of term with lessee.
- iv) Interest Income is recognized on a time proportion basis by reference to the principal outstanding and at the interest rate applicable. Share of profit/ Loss from partnership firm recognised on the basis of confirmation from partnership firm.

## **Q Foreign Currency Transactions:**

### **a Initial Recognition**

Foreign currency transactions are initially recorded in the reporting currency, by applying to the foreign currency amount the exchange rate between the reporting currency and the foreign currency at the date of the transaction. However, for practical reasons, the Company uses a monthly average rate if the average rate approximate the actual rate at the date of the transactions.

### **b Conversion**

Monetary assets and liabilities denominated in foreign currencies are reported using the closing rate at the reporting date. Non-monetary items which are carried in terms of historical cost denominated in a foreign currency are reported using the exchange rate at the date of the transaction.

### **c Treatment of Exchange Difference**

Exchange differences arising on settlement/ restatement of short-term foreign currency monetary assets and liabilities of the Company are recognised as income or expense in the Statement of Profit and Loss except those arising from investment in Non Integral operations.

## R Inventories

Inventories are valued at cost or net realizable value whichever is lower. Cost of property under construction held as inventory includes cost of purchases, construction cost, and other cost incurred in bringing the properties to their present location and condition

## S Provisions and Contingent Liabilities and Assets:

A provision is recognised when the Company has a present obligation (legal or constructive) as a result of past events and it is probable that an outflow of resources embodying economic benefits will be required to settle the obligation, in respect of which a reliable estimate can be made of the amount of obligation. Provisions (excluding gratuity and compensated absences) are determined based on management's estimate required to settle the obligation at the Balance Sheet date. In case the time value of money is material, provisions are discounted using a current pre-tax rate that reflects the risks specific to the liability. When discounting is used, the increase in the provision due to the passage of time is recognised as a finance cost. These are reviewed at each Balance Sheet date and adjusted to reflect the current management estimates.

Contingent liabilities are disclosed in respect of possible obligations that arise from past events, whose existence would be confirmed by the occurrence or non-occurrence of one or more uncertain future events not wholly within the control of the Company. A contingent liability also arises, in rare cases, where a liability cannot be recognised because it cannot be measured reliably.

Contingent asset is not recognised unless it becomes virtually certain that an flow of economic benefits will arise.

## T Employee Benefits

### i) Defined Contribution Plan

Contributions to defined contribution schemes such as provident fund, employees' state insurance, labour welfare are charged as an expense based on the amount of contribution required to be made as and when services are rendered by the employees. The above benefits are classified as Defined Contribution Schemes as the Company has no further obligations beyond the monthly contributions.

### ii) Defined Benefit Plan

The Company also provides for gratuity which is a defined benefit plan, the liabilities of which is determined based on valuations, as at the balance sheet date, made by an independent actuary using the projected unit credit method. Re-measurement, comprising of actuarial gains and losses, in respect of gratuity are recognised in the OCI, in the period in which they occur. Re-measurement recognised in OCI are not reclassified to the Statement of Profit and Loss in subsequent periods. Past service cost is recognised in the Statement of Profit and Loss in the year of plan amendment or curtailment. The classification of the Company's obligation into current and non-current is as per the actuarial valuation report.

### iii) Leave entitlement and compensated absences

Accumulated leave which is expected to be utilised within next twelve months, is treated as short-term employee benefit. Leave entitlement, other than short term compensated absences, are provided based on a actuarial valuation, similar to that of gratuity benefit. Re-measurement, comprising of actuarial gains and losses, in respect of leave entitlement are recognised in the Statement of Profit and Loss in the period in which they occur.

### iv) Short-term Benefits

Short-term employee benefits such as salaries, wages, performance incentives etc. are recognised as expenses at the undiscounted amounts in the Statement of Profit and Loss of the period in which the related service is rendered. Expenses on non-accumulating compensated absences is recognised in the period in which the absences occur.

### v) Termination benefits

Termination benefits are recognised as an expense as and when incurred.

## U Accounting for Taxes of Income:-

### i) Current Taxes

Current income tax is recognised based on the estimated tax liability computed after taking credit for allowances and exemptions in accordance with the Income Tax Act, 1961. Current income tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities. The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date.

## ii) Deferred Taxes

Deferred tax is determined by applying the Balance Sheet approach. Deferred tax assets and liabilities are recognised for all deductible temporary differences between the financial statements' carrying amount of existing assets and liabilities and their respective tax base. Deferred tax assets and liabilities are measured using the enacted tax rates or tax rates that are substantively enacted at the Balance Sheet date. The effect on deferred tax assets and liabilities of a change in tax rates is recognised in the period that includes the enactment date. Deferred tax assets are only recognised to the extent that it is probable that future taxable profits will be available against which the temporary differences can be utilised. Such assets are reviewed at each Balance Sheet date to reassess realisation. Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset. Current tax assets and tax liabilities are offset where the entity has a legally enforceable right to offset and intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

## iii) Minimum Alternative Tax

MAT is recognised as deferred Tax Assets in the Balance Sheet when the asset can be measured reliably and it is probable that the future economic benefit associated with asset will be realised

## Notes to financial statements for the Year ended March 31, 2020

### Note 2: Property, Plant & Equipment

(Amount in Rs. )

Particulars	Land	Computer	Total
<b>Year Ended March 31, 2019</b>			
<b>Gross Carrying Amount</b>			
Opening Gross Carrying Amount	164,000	8,315	172,315
Additions	-	-	-
Disposals	-	-	-
Transfers	-	-	-
<b>Closing Gross Carrying Amount</b>	<b>164,000</b>	<b>8,315</b>	<b>172,315</b>
<b>Accumulated Depreciation</b>			
Opening Accumulated Depreciation	-	4,875	4,875
Depreciation charge during the year	-	-	-
Disposals	-	-	-
<b>Closing Accumulated Depreciation</b>	<b>-</b>	<b>4,875</b>	<b>4,875</b>
<b>Net Carrying Amount</b>	<b>164,000</b>	<b>3,440</b>	<b>167,440</b>
<b>Year Ended March 31, 2020</b>			
<b>Gross Carrying Amount</b>			
Opening Gross Carrying Amount	164,000	8,315	172,315
Additions	-	-	-
Disposals	-	-	-
Transfers	-	-	-
<b>Closing Gross Carrying Amount</b>	<b>164,000</b>	<b>8,315</b>	<b>172,315</b>
<b>Accumulated Depreciation and Impairment</b>			
Opening Accumulated Depreciation	-	4,875	4,875
Depreciation charge during the year	-	-	-
Disposals	-	-	-
<b>Closing Accumulated Depreciation and Impairment</b>	<b>-</b>	<b>4,875</b>	<b>4,875</b>
<b>Net Carrying Amount</b>	<b>164,000</b>	<b>3,440</b>	<b>167,440</b>

**Notes forming part to the Financial Statement for the Year ended March 31, 2020**
**Note 3 : Investments**

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Investment in other instruments at fair value through Profit or loss (Unquoted)</b>		
<b>Investment In Partnership Firms</b>		
Investment in Sanjog Developers	74,738,466	55,433,709
(Share of Profit/ (Loss) during the year of Rs. (11369) and Capital Account Balance as on 31st March is Rs. 7,47,38,466/- (Rs. 5,54,33,709) respectively)		
<b>Total</b>	<b>74,738,466</b>	<b>55,433,709</b>

**Detail of Investment in Partnership Firm**
**Name of the Partners**
**Share of profit ( In %)**

	31st March 2020	31st March 2019
ACI Infocom Ltd	70	70
Lalit Parasmal Nahata	15	15
Praveen Sohanraj Balar	15	15

**Aggregate amount of**

a) Aggregate amount of quoted investments as per books		-
b) Market value of Quoted investments		-
c) Aggregate amount of unquoted investments as per books	74,738,466	55,433,709
d) Aggregate amount of impairment in value of investment		-

**Note 4: Deferred Tax Assets (Net)**

Particulars	As at March 31, 2020	As at March 31, 2019
On Account of Depreciation	(872)	(857)
Brought forward Loss	3,067,206	2,979,727
MAT Credit	3,151,882	3,151,882
<b>Total Deferred Tax Assets</b>	<b>6,218,217</b>	<b>6,130,752</b>

**Note 5: Inventories**

Particulars	As at March 31, 2020	As at March 31, 2019
Constructed flats -Project at Pali	7,074,991	18,345,410
<b>Total</b>	<b>7,074,991</b>	<b>18,345,410</b>

**Note 6: Trade Receivables**

Particulars	As at March 31, 2020	As at March 31, 2019
Unsecured, considered good	508,120	33,590,680
<b>Total</b>	<b>508,120</b>	<b>33,590,680</b>
Current Portion	508,120	33,590,680
Non - Current Portion	-	-

## Notes forming part to the Financial Statement for the Year ended March 31, 2020

Balance with Banks - Current Accounts	1,021,299	1,558,706
Cash on Hand	129,557	219,277
<b>Total Cash &amp; Cash Equivalents</b>	<b>1,150,856</b>	<b>1,777,984</b>

### Note 8: Loans

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Unsecured considered good-</b>		
Inter-corporate Loan	19,698,400	17,303,736
Other Loan	4,127,232	9,279,492
<b>Total</b>	<b>23,825,632</b>	<b>26,583,228</b>

### Note 7: Cash & Cash Equivalents

Particulars	As at March 31, 2020	As at March 31, 2019

### Note 9: Other Current Financial Assets

Particulars	As at March 31, 2020	As at March 31, 2019
Deposits	23,000	30,000
<b>Total</b>	<b>23,000</b>	<b>30,000</b>

### Note 10: Income Tax Assets (Net)

Particulars	As at March 31, 2020	As at March 31, 2019
Advance Tax & TDS (Net of Provisions)	2,215,128	1,713,373
<b>Total</b>	<b>2,215,128</b>	<b>1,713,373</b>

### Note 11: Other Current Assets

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Unsecured, considered good</b>		
Advances reoverable in cash or kind	55,996,172	57,338,235
Prepaid Expenses	13,373	7,750
Balances with government authorities	215,005	523,883
<b>Total</b>	<b>56,224,550</b>	<b>57,869,868</b>

### Note 12: Equity Share Capital

Particulars	As at March 31, 2020	As at March 31, 2019
<b>Authorised</b>		
13,50,00,000 Equity Shares of Rs 1 each	135,000,000	135,000,000
<b>Total</b>	<b>135,000,000</b>	<b>135,000,000</b>
<b>Issued, Subscribed and Fully Paid Up</b>		
11,04,90,900 Equity Shares of Rs 1 each fully paid up	110,490,900	110,490,900
<b>Total</b>	<b>110,490,900</b>	<b>110,490,900</b>

## Notes forming part to the Financial Statement for the Year ended March 31, 2020

### a) Terms / rights attached to equity shares

The Company has only one class of equity shares having a par value of Rs. 1 per share. Each holder of equity share is entitled to one vote per share.

In the event of liquidation of the Company, the holder of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

### b) Reconciliation of the equity shares outstanding at the beginning and at the end of the reporting period :

Particulars	Equity Shares	
	As on March 31, 2020	
	Number	Rs
Shares outstanding at the beginning of the year	110,490,900	110,490,900
Shares Issued during the year	-	-
Shares bought back during the year	-	-
Shares outstanding at the end of the year	<b>110,490,900</b>	<b>110,490,900</b>

### c) Details of Shareholders holding more than 5% shares in the company:

Name of the Shareholder	Equity Shares	
	As on March 31, 2020	
Name of the Shareholder	No. of Shares held	% of Holding
Pujya Guruwar Solar India Pvt Ltd ( Formally known as Prog Dychem Pvt Ltd)	22,829,644	20.66%

### Note 13: Other Equity

Particulars	As at	March 31,	As at	March 31,
	2020	2020	2019	2019
Retained Earnings		(25,292,785)		(25,037,638)
General Reserve		19,290,654		19,290,654
Securities Premium		60,434,000		60,434,000
<b>Closing Balance</b>		<b>54,431,869</b>		<b>54,687,016</b>

#### i) Retained Earnings

Balance as at the beginning of the year	(25,037,638)	(25,090,245)
Add- Profit for the current year	(255,148)	52,607
Net surplus in the statement of profit and loss account	<b>(25,292,785)</b>	<b>(25,037,638)</b>

#### ii) General Reserve

Balance as per last financial statements	19,290,654	19,290,654
Add-Addition during the year	-	-
Less-Utilized during the year	-	-
Closing Balance	<b>19,290,654</b>	<b>19,290,654</b>

#### iii) Security Premium

Balance as per last financial statements	60,434,000	60,434,000
Add-Addition on issue of fresh equity	-	-
Less-Utilized during the year	-	-
Closing Balance	<b>60,434,000</b>	<b>60,434,000</b>

## Notes forming part to the Financial Statement for the Year ended March 31, 2020

### Nature and Purpose of Reserves : Securities Premium

Securities Premium is used to record the premium on issue of shares. The reserve is utilised in accordance with the provisions of the Act.

### General Reserve

General Reserve represents appropriation of retained earnings and are available for distribution to shareholders

### Retained Earnings

Retained Earnings represents surplus/accumulated earnings of the Company and are available for distribution to shareholders

### Note 14: Trade Payables

Particulars	As at March 31, 2020	As at March 31, 2019
Due to Micro, Small & Medium enterprises (Refer Note No.33)	-	-
Others	2,149,831	33,622,858
<b>Total</b>	<b>2,149,831</b>	<b>33,622,858</b>

### Note 15: Other Financial Liabilities (Current)

Particulars	As at March 31, 2020	As at March 31, 2019
Statutory Dues Payable	33,800	313,669
<b>Total</b>	<b>33,800</b>	<b>313,669</b>

### Note 16: Other Current Liabilities

Particulars	As at March 31, 2020	As at March 31, 2019
Advance from Customers	5,040,000	2,528,000
<b>Total</b>	<b>5,040,000</b>	<b>2,528,000</b>

### Note 17: Revenue from Operations

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
Sale of products-		
Sale of Flats	10,200,000	10,575,000
Sale of IT Products	-	-
Other operating revenues -		
Rent from unsold residential flats	158,300	540,855
IT Sub-Contractors Service	-	28,807,000
<b>Total Revenue from Operations</b>	<b>10,358,300</b>	<b>39,922,855</b>

### Note 18: Other Income and Other Gains/(Losses)

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
Interest on Short-term loans and advances	5,015,235	5,515,860
Liabilities no longer required written back	2,100	-
Profit/loss from Partnership Firm	(11,369)	-
	<b>5,005,966</b>	<b>5,515,860</b>



## Notes forming part to the Financial Statement for the Year ended March 31, 2020

### Note 19 : Construction cost

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
Cost related to Construction	-	460,200
	-	<b>460,200</b>

### Note 20 : Cost of Technical sub-contractors

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
Cost of Technical sub-contractors	-	27,988,315
	-	<b>27,988,315</b>

### Note 21 : Purchases of stock-in-trade

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
IT Products	-	-
	-	-

### Note 22: Changes in inventories of finished goods, Stock - in -Trade and work - in - progress

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
<b>Opening Balance</b>		
Construction WIP	-	-
Constructed flats	18,345,410	31,502,649
<b>Total Opening Balance</b>	<b>18,345,410</b>	<b>31,502,649</b>
<b>Closing Balance</b>		
Construction WIP	-	-
Constructed flats	7,074,991	18,345,410
<b>Total Closing Balance</b>	<b>7,074,991</b>	<b>18,345,410</b>
<b>Total Changes in inventories of finished goods, Stock-in -Trade and work-in-progress</b>	<b>11,270,419</b>	<b>13,157,239</b>

### Note 23: Employee Benefit Expense

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
Salaries and Bonus	944,430	1,808,525
Director's Remuneration	450,000	600,000
<b>Total</b>	<b>1,394,430</b>	<b>2,408,525</b>

### Note 24: Finance Cost

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
Interest on delay Payment of Statutory Dues	107,294	10,144
<b>Total</b>	<b>107,294</b>	<b>10,144</b>

**Note 25: Other Expenses**

Particulars	Year Ended	Year Ended
	March 31, 2020	March 31, 2019
Advertisement	75,720	89,800
<b>Auditors Remuneration-</b>		
Statutory Audit Fees	30,000	70,000
Tax Audit Fees	15,000	15,000
Bank charges	236	849
Courier & Postage Charges	21,782	62,899
Electricity Charges	10,470	18,750
Legal and Professional fees	196,500	180,271
Listing & Custodian fees	390,000	340,000
Office Expenses	16,355	23,346
Printing And Stationary	51,750	47,388
Rta Service Charge	83,187	63,286
Rent	144,000	246,000
Repairs & Maintenance	95,279	99,710
ROC Charges	35,700	16,000
Rates and Tax	1,449,472	21,410
Brokerage	10,500	-
Telephone Expenses	8,078	11,224
Travelling & Conveyance	37,800	61,900
Web Site Expenses	3,833	3,000
<b>Total</b>	<b>2,934,736</b>	<b>1,370,833</b>

**Details of Payment to Auditors**

Particulars	Year Ended	Year Ended
	March 31, 2020	March 31, 2019
For Audit Fees	30,000	70,000
For Tax Audit	15,000	15,000
<b>Total Payment to Auditors</b>	<b>45,000</b>	<b>85,000</b>

**Note 26: Tax Expense**
**(a) Amounts recognised in Statement of Profit and Loss**
**(Amount in Rs.)**

Particulars	2019-20	2018-19
<b>Current tax expense (A)</b>		
Current year	-	10,314
Short/(Excess) provision of earlier years	-	-
	-	<b>10,314</b>
<b>Deferred tax expense (B)</b>		
Property, plant and equipment & Intangible assets	15	(1,639)
Brought forward Loss	(87,479)	(7,508)
MAT of earlier years		
MAT		
<b>Tax expense recognised in the income statement (A+B)</b>	<b>(87,465)</b>	<b>(9,148)</b>

## Notes forming part to the Financial Statement for the Year ended March 31, 2020

### (b) Amounts recognised in other comprehensive income

Particulars	2019-20			2018-19		
	Before tax	Tax (expense)/benefit	Net of tax	Before tax	Tax (expense)/benefit	Net of tax
Items that will not be reclassified to profit or loss						
Remeasurements of the defined benefit plans	-	-	-	-	-	-
	-	-	-	-	-	-

### (c) Reconciliation of effective tax rate

Particulars	2019-20	2018-19
<b>Profit before tax</b>	<b>(342,612)</b>	<b>43,459</b>
Company's domestic tax rate	26%	26%
Tax using the Company's domestic tax rate	(89,079.17)	11,299.39
<b>Tax effect of :</b>		
Tax effect on non-deductible expense s		
Share of income from firm( Exempt income u/s 10)	-	-
Others	9,986	8,362
Tax On Carried forward losses adjusted	79,093	(19,661)
Tax on book profit		10,314
MAT of earlier years	-	-
On Account of Deferred Tax Adjustment	(87,465)	(19,462)
<b>Tax expense as per Statement of Profit &amp; Loss</b>	<b>(87,465)</b>	<b>(9,147)</b>
Effective tax rate	25.53	(21)

### (d) Movement in deferred tax balances

Particulars	Net balance as at April 1, 2019	Recognised in profit or loss	Recognised in OCI	Recognised directly in equity	Net Balance as at March 31, 2020	(Amount in Rs.)	
						Deferred tax liability	Deferred tax asset
<b>Deferred tax (Asset)/Liabilities</b>							
Property, plant and equipment & Intangible assets	857	15	-	-	872	872	-
Brought forward Loss	(2,979,727)	(87,479)	-	-	(3,067,206)	-	(3,067,206)
MAT	(3,151,882)	-	-	-	(3,151,882)	-	(3,151,882)
<b>Deferred tax (Asset)/Liabilities</b>	<b>(6,130,752)</b>	<b>(87,465)</b>	<b>-</b>	<b>-</b>	<b>(6,218,217)</b>	<b>872</b>	<b>(6,219,088)</b>

### Note 27: Earning Per Share

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
Weighted average number of shares outstanding during the period	110,490,900	110,490,900
Weighted average number of Potential Equity shares outstanding during the year	110,490,900	110,490,900
Total number of Potential Equity Share for calculating Diluted Earning Per share	110,490,900	110,490,900
<b>Net Profit \ (Loss) after tax available for equity shareholders</b>	<b>(255,148)</b>	<b>52,607</b>
<b>Basic Earning per share (in Rs.)</b>	<b>(0.00)</b>	<b>0.00</b>
<b>Diluted Earning per share (in Rs.)</b>	<b>(0.00)</b>	<b>0.00</b>

## Notes forming part to the Financial Statement for the Year ended March 31, 2020

### Note 28 : Segment Reporting

The Company's operating segments are established on the basis of those components that are evaluated regularly by the 'Chief Operating Decision Maker' as defined in Ind AS 108 - 'Operating Segments', in deciding how to allocate resources and in assessing performance. These have been identified taking into account nature of products and services, the differing risks and returns and the internal business reporting systems.

(Amount in Rs.)

Particulars	Year Ended March 31, 2020	Year Ended March 31, 2019
<b>A. Segment Revenue</b>		
1.Realty Sector	10,358,300	11,115,855
2.Information Technology	-	28,807,000
<b>Total Revenue</b>	<b>10,358,300</b>	<b>39,922,855</b>
<b>B. Segment Results</b>		
1.Realty Sector	(1,172,552)	(2,601,294)
2.Information Technology	-	818,685
<b>Total</b>	<b>(1,172,552)</b>	<b>(1,782,609)</b>
ii) Unallocable Expenditure net off income	829,940	1,826,069
iii) Exceptional items	-	-
<b>Total Profit Before Tax</b>	<b>(342,612)</b>	<b>43,459</b>
Less: Tax Expenses	(87,465)	(9,148)
<b>Total Profit After Tax</b>	<b>(255,148)</b>	<b>52,607</b>
<b>C. Segments Assets</b>		
1.Realty Sector	63,349,541	76,388,838
2.Information Technology	458,120	33,416,120
3.Unallocated	108,338,739	91,837,485
<b>Total</b>	<b>172,146,400</b>	<b>201,642,443</b>
<b>D. Segment Liabilities</b>		
1.Realty Sector	5,000,000	2,727,417
2.Information Technology	1,000,000	32,746,328
3.Unallocated	166,146,400	166,168,698
<b>Total</b>	<b>172,146,400</b>	<b>201,642,443</b>
<b>D. Non Cash Expenditures</b>		
Depreciation & Amortisations		
1.Realty Sector	-	-
2.Information Technology	-	-
3.Unallocated	-	-
<b>Total</b>	<b>-</b>	<b>-</b>

## Notes forming part to the Financial Statement for the Year ended March 31, 2020

(Amount in Rs.)

### Note 29: Disclosure regarding Related Party Disclosures on Related party transactions

#### i) Nature and Relationship of Related Parties

##### a) Associates / Enterprises over which directors and /Or their relatives has significant influence

Puja Guruwar Solar India Pvt Ltd ( Formally known as Prog Dychem Pvt Ltd)  
Sanjog Developers

##### b) Directors, Key Management Personnel & Relatives of KMP

Managing Director	Anand Kumar Jain
Director	Kushal Chand Jain
Director	Dilip Kumar Dhariwal
Director	Kalpesh Bhandari
Company Secretary	Sangeeta Kumari Birla

##### c)Relatives of Key Management Personnel

Pramila Sanklecha  
Mamta Bhandari  
Vinod Sanklecha

#### ii) Transactions with Related Parties during the year Relationship

a) Associates Company			
Particulars	Nature of Transaction	March 31, 2020	March 31, 2019
Puja Guruwar Solar India Pvt Ltd	Unsecured Loans Accepted		2,010,000
Puja Guruwar Solar India Pvt Ltd	Unsecured Loans Repaid		2,010,000
Sanjog Developer	Net Capital Introduced in Partnership firm	19,304,757	15,186,906
Sanjog Developer	Profit/(Loss) from Partnership Firm	(11,369)	-

Particulars	Nature of Transaction	March 31, 2020	March 31, 2019
b) Directors and Key Management Personnel			
Shri Anand Kumar Jain	Remuneration	150,000	300,000
		300,000	300,000
Shri Kushal Chand Jain	Remuneration		
Sangeeta Kumari Birla	Salary	187,500	150,000
Dilip Kumar Dhariwal	Salary	420,000	480,000
Dilip Kumar Dhariwal	Reimbursement of expenses	10,874	
Kalpesh Bhandari	Sale of Flats	3,600,000	
Kalpesh Bhandari	Maintenance Charges	12,000	
Mamta Bhandari	Sale of Flats	6,600,000	
Mamta Bhandari	Maintenance Charges	18,000	
Sarika Mehta	Salary	100,000	

## Notes forming part to the Financial Statement for the Year ended March 31, 2020

Particulars	Nature of Transaction		
		March 31, 2020	March 31, 2019
<b>c) Relatives of Key Management Personnel</b>			
Pramila Sanklecha	Sale of Flats		8,775,000
Pramila Sanklecha	Maintenance Charges	45,000	40,000
Vinod Sanklecha	Reimbursement of expenses	22,500	

### iii) Closing Outstanding Balances of Related Parties

Particulars		March 31, 2020	March 31, 2019
Sanjog Developers	Nature	74,738,466	55,433,709
Sangeeta Kumari Birla	Salary payable		98,700
Dilip Kumar Dhariwal	Investment in partnership firm		
	Salary Payable and Reimbursement of Expenses	65,000	47,500
Vinod Sanklecha	Reimbursement of expenses	22,500	
Sarika Mehta	Salary Payable	100,000	

Note 1: Related Parties as disclosed by Management and relied upon by auditors.

### Note 30: Financial instruments – Fair values and risk management

#### A. Accounting classification and fair values

The following table shows the carrying amounts and fair values of financial assets and financial liabilities, including their levels in the fair value hierarchy. It does not include fair value information for financial assets and financial liabilities not measured at fair value if the carrying amount is a reasonable approximation of fair value. (Amount in Rs.)

31st March 2020	Carrying amount			Fair value				
	Mandatorily at FVTPL	FVTOCI - designated as such	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>								
Investments in Partnership Firm	74,738,466	-	-	74,738,466	-	-	-	-
Loans	-	-	23,825,632	23,825,632	-	-	-	-
Other Financial Assets	-	-	23,000	23,000	-	-	-	-
Trade receivables	-	-	508,120	508,120	-	-	-	-
Cash and cash equivalents	-	-	1,150,856	1,150,856	-	-	-	-
	<b>74,738,466.45</b>	<b>-</b>	<b>25,507,608</b>	<b>100,246,075</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

<b>Financial liabilities</b>								
Trade Payables	-	-	2,149,831	2,149,831	-	-	-	-
Other Financial Liabilities	-	-	313,669	313,669	-	-	-	-
	<b>-</b>	<b>-</b>	<b>2,463,500</b>	<b>2,463,500</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

31st March 2019	Carrying amount			Fair value				
	Mandatorily at FVTPL	FVTOCI - designated as such	Amortised Cost	Total	Level 1	Level 2	Level 3	Total
<b>Financial assets</b>								
Investments in Partnership Firm	55,433,709	-	-	55,433,709	-	-	-	-
Loans	-	-	26,583,228	26,583,228	-	-	-	-
Other Financial Assets	-	-	30,000	30,000	-	-	-	-
Trade receivables	-	-	33,590,680	33,590,680	-	-	-	-
Cash and cash equivalents	-	-	1,777,984	1,777,984	-	-	-	-
	<b>55,433,709.15</b>	<b>-</b>	<b>61,981,892</b>	<b>117,415,601</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

<b>Financial liabilities</b>								
Trade Payables	-	-	33,622,858	33,622,858	-	-	-	-
Other Financial Liabilities	-	-	313,669	313,669	-	-	-	-
	<b>-</b>	<b>-</b>	<b>33,936,527</b>	<b>33,936,527</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>-</b>

## Notes forming part to the Financial Statement for the Year ended March 31, 2020

### B. Measurement of fair values

Valuation techniques and significant unobservable inputs.

The Fair Value of the Financial Assets & Liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale. The following tables show the valuation techniques used in measuring Level 2 and Level 3 fair values, for financial instruments measured at fair value in the statement of financial position, as well as the significant unobservable inputs used.

**Financial instruments measured at fair value**

Type	Valuation Technique	Significant unobservable inputs	Inter-relationship between significant unobservable inputs and fair value measurement
Mutual Funds	The fair values of investments in Mutual fund units is based on the net asset value ("NAV") as stated by the issuers of these mutual fund units in the published statements as at Balance Sheet date. NAV represents the price at which the issuer will issue further units of mutual fund and the price at which issuers will redeem such units from the investors	Not applicable	Not applicable
Non current financial assets and liabilities measured at amortised cost	Discounted cash flows: The valuation model considers the present value of expected receipt/payment discounted using appropriate discounting rates.	Not applicable	Not applicable

### Note 30 : Financial instruments – Fair values and risk management (continued)

#### C. Financial Risk Management

##### C.i. Risk management framework

A wide range of risks may affect the Company's business and operational / financial performance. The risks that could have significant influence on the Company are market risk, credit risk and liquidity risk. The Company's Board of Directors reviews and sets out policies for managing these risks and monitors suitable actions taken by management to minimise potential adverse effects of such risks on the company's operational and financial performance.

##### C.ii. Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's trade and other receivables, cash and cash equivalents and other bank balances. To manage this, the Company periodically assesses financial reliability of customers, taking into account the financial condition, current economic trends and analysis of historical bad debts and ageing of accounts receivable. The maximum exposure to credit risk in case of all the financial instruments covered below is restricted to their respective carrying amount.

##### (a) Trade and other receivables from customers

Credit risk in respect of trade and other receivables is managed through credit approvals, establishing credit limits and monitoring the creditworthiness of customers to which the Company grants credit terms in the normal course of business.

The Company considers the probability of default upon initial recognition of asset and whether there has been a significant increase in the credit risk on an on-going basis through each reporting period. To assess whether there is a significant increase in credit risk the Company compares the risk of default occurring on assets as at the reporting date with the risk of default as at the date of initial recognition. It considers reasonable and supportive forwarding-looking information such as:

- i) Actual or expected significant adverse changes in business
- ii) Actual or expected significant changes in the operating results of the counterparty
- iii) Financial or economic conditions that are expected to cause a significant change to the counterparties ability to meet its obligation

iv) Significant changes in the value of the collateral supporting the obligation or in the quality of third party guarantees or credit enhancements

Financial assets are written off when there is a no reasonable expectations of recovery , such as a debtor failing to engage in a repayment plan with the Company. When loans or receivables have been written off, the Company continues to engage in enforcement activity to attempt to recover the receivable due, When recoverable are made, these are recognised as income in the statement of profit and loss.

The Company measures the expected credit loss of trade receivables and loan from individual customers based on historical trend, industry practices and the business environment in which the entity operates. Loss rates are based on actual credit loss experience and past trends. Based on the historical data, loss on collection of receivable is not material hence no additional provision considered.

**Ageing of Accounts receivables :**

Particulars	As at March 31, 2020	As at March 31, 2019
0 - 6 months	504,120	33,541,680
Beyond 6 months	4,000	49,000
<b>Total</b>	<b>508,120</b>	<b>33,590,680</b>

Financial Assets are considered to be of good quality and there is no significant increase in credit risk

**(b) Cash and cash equivalents and Other Bank Balances**

The Company held cash and cash equivalents and other bank balances of Rs.11,50,856 at 31st March 2020 (31st March 2019: Rs. 17,77,984). The cash and cash equivalents are held with bank with good credit ratings and financial institution counterparties with good market standing. Also, Company invests its short term surplus funds in bank fixed deposit, which carry no / low mark to market risks for short duration therefore does not expose the Company to credit risk.

**C.iii. Liquidity risk**

Liquidity risk is the risk that the Company will encounter difficulty in meeting the obligations associated with its financial liabilities that are settled by delivering cash or another financial asset. Liquidity risk is managed by Company through effective fund management of the Company's short, medium and long-term funding and liquidity management requirements. The Company manages liquidity risk by maintaining adequate reserves, banking facilities and other borrowing facilities, by continuously monitoring forecast and actual cash flows, and by matching the maturity profiles of financial assets and liabilities.

**C.iv. Market risk**

Market Risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market prices. Market risk comprises three types of risk: currency risk, interest rate risk and other price risk.

**C.iv.a Currency risk**

The Company is exposed to currency risk on account of its operating and financing activities. The functional currency of the Company is Indian Rupee. Our exposure are mainly denominated in U.S. dollars. The USD exchange rate has changed substantially in recent periods and may continue to fluctuate substantially in the future. The Company's business model incorporates assumptions on currency risks and ensures any exposure is covered through the normal business operations. This intent has been achieved in all years presented. The Company has put in place a Financial Risk Management Policy to Identify the most effective and efficient ways of managing the currency risks.

**C.iv.b Interest rate risk**

Interest rate risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in market interest rates. The Company is exposed to interest rate risk through the impact of rate changes on interest-bearing liabilities and assets. The Company manages its interest rate risk by monitoring the movements in the market interest rates closely.



## Notes forming part to the Financial Statement for the Year ended March 31, 2019

(Amount in Rs.)

### Note 31 : Capital Management

The Company aims to manage its capital efficiently so as to safeguard its ability to continue as a going concern and to optimise returns to its shareholders. Management monitors the return on capital as well as the debt equity ratio and make necessary adjustments in the capital structure for the development of the business. The capital structure of the Company is based on management's judgement of the appropriate balance of key elements in order to meet its strategic and day - to - day needs. In order to maintain or adjust the capital structure, the Company may adjust the amount of dividends paid to shareholders, return capital to shareholders or issue new shares.

**Gearing Ratio-** There is no Debts in the company as on 31.03.2020 and 31.03.2019 .Thus ,Gearing Ratio is Nil as on 31.03.2020 and 31.03.2019

### Note 32 : Contingent Liability-

Demand of Rs 6,27,764 + Interest under Custom Act 1962 relating to FY 1984-85. The matter is pending before competent authority

### Note 33 :

There is no availability of information about the amount dues to small/micro undertaking, we are unable to comment that the interest if any is due to such undertaking or not.

### Note 34 :

Balances are relied upon as per books of accounts wherever the confirmations from debtors /creditors /Loans /Advances are not available

### Note 35 :

As certified by the Management there is no obligation in respect of gratuity and leave encashment during the year

### Note 36 :

Previous year figures have been regrouped and rearranged wherever necessary to confirm with the current year presentation.

Significant Accounting Policies and Notes to Accounts 1 to 36

In terms of our report of even date

**For Anand Jain & Associates**

Chartered Accountants

**Firm Reg. No. : 105666W**

Sd/-

**Anand Raj Jain**

Partner

**Mem. No. 042051**

For and on behalf of the Board of Directors

**ACI INFOCOM LIMITED**

Sd/-

**Kushal Chand Jain**

Director

**DIN-03545081**

Sd/-

**Dilip Kumar Dhariwal**

CFO

Sd/-

**Hemantkumar S Jain**

Director

**DIN-06778764**

Place : Mumbai

Date: 29.06.2020

UDIN: 20042051AAAAABM1635