



ANNUAL
REPORT
2013-
2014

ALLIED COMPUTERS INTERNATIONAL (ASIA)
LIMITED

CIN NO:- L72900MH2002PLC135829

CONTENTS

Sr. No.	Particulars	Page No.
1.	Notice	1
2.	Directors' Report	8
3.	Management Discussion & Analysis Report	11
4.	Corporate Governance Report	13
5.	Certification on Corporate Governance	21
6.	Certification on Financial Statement	22
7.	Certificate Under Clause 49(I)(D) of the Listing Agreement	22
8.	Auditors' Report	23
9.	Balance Sheet	27
10.	Statement of Profit & Loss Account	28
11.	Cash Flow Statement	29
12.	Notes to Financial Statements	31
13.	Form A	42
14.	Attendance Slip and Proxy Cum Ballot Form	43

COMPANY INFORMATION**BOARD OF DIRECTOR**

Mr. Hirji Kanji Patel	:	Managing Director & Compliance Officer
Mr. Nilesh Shivram Mestry	:	Non Executive Independent Director
Mr. Rakesh Ganesh Naik	:	Non Executive Independent Director (Appointed on 01 st July, 2013)
Mrs. Reshma Rajesh Malagavakar	:	Non - Executive Independent Director (appointed from 1 st October, 2014)
Mr. Mohit Tyagi	:	Non-Executive Independent Director (appointed from 7 th July, 2014)
Mrs. Namita Agarwal	:	Non Executive Independent Director (Appointed on 02 nd December, 2013 & Resigned on 01 st March, 2014)
Mr. Gajendra Singh	:	Non Executive Independent Director (Resigned on 02 nd December, 2013)
Mr. Mansukh Vaghani	:	Non Executive Independent Director (Resigned on 02 nd December, 2013)
Mr. Govind Kara	:	Non Executive Independent Director (Resigned on 24 th October, 2013)

BOARD COMMITTEES:**Audit Committee**

Mr. Nilesh Shivram Mestry	:	Chairman
Mr. Hirji Kanji Patel	:	Member
Mr. Rakesh Ganesh Naik	:	Member (Appointed on 01 st July, 2013)
Mr. Mansukh Vaghani	:	Member (Resigned on 02 nd December, 2013)

Auditors:

M/S. Chirag C. Mehta & Co. (Chartered Accountants)
Aranath, Jain Temple Road, Sarvodaya Nagar, Mulund West, Mumbai – 400080, Maharashtra.
E-mail :- chirag_ca@yahoo.co.in
Tel No :- 022-25681253

Shareholder/ Investor Grievance Committee

Mr. Gajendra Singh	:	Chairman (Resigned on 02 nd December, 2013)
Mr. Rakesh Ganesh Naik	:	Chairman (Appointed on 01 st July, 2013)
Mr. Hirji Kanji Patel	:	Member
Mr. Nilesh Shivram Mestry	:	Member

Registrar & Share Transfer Agents:

M/S. Bigshare Services Pvt.Ltd
E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai - 400072, Maharashtra.
E-mail :- marketing@bigshareonline.com
Tel No :- 022-40430200

Remuneration Committee

Mr. Govind Kara (till 24 th October, 2013)	: Chairman
Mr. Rakesh Ganesh Naik (Appointed on 01 st July, 2013)	: Chairman
Mr. Nilesh Shivram Mestry	: Member
Mr. Hirji Kanji Patel	: Member

Bankers:

Axis Bank
Branch :- Goregaon East
ING Vysa Bank
Branch :- Opera House, Mumbai

Compliance Officer:

Mr. Hirji Kanji Patel (Managing Director)
Unit No. 319, Kuber Complex,
New Andheri Link Road,
Opp. SAB TV, Andheri (west),
Mumbai – 400053, Maharashtra
Tel No:- 022 – 65353511/12/13
E-Mail ID:- sales@aci-asia.com

Listed at:

BSE Limited
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001
Maharashtra.

Registered Office:

Unit No. 319, Kuber Complex,
New Andheri Link Road,
Opp. SAB TV, Andheri (west),
Mumbai – 400053, Maharashtra
Tel No:- 022 – 65353511/12/13
E-Mail ID:- sales@aci-asia.com
Web site :- www.aci-asia.com

NOTICE

Notice is hereby given that the Annual General Meeting of Allied Computers International (Asia) Limited will be held at Registered Office of the Company situated at Unit No. 319, Kuber Complex, New Andheri Link Road, Opp. SAB TV, Andheri (west), Mumbai – 400053, Maharashtra, on Thursday 18th December, 2014 at 11.00 a.m., to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2014, the Profit & Loss Account of the Company for the financial year ended on that date and the Reports of the Auditors and Directors thereon.
2. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and applicable provisions, if any, of the Companies Act, 2013 M/s. Chirag C. Mehta & Co., Chartered Accountants, Mumbai, bearing Membership No.122852 be and is hereby appointed as the Statutory Auditors of the Company, to hold office for term of Five years from the conclusion of this Annual General Meeting till the conclusion of the annual general meeting to be held in the year 2019 (subject to ratification of their appointment at every Annual General Meeting) and to fix remuneration as agreed between them and Company for the year 2014-15.”

SPECIAL BUSINESS

3. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (‘Act’) read with Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Nilesh Shivram Mestry (DIN – 02968762), Independent Director of the Company is hereby appointed as an Independent Director not liable to retire by rotation for a period up to March 31, 2019.

4. To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to Sections 149, 152 and other applicable provisions of the Companies Act, 2013 (‘Act’) read with Companies (Appointment and Qualification of Directors) Rules, 2014, Mr. Rakesh Ganesh Naik (DIN – 05236731), Independent Director of the Company is hereby appointed as an Independent Director not liable to retire by rotation for a period up to March 31, 2019.

5. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mr. Mohit Tyagi (DIN 06915526), who was appointed as an Additional Director on 07th July, 2014, pursuant to the provisions of sub-section (1) of section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company up to 07th July, 2019, not liable to retire by rotation.

6. To consider and, if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and Clause 49 of the Listing Agreement, Mrs. Reshma Rajesh Malagavakar (DIN 05194348), who was appointed as an Additional Director on 1st October, 2014, pursuant to the provisions of sub-section (1) of section 161 of the Companies Act, 2013 and the Articles of Association of the Company and who holds office up to the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company up to 01st October, 2019, not liable to retire by rotation.

By Order of the Board
For Allied Computers International (Asia) Limited
SD/-
Hirji Kanji Patel
Managing Director
(DIN No.: 00157481)

Place: Mumbai.
Date: 11th November, 2014

NOTES:

1. A Member entitled to attend and vote at the meeting may appoint a proxy to attend and vote on a poll on his behalf and such proxy need not be a member of the Company. A person can act as a proxy on behalf of not exceeding fifty Members and holding in the aggregate not more than 10% of Total Paid-up Share Capital of the Company. Any Member holding more than 10% of Total Paid-up Share Capital of the Company may appoint a single person as proxy and in such case, the said person shall not act as proxy for any other person or member. Proxies in order to be effective must be received at the Registered Office of the Company not less than 48 hours before the commencement of the Annual General Meeting.
2. Corporate Members are requested to send to the registered office of the Company, a duly certified copy of the Board Resolution, pursuant to Section 113 of the Companies Act, 2013, authorizing their representative to attend and vote at the Annual General Meeting.
3. Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the Annual General Meeting is annexed.
4. Members are requested to bring their admission slip along with copy of the report and accounts to Annual General Meeting.
5. All Documents referred to in the accompanying Notice are open for inspection by the members at the Registered Office of the Company on all working days, except Saturday /Sunday & Public Holidays, between 11.00 a.m. to 1.00 p.m. up to the date of the Annual General Meeting.
6. Members are requested to notify immediately any change in their addresses to the Registrar and Share Transfer Agent the details of any address so as to enable the Company to address any future communication at their correct address.
7. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
8. Members desirous of seeking any information concerning the Accounts of the Company are requested to address their queries in writing to the Company at least seven days prior to the Annual General Meeting so that the requested information can be made available at the time of the meeting.
9. Members holding shares in physical forms are requested to consider converting their holding to dematerialized form to eliminate all risk associated with physical shares and for ease in portfolio management. Member can contact the Company or the Company's Registrar and Transfer Agent, Bigshare Services Private Limited, for assistance in this regard. Members are requested to note that the Company's shares are under compulsory demat trading for all investors. Members are, therefore, requested to dematerialize their shareholding to avoid inconvenience.
10. In case of joint holders attending the meeting, only such joint holders who are higher in the order of names will be entitled to vote.
11. Members who hold shares in physical form can nominate a person in respect of all the shares held by them singly or jointly. Members holding shares in single name are advised, in their own interest to avail of the nomination facility by filling form 2B. Members holding shares in the dematerialized form

may contact their depository Participant for recording nomination with their depository Participant for recording nomination in respect of their shares.

12. The Ministry of Corporate Affairs (vide circular nos. 17/2011 and 18/2011 dated April 21 and April 29, 2011 respectively), has undertaken “Green Initiative in Corporate Governance” and allowed Companies to share documents with its shareholders through an electronic mode. Electronic copy of the Annual Report for 2014 is being sent to all the members whose Email IDs are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2014 is being sent in the permitted mode.
13. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2014 will also be available on the Company’s website www.aci-asia.com for their download. The physical copies of the aforesaid documents will also be available at the Company’s Registered Office for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, free of cost. For any communication, the shareholders may also send requests to the Company’s designated email id: sales@aci-asia.com
14. Members are requested to support this green initiative by registering / updating their e-mail addresses, in respect of shares held in dematerialized form with their respective Depository participants and in respect of old shares held in physical form with the Company’s Registrar & Share Transfer Agent.
15. E-voting: In compliance with Section 108 of the Companies Act, 2013 and Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and all the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL).
16. In terms of Clause 35B of the Listing Agreement, in order to enable its members, who do not have access to e-voting facility, to send their assent or dissent in writing in respect of the resolutions as set out in this Notice, a Ballot Form is attached. Members desiring to exercise vote by Ballot are requested to carefully read the instructions printed in the form, to complete the Ballot Form with assent (for) or dissent (against) and send it to Mr. Rakesh Kapur, Scrutinizer, 305, 3rd Floor, Tower – 1/B, Dhiraj Enclave, Co-op Hsg Soc. Ltd., Khatau Mill Complex, Opp Bhor, Borivali (East), Mumbai – 400 066. Tel.: 022-28855295, E-mail: rakeshkapur15@gmail.com so as to reach him on or before Monday 15th, December, 2014 by 5.30 p.m. Any Ballot Form received after the said date shall be treated as if the reply from the Members has not been received.
17. Members can request for a Ballot Form at Allied Computers International (Asia) Limited, Unit No. 319, Kuber Complex, New Andheri Link Road, Opp. SAB TV, Andheri (west), Mumbai – 400053, Maharashtra or they may also address their request through E-mail to: sales@aci-asia.com, Contact No. 022-5353511/12/13.
18. The E-voting period for all items of business contained in this Notice shall commence from Thursday 11th December, 2014 at 9.00 a.m. and will end on Saturday 13th December, 2014 at 6.00 p.m. During this period equity shareholders of the Company holding shares either in physical form or in dematerialized form as on the cutoff date of 14th November, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by any Member, he/she shall not be allowed to change it subsequently.

The voting rights of Members shall be in proportion to their equity shareholding in the paid up equity share capital of the Company as on 14th November, 2014.

19. Mr. Rakesh Kapoor, Practicing Company Secretaries (Membership No. FCS 3863) an Independent Professional has been appointed as the Scrutinizer to Scrutinize the E-voting process in a fair and

transparent manner (including the Ballot Form received from the members who do not have access to the e-voting process) in a fair and transparent manner.

20. The Scrutinizer shall within a period of not exceeding three working days from the conclusion of voting period, shall unblock the votes in presence of two witness, who are not in employment of the Company and after scrutinizing such votes received shall make a Scrutinizer's report of the votes cast in favor or against or invalid votes in connection with the resolution(s) mentioned in the Notice of the Meeting and submit the same forthwith to the Chairman of the Company.
21. The Results of E-voting shall be declared at the AGM of the Company and the results along with Scrutinizer's report shall be placed on the website of the Company thereafter and shall also be communicated to the Stock Exchanges. The Resolutions shall be deemed to be passed, if approved, on the date of AGM.
22. Voting through electronic means;
- I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to provide members facility to exercise their right to vote at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by Central Depository Services (India) Limited (CDSL):

The E-Voting Particulars are set out below:

EVSIN (E-Voting Sequence)	User ID	PAN / PIN	DOB / PIN	Dividend Bank Details / PIN
141118004	Refer Point No. iii of E-Voting			

The instructions for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab
- (iii) Now Enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN*	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the last 8 digits of the demat account/folio number in the PAN field. In case the folio number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with folio number 100 then enter RA00000100 in the PAN field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio. <ul style="list-style-type: none"> Please enter the DOB or Dividend Bank Details in order to login. If the details are not recorded with the depository or company please enter the number of shares held by you as on the cut off date in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (ix) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (x) Click on the EVSN for the relevant Allied Computers International (Asia) Limited on which you choose to vote.
- (xi) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xii) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xiii) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xiv) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvi) above to cast vote.
- (B) The voting period begins on Thursday 11th December, 2014 at 9.00 a.m. and ends on Saturday 13th December, 2014 at 6.00 p.m. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 14th November, 2014, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) In case you have any queries or issues regarding e-voting, you may refer the frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

By Order of the Board
For Allied Computers International (Asia) Limited

Place: Mumbai.

Date: 11th November, 2014.

SD/-
Hirji Kanji Patel
Managing Director
(DIN No.: 00157481)

Explanatory Statement

The following explanatory statement, pursuant to Section 102 of the Companies Act, 2013 ('the Act'), set out all material facts relating to the business mentioned at the item 3 to 6 the accompanying Notice dated 11th November, 2014.

Item No. 3, 4, 5 & 6

The Company had, pursuant to the provisions of Clause 49 of the Listing Agreements entered with the Stock Exchanges, appointed Mr. Nilesh S Mestry, Mr. Rakesh Ganesh Naik, Mr. Mohit Tyagi & Mrs. Reshma R Malagavakar as Independent Directors at various times, in compliance with the requirements of the Clause.

Pursuant to the provisions of section 149 of the Companies Act, 2013 which came into effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation. The tenure of the Independent Director will be for a period of 5 years. The Board has recommended the appointment of these directors as Independent Directors in accordance with the provisions of sec. 149 of the Companies Act, 2013 to hold office for a term up to 5 consecutive years (for a period up to March 31, 2019) on the Board of Directors of the Company.

Mrs. Reshma Rajesh Malagavakar & Mr. Mohit Tyagi were appointed as Additional Director from 1st October, 2014 & 7th July, 2014 respectively to retire at the forthcoming Annual General Meeting. In terms of the provisions of sub-section (1) of section 161 of Companies Act, 2013, Mrs. Reshma R Malagavakar & Mr. Mohit Tyagi would hold office up to the date of the ensuing Annual General Meeting.

Mr. Mohit Tyagi & Mrs. Reshma R Malagavakar are not disqualified from being appointed as a Director in terms of Section 164 of the Act and has provided their consent to act as a Director. The Company has received a declaration from Mr. Mohit Tyagi & Mrs. Reshma R Malagavakar that they meet with the criteria of independence as prescribed both under sub-section (6) of Section 149 of the Act and under Clause 49 of the Listing Agreement. They possess appropriate skills, experience and knowledge.

The Board considers that their continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Mohit Tyagi & Mrs. Reshma R Malagavakar as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Mohit Tyagi & Mrs. Reshma R Malagavakar as an Independent Director for a term of five years, for the approval by the shareholders of the Company.

Copy of the draft letter for appointment of Mr. Mohit Tyagi & Mrs. Reshma R Malagavakar as an Independent Director would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Mr. Mohit Tyagi & Mrs. Reshma R Malagavakar do not hold by them self or for any other person on a beneficial basis, any shares in the Company. They are not on the board of any other Company. They are not related to any of the Directors on the Board of the Company.

Except Mr. Mohit Tyagi & Mrs. Reshma R Malagavakar being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financially or otherwise, in the resolution set out at Item No. 5 & 6, respectively.

Mr. Nilesh Shivram Mestry, Mr. Rakesh Ganesh Naik, Mr. Mohit Tyagi & Mrs. Reshma Rajesh Malagavakar, Non-Executive Independent Directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these Directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are independent of the management.

<u>NILESH SHIVRAM MESTRY</u>	
Fathers' Name	Shivram Ganpat Mestry
Date of Birth	11/08/1985
Date of Appointment	31/05/2010
Expertise in specific functional areas	Finance, Taxation, Capital Market
Years of Experience	6 years

Qualification	B.com
Directorship in Other Public Limited Companies	1
Member/Chairman of the Committee	Audit Committee- Chairman Investor Grievance Committee – Member Remuneration Committee - Member
No. of shares held in own name or in the name of relatives	NIL

<u>RESHMA RAJESH MALAGAVAKAR</u>	
Fathers' Name	Suresh Jambidekar
Date of Birth	31/10/1982
Date of Appointment	01/10/2014
Expertise in specific functional areas	Administration & Human Resources
Years of Experience	5 years
Qualification	B.A.
Directorship in Other Public Limited Companies	2
Member/Chairman of the Committee	NIL
No. of shares held in own name or in the name of relatives	NIL

<u>RAKESH GANESH NAIK</u>	
Fathers' Name	Ganesh Naik
Date of Birth	28/03/1975
Date of Appointment	01/07/2013
Expertise in specific functional areas	Finance, Accounts & Banking
Years of Experience	12 Years
Qualification	B.Com
Directorship in Other Public Limited Companies	1
Member/Chairman of the Committee	Audit Committee- Member Investor Grievance Committee – Chairman Remuneration Committee - Chairman
No. of shares held in own name or in the name of relatives	NIL

<u>MOHIT TYAGI</u>	
Fathers' Name	Rajesh Tyagi
Date of Birth	23/01/1989
Date of Appointment	07/07/2014
Expertise in specific functional areas	Marketing & Finance
Years of Experience	5 Years
Qualification	B.Com
Directorship in Other Public Limited Companies	NIL
Member/Chairman of the Committee	N.A
No. of shares held in own name or in the name of relatives	NIL

Mrs. Reshma Rajesh Malagavakar, Mr. Nilesh Shivram Mestry, Mr. Rakesh Ganesh Naik & Mr. Mohit Tyagi, respectively, are concerned or interested in the Resolutions mentioned at Item Nos. 3, 4, 5 & 6 of the accompanying Notice relating to their own appointment. None of the other Directors, key managerial personnel or their relatives is concerned or interested in these items of business.

The Board recommends the resolution set forth in Item Nos. 3, 4, 5 & 6 for the approval of the members. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

DIRECTOR'S REPORT

Your Directors are pleased to present their Annual Report on the Business and operations of the Company together with the Audited Statement of Accounts for the year ended 31st March, 2014.

FINANCIAL RESULTS

The financial performance of your Company for the year ended March 31, 2014 is summarized below:

(Rupees in Lacs)

Particulars	2013-2014	2012-2013
Sales	60.43	344.45
Other Income	9.32	27.10
Total Income	69.75	371.55
Total Expenses	61.59	357.96
Profit/(Loss)Before Tax	8.16	13.59
Tax	-	-
Current Tax	2.50	-
Deferred Tax	-	-
Net Profit After Tax	5.66	13.59

The year was extremely challenging for the Company, but Company has achieved modest profit of Rs. 5.66 lacs (previous year profit was Rs. 13.59), due to cost control exercise.

FUTURE OUTLOOK:

The Company main activities is manufacturing of Notebook & servicing of all brands of computers, laptop, tab, etc. The Company expects better prospect in near future, as present Government, having absolute majority in the house is pushing for various reforms & infrastructure projects, wherein our products are vital for their operations.

DIVIDEND:

The Board of Directors does not recommend any Dividend for the year under review

SUBSIDIARY COMPANIES:

The Company does not have any subsidiary Company within the meaning of section 4 of the Companies Act, 1956. Thus the Company is not required to furnish a statement pursuant to the provisions of Section 212 of the Companies Act, 1956.

ACCEPTANCE OF FIXED DEPOSITIS:

The Company has not accepted any Fixed Deposits from general public within the purview of Section 58A, of the Companies Act, 1956, during the year under review.

OTHER CORPORATE INFORMATION:

The Shareholders of the Company in their meeting held on 26th August, 2014 has approved to split the face

value of the shares from Rs. 10/- to Re. 1/- per share. The Statutory Auditor M/s. Rajeev Sood & Co., Chartered Accountant have resigned as Auditor of the Company on 30th September 2014, hence Company has appointed M/s. Chirag C. Mehta & Co., as a Chartered Accountants of the Company for the year ended 31st March, 2014. The Company has obtained permission from ROC, Maharashtra to hold the AGM of the Company up to 30th December, 2014 for the year ended 31st March, 2014.

AUDITORS:

The Statutory Auditors, M/s. Chirag C. Mehta & Co, Chartered Accountants, had been appointed to hold office until the conclusion of the ensuing Annual General Meeting; however he is also eligible for re- appointment and his willingness for re- appointment have been intimated to the Company well in advance. Further he has also confirmed that he is not disqualified for re- appointment within the meaning of Section 141 of the Companies Act, 2013 and his appointment, if made would be within the limits specified in Section 139 of the said Act.

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made there under, the current auditors of the Company, M/s. Chirag C. Mehta & Co, Chartered Accountants, is eligible to hold the office for a period of five years up to 2019 (subject to ratification at each year AGM).

The members are therefore requested to appoint M/s. Chirag C. Mehta & Co, Chartered Accountants as auditors for five years from the conclusion of the ensuing Annual General Meeting till the conclusion of the annual general meeting to be scheduled in 2019 subject to ratification at each year AGM and to fix their remuneration for the year 2014-15.

AUDITORS REPORT:

The observations and comments furnished by the Auditors in their report read together with the notes to Accounts are self- explanatory and hence do not call for any further comments under Section 217 of the Companies Act, 1956.

DIRECTORS RESPONSIBILITY STATEMENT:

In accordance with the requirement of Section 217 (2AA) of the Companies Act, 1956, the Board of Directors of the Company confirms:

- i. In the preparation of the annual accounts for the financial year ended 31st March, 2014 the applicable accounting standards have been followed along with proper explanation relating to material departures.
- ii. That the Directors have 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 the year ended 31st March, 2014.
- iii. That the Directors have taken sufficient and proper care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956 for safeguarding the assets of the Company and for preventing and detecting material fraud and other irregularities.
- iv. That the Directors have prepared the Annual Accounts on a going concern basis.
- v. There are no material changes & 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 & the date of the report.

- vi. That there no contracts or arrangement with related parties referred to in sub-section (1) of section 188.

CORPORATE GOVERNANCE:

As per clause 49 of the listing agreement with stock exchanges, a separate section on Corporate Governance forms part of the Annual Report.

A certificate from the Auditors of your Company regarding compliance of conditions of Corporate Governance, as stipulated under clause 49 of the Listing Agreement and a declaration by the Managing Director with regard to Code of Conduct is attached to the Report on Corporate Governance.

MANAGING DIRECTOR'S CERTIFICATE:

A Certificate from the Managing Director in respect of the Financial Statements forms part of the Annual Report.

MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

Management Discussion and Analysis Report for the year under review, as stipulated under clause 49 of the Listing Agreement with the Stock Exchanges in India, is presented in a separate section forming part of the Annual Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTIONS AND FOREIGN EXCHANGE EARNINGS AND OUTGO:

The information relating to the conservation of energy, technology absorption foreign exchange earnings and outgo under provisions of 217(1)(e) of the Companies Act, 1956 is not applicable to the Company, considering the nature of its business activities. Further the Company has not earned nor spends foreign exchange during the year under review.

PARTICULARS OF EMPLOYEES:

None of the employees of the Company is in receipt of remuneration prescribed under Section 217(2A) of the Companies Act, 1956, read with the Companies (Particulars of Employees) Rules, 1975. Thus furnishing of particulars under the Companies (Particulars of Employees) Rules 1975 does not arise.

DIRECTORS

During the year Mr. Rakesh Ganesh Naik, Mrs. Reshma R Malagavakar & Mr. Mohit Tyagi were appointed as Director W.e.f. 1st July, 2013, 1st October 2014 & 7th July 2014 respectively. Mr. Mansukh Vaghani, Mr. Govind Kara & Mr. Gajendra Singh & Mrs. Namita Agarwal have resigned as Directors of the Company w.e.f. 2nd December, 2013, 24th October 2013 & 2nd December 2013 & 01st March, 2014 respectively.

The Board places on records its deep appreciation and respect for the valuable advice and guidance received from Mr. Mansukh Vaghani, Mr. Govind Kara and Mr. Gajendra Singh & Mrs. Namita Agarwal during their tenure as Directors of the Company.

ACKNOWLEDGEMENT:

Yours Directors take this opportunity to thank the Financial Institutions, Banks, Business Associates, Central and State Government authorities, Regulatory authorities, Stock Exchanges and all the various stakeholders for their continued co-operation and support to the Company and look forward to their continued support in future.

We very warmly thank all of our employees for their contribution to your Company's performance. We applaud them for their superior levels of competence, dedication and commitment to your Company.

By Order of the Board
For Allied Computers International (Asia) Limited

Place: Mumbai.
Date: 11th November, 2014.

SD/-
Hirji Kanji Patel
Managing Director
(DIN No.: 00157481)

MANAGEMENT DISCUSSIONS AND ANALYSIS REPORTS

CAUTIONARY STATEMENT:

Statements in this report on “Management Discussion and Analysis” describing the Company’s objectives, outlook, projections, estimates, expectations, predictions, belief and management perceptions may be forward looking statements within the meaning of application securities laws and regulations.

Actual results could differ materially from those expressed or implied. Important factors that could make a difference to Company’s operations include, among others, economic conditions in the market in which the Company operates, changes in the Government Regulations, Tax Laws and other statutes and incidental factors.

The Company assumes no responsibility in respect of the forward looking statements herein which may undergo changes in future on the basis of subsequent developments, information or events.

COMPANY’S POSITION:

In the mean while the Company deems it appropriate to focus on the core business segments of manufacturing/assembling & servicing of notebook & laptops. The Company is low cost specialist repair services for all brands of laptop/iPod & notebook in India. Presently the Company has service centre only in Western part of India, but it is in process of having its franchisee based service centre throughout India within few years.

Opportunities

With the new Government in place & faster policy decision of the Government, Company expects major jump in its revenue in the coming year. The Company expects high demand of laptop/notebook & its servicing on account of new projects being initiated by the Government resulting into more job opportunities.

Threat

The Company may face risk from the unorganized sector & Multi-National Companies, who are in healthy financial position & have funds easily at their disposal.

Business operations:

The Company is engaged in the business of Manufacturing & Servicing of Laptop & Notebook. During the year under review, the industry faced various challenges due to global and economic slowdown and increasing rates of interest rates. The Company also faced competition from Chinese Companies who have aggressively entered the market at lower price, thus affecting the revenue & margins of the Company. The new Government has initiated various projects, wherein more job opportunities have been created, thus resulting into more demands of laptop & notebook.

The younger generations are more inclined towards laptop & notebook for higher data storing capacity, easy viewing, faster net surfing & handy to use. The growth in the sector is very good and Management expects better results in forth coming year.

The company has been now focusing on its products/servicing centre in and around the city of Mumbai. The Company is in process of expanding its operations throughout India by having its service centre in place in few years.

Out Look

With the introduction of GST should see a level playing field between your company and other companies who are tax-exempt. The Company is exploring various options to improve margins of the Company, by having tight control on expenses & exploring various business activities

Internal control System

The company has an effective internal control environment which ensures that operation are managed efficiently and effectively, assets are safeguarded, regulatory are complied with and transactions are Recorded after appropriate authorization. Every quarter, the significant audit findings, the corrective

steps recommended and their implementation status are presented to Audit Committee.

The Company has adequate internal control procedures commensurate with its size or operations and the nature of the business. These controls ensure efficient use and protection of Company's financial and non-financial resources. Regular internal audit and checks ensure that responsibilities are executed effectively. The Audit Committee of the Board reviews the adequacy and effectiveness of internal control systems and suggests improvement for strengthening them time to time.

Human relations

Human resources have always been most valuable assets for the Company. During the year the company has once again gained the confidence of its Human Resource as well and company constantly seeks to attract and retain the best available talent. Human resources management incorporates a process driven approach that invest regularly in the extensive training programs.

Risk Management

Risk management is an important element of planning for business. The Company is exposed to risks from market fluctuations, interest rates, commodity prices, business risk, compliance risks and people risks.

COMPLIANCES

The Compliance function of the Company is responsible for independently ensuring that operating and business units comply with regulatory and internal guidelines. The Compliance Department of the Company is continued to play a pivotal role in ensuring implementation of compliance functions in accordance with the directives issued by regulators, the Company's Board of Directors and the Company's Compliance Policy. The Audit Committee of the Board reviews the performance of the Compliance Department and the status of compliance with regulatory/internal guidelines on a periodic basis.

New Instructions/Guidelines issued by the regulatory authorities were disseminated across the Company to ensure that the business and functional units operate within the boundaries set by regulators and that compliance risks are suitably monitored and mitigated in course of their activities and processes.

The Company has complied with all requirements of regulatory authorities.

CORPORATE GOVERNANCE REPORT

The report on Corporate Governance pursuant to clause 49 of the Listing Agreement entered into with the Stock Exchanges forms part of the Board of Directors. The Company has complied with the applicable requirements of Code of Corporate Governance as prescribed in the Listing Agreement and in this regard the following details are provided for the information of stakeholders and public at large.

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

Your Company's philosophy of Corporate Governance is to achieve business excellence and dedicate itself to increasing long-term shareholders value, keeping in view the needs and interests of all its stakeholders. The Company's Governance process and practice has ventured to achieve a transparency and professionalism in action as well as the implementation of policies and procedure to ensure ethical standards as well as responsible management.

BOARD OF DIRECTORS❖ **Composition of Board**

The Board of Directors of the Company is composed of committed persons with considerable experience in various fields. The Board is properly constituted as per Clause 49 of the Listing Agreement of the Stock Exchanges.

As on the date of this report, the Board Strength consists of in all 5 directors. Out of them, 4 are non-executive Independent directors and 1 is Managing Director. All Independent Non-Executive Directors comply with the legal requirements of being "Independent".

Further none of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees across all the Companies in which he is a Director. Also necessary disclosures regarding Committee positions in other public Companies have been made to the Company by the Directors at regular intervals.

❖ **Meetings of the Board of Director**

During the Financial Year 2013-14, Seven Board Meetings were held on the following dates:

1. 15th May, 2013.
2. 6th August 2013.
3. 3rd September, 2013.
4. 25th October, 2013
5. 20th January, 2014.
6. 31st January, 2014.
7. 21st March, 2014.

❖ **Details of the Board of Directors and External Directorships**

Particulars of the Board's Composition, Directors' Attendance at Board Meetings and at the previous Annual General Meeting, number of other Directorships and Board-Committee memberships held as on 31 March 2014, are given below:

Sr. No.	Name of the Director, Designation and Category	Attendance of Board Meetings	Attendance at previous AGM	No. of other Directorships (*)	Number of other Board Committee positions (@)	
					As Chairman	As Member
1	Hirji Kanji Patel	7	Yes	None	None	None
2	Nilesh Shivram Mestry	7	Yes	1	None	1
3	Rakesh Ganesh Naik (appointed on 01/07/2013)	6	Yes	1	None	1

4	Mansukh Vaghani (resigned on 02/12/2013)	4	Yes	None	None	None
5	Govind Kara (resigned on 24/10/2013)	3	Yes	None	None	None
6	Gajendra Singh (resigned on 02/12/2013)	4	Yes	None	None	None
7	Namita Agarwal (resigned on 01/03/2014)	2	No	None	None	None
8	Mohit Tyagi (appointed on 07/07/2014)	NIL	No	None	None	None
9	Reshma Rajesh Malagavakar (appointed on 01/10/2014)	NIL	No	2	None	None

Notes

(*) Includes directorships held in public limited Companies only.

Directorships held in Private Companies, Foreign Companies and Companies registered under Section 25 of the Companies Act, 1956 are excluded.

(@) Includes only positions held in Audit Committee and Shareholders'/ Investor Grievance Committee of the Board of Directors

COMMITTEES OF THE BOARD

The Board has constituted following Committees of Directors:

- ❖ Audit Committee,
- ❖ Remuneration Committee, and
- ❖ Shareholder's/Investors Grievance Committee,

❖ **Audit Committee**

The Audit Committee consists of two Independent Directors and the Managing Director. All members of the Audit Committee are financially literate and they have accounting or related financial management expertise. The primary purpose of the Audit Committee is to assist the Board of Directors (the "Board") of Allied Computers International (Asia) Limited., (the "Company") in fulfilling its oversight responsibilities with respect to;

- (a) the accounting and financial reporting processes of the Company, including the integrity of the audited financial results and other financial information provided by the Company to its stockholders, the public, any stock exchange and others,
- (b) the Company's compliances with legal and regulatory requirements,
- (c) the Company's independent auditors' qualification and independence,
- (d) the audit of the Company's financial statements, and the performance of the Company's internal audit function and its Independent Auditors.

Terms of Reference:

The role and terms of reference of Audit Committee covers areas mentioned under Clause 49 of the Listing Agreement and 292A of the Companies Act, 1956, besides other terms as may be referred by the Board of

Directors. All the Members of Audit Committee are qualified and having insight to interpret and understand financial statements. The brief terms of reference of the Audit Committee is outlined as under:

1. To select and establish accounting policies.
2. To recommend the Appointment and Removal of External Auditors/fixation of their fees.
3. To review the adequacy of the Internal Control System.
4. To review financial statements before submission to the Board of Directors.
5. To review the adequacy of the Internal Audit function & reports, reporting structure coverage and frequency of internal audit.
6. To review the findings of any internal investigations by the internal auditors and report the matter to the Board of Directors.
7. To review the Company's financial and risk management policies.
8. To review Statutory Auditors Report on the financial statements.

Meetings of the Committee:

The Committee met Four times during the financial year 2013-14 on i.e. 15th May, 2013, 6th August 2013, 25th October 2013 & 20th January, 2014.

Constitution of the Committee:

The Constitution of the Audit Committee is in conformity with Clause 49 (II) (A) (ii) of the Listing Agreement. The Chairman of the Audit Committee is an Independent Director and is financially literate and has accounting related financial management expertise.

The Composition of the Committee, together with the details of the attendance of each member as at 31st March, 2014 is given below:

Sr. No.	Name of the Director	Designation	Meetings attended	Category
1.	Nilesh Shivram Mestry	Chairman	4	Non- Executive Independent Director
2.	Hirji Kanji Patel	Member	4	Managing Director
3.	Rakesh Ganesh Naik	Member	3	Non- Executive Independent Director
4.	Mansukh Vaghani	Member	3	Non- Executive Independent Director

- Mr. Mansukh Vaghani (Non-Executive Independent Director) was member of the committee till his resignation i.e. 02nd December, 2014, Mr. Rakesh Ganesh Naik (Non-Executive Independent Director) was appointed on 01st July, 2013.

❖ Shareholders/ Investor Grievance Committee

Terms of the Committee:

1. To scrutinize and approve registration of transfer of shares/warrants issued or to be issued.
2. The Shareholders' and Investors' complaints on matters relating to transfer of shares, non-receipt of annual report, non-receipt of dividends and matters related thereto.
3. To exercise all power conferred on the Board of Directors under Articles of Association.
4. Attending to investors' queries and complaints regarding transfer, dividend, annual reports, etc.
5. Attending to complaints of Investor routed by SEBI/Stock Exchanges.

Details of Pending Investor Grievances and Compliance Officer:

There were no investor grievances pending for Redressal as the end of the financial year and all the

queries from the stakeholders were attended to promptly. Further there were no pending transfers for the year under review.

Further the details of the Compliance Officer designated for handling of the Investor grievances is provided as under:

Name : Mr.Hirji Kanji Patel
Address : Unit No. 319, Kuber Complex,
New Andheri Link Road,
Opp. SAB TV, Andheri (west),
Mumbai – 400053, Maharashtra.
Email ID : sales@aci-asia.com

Composition & Meeting

The Committee comprises of 3 Non-Executive Independent Directors, namely Mr. Gajendra Singh (chairman till 02nd December, 2013) and later on Mr. Rakesh Ganesh Naik (Chairman from 02nd December, 2013) &, Mr. Nilesh S Malagavakar and 1 Executive Director Mr. Hirji Kanji Patel as member of the committee.

❖ **Remuneration Committee:**

Terms of the Committee

The Committee review and recommend payment of annual salaries, commission and other employment conditions of the Managing Director, Whole-Time Director & other Executive Directors as well Key Management personal.

None of the Executive or Non-Executive Directors has been paid any remuneration during the year 2013-2014.

Composition

The composition of the Remuneration Committee is Mr. Govind Kara (Chairman – till 24/10/2013 & later on Mr. Rakesh Ganesh Naik), Mr. Hirji Kanji Patel, Mr. Nilesh Shivram Mestry as members of the committee.

During the financial year ended 31st March, 2014 no Remuneration Committee meeting was held.

Subsidiary Company

The Company does not have any subsidiary companies.

Disclosures:

- ❖ During the financial year 2013-14, there was no materially significant Related Party Transaction, with the Directors, or the Management, their relatives etc. having potential conflict with the interests of the Company at large. Further as a matter of policy, all the transactions with related parties, as per requirements of Accounting Standard 18, are disclosed in the Annual Report of the Company on a regular basis.
- ❖ There was no related party transaction during the year, i.e. transactions of the Company of material nature, with its promoters, Directors or the management that may have potential conflict with the interests of Company at large.
- ❖ The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.
- ❖ The Company has adopted the Code of Ethics and Business principles for the members of Board and senior management personnel.
- ❖ The Company has adopted a 'Code of Conduct for Prevention of Insider Trading ("the Code") in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and its subsequent amendment.
- ❖ The Company is in compliance with all mandatory requirements of Clause 49 of the Listing Agreement.

Details of General Meetings:❖ **Annual General Meetings:**

The details of last 3 Annual General Meetings together with the details of the special resolution passed thereat is provided hereunder:

Year	Day, Date and Time	Venue	Special Resolutions Passed
2010-11	Friday, 30 th September, 2011 at 9.00 a.m.	501/503, Morya Estate, New Andheri Link Road, Andheri (west), Mumbai – 400053, Maharashtra.	Special Resolution passed to carry on business covered under Other Objects in the MOA of the company
2011-12	Saturday, 29 th September, 2012 at 10.00 a.m.	Unit No. 319, Kuber Complex, New Andheri Link Road, Opp. SAB TV, Andheri (west), Mumbai – 400053, Maharashtra.	No Special Resolution was passed. at this meeting
2012-13	Monday, 30 th September, 2013 at 2.00 p.m.	Unit No. 319, Kuber Complex, New Andheri Link Road, Opp. SAB TV, Andheri (west), Mumbai – 400053, Maharashtra.	No Special Resolution was passed. at this meeting

❖ **Extra- Ordinary General Meetings:**

Details of the Extra- Ordinary General Meetings of the Company held during 3 preceding previous years together with a gist of the special resolutions passed there at is given hereunder:

Financial Year	Date	Venue	Special Resolutions passed
2010-2011	15 th May, 2010	501/503, Morya Estate, New Andheri Link Road, Andheri (west), Mumbai – 400053, Maharashtra.	Proposal of merger was deferred until further feasibility study, Increase in Authorised Capital, make face value of shares Rs.10/- per shares, Raise paid up capital by way of right issue.
2010-2011	03 th August, 2010	501/503, Morya Estate, New Andheri Link Road, Andheri (west), Mumbai – 400053, Maharashtra.	Issue of 100000000 convertible equity warrants on Preferential basis.
2012-2013.	NIL	NIL	NIL
2013-2014.	5 th March, 2014	Unit No: 319, Kuber Complex, New Andheri Link Road, Opp. SAB TV, Andheri (west), Mumbai – 400053, Maharashtra.	Issue of 80000000 convertible equity warrants of Rs. 10/-each on Preferential basis.

❖ **Postal Ballot**

During the year under review, No votes were conducted through Postal Ballot.

Means of Communication:

The Quarterly, Half-Yearly and Annual Financial Results of the Company are forwarded to the Bombay Stock Exchange immediately upon its approval by the Board of Directors and are simultaneously published in leading newspapers in English and Marathi (regional language).

In accordance with the Listing Agreement requirements, data pertaining to Shareholding Pattern, Quarterly Financial Results and Other Details are forwarded to the Stock Exchange.

During the year under review, no presentation was made to the institutional investors or analysts.

GENERAL SHAREHOLDERS' INFORMATION:

Date, Time & venue of Annual General Meeting	Thursday, 18 th December, 2014 at 11.00 a.m. at Unit No. 319, Kuber Complex, New Andheri Link Road, Opp. SAB TV, Andheri (west), Mumbai – 400053, Maharashtra.
Listing on Stock Exchanges	The Equity Shares of the Company are listed on the BSE Limited

❖ **Market Share Price Data:**

Monthly high and low prices and trading volumes of Equity Shares of the Company at BSE for the financial year 2013-14 are;

Month	Open	High	Low	Close
Apr 13	0.44	0.55	0.37	0.37
May 13	0.38	0.53	0.33	0.42
Jun 13	0.41	0.48	0.36	0.36
Jul 13	0.37	0.48	0.31	0.31
Aug 13	0.32	0.33	0.28	0.30
Sep 13	0.30	0.44	0.28	0.44
Oct 13	0.46	0.52	0.38	0.46
Nov 13	0.48	0.66	0.46	0.66
Dec 13	0.69	0.72	0.55	0.59
Jan 14	0.61	0.87	0.60	0.72
Feb 14	0.69	0.79	0.50	0.54
Mar 14	0.52	0.76	0.52	0.68

Share Transfer System:

Presently the Share Transfer documents received by the Company's Registrar and Transfer Agents in physical form are processed, approved and dispatched within a period of 10 to 15 days from the date of receipt, provided the documents received are complete and the shares under transfer are not under dispute.

For expeditious processing of share transfers, the Board of Directors of the Company has authorized the Compliance Officer, to decide on various issues like transfers/transmission of securities in physical form, change in status of share holders and confirmation of dematerialization.

SEBI Complaints Redress System (SCORES)

SEBI vide circular dated 3rd June, 2011 introduced SCORES, i.e., **SEBI Complaints Redress System** the system of processing of investors complaints in a centralized web based complaints redress portal known as 'SCORES'. The salient features of this system are: centralized database of all Complaints, online upload Action Taken Reports (ATRs) by concerned Companies and online viewing by investors of action taken on the complaints and its current status.

The Company is registered with SEBI under the SCORES system.

ISIN No

The Company's Demat International Security Identification Number (ISIN) for its equity shares in NSDL and CDSL is INE335I01049.

❖ **Distribution of Shareholding as on March 31, 2014, Are As Follows:**

Sr. No	Range	No. of Shareholders	Percentage to paid up capital	Amount of the Shares	% of holding
1	UPTO 5,000	7130	64.92%	15114640	1.27%
2	5,001 - 10,000	1474	13.42%	13397290	1.13%
3	10,001 - 20,000	794	7.23%	13153860	1.10%
4	20,001 - 30,000	346	3.15%	9153640	0.77%
5	30,001 - 40,000	143	1.30%	5328240	0.45%
6	40,001 - 50,000	254	2.31%	12388240	1.04%
7	50,001 - 1,00,000	329	3.00%	26226730	2.20%
8	1,00,001 AND ABOVE	512	4.66%	1095286880	92.04%
	Total	10982	100.00%	1190049520	100.00%

❖ **Shareholding Pattern as on 31st March, 2014**

Sr. Nos.	Category	No. of Shares held	% of Shareholding
A	Promoters	652718	0.55
1.	Individuals/HUF	0	0
	TOTAL (A)	652718	0.55
B	Public Shareholding		
	Institutions	0	0
	Non-Institutions		
1.	Bodies Corporate	75584098	63.51
2. (a)	Individual Shareholders holding up to Rs.1 Lac	9021815	7.58
(b)	Individual Shareholders holding above Rs.1 Lac	33317161	28.00
3.	NRIs/ HUF's / Clearing Members	429160	0.36
	TOTAL (B)	118352234	99.45
	TOTAL (A+B)	119004952	100.00

❖ **Outstanding GDRs/ ADRs:**

The Company has not issued any GDRs/ADRs.

❖ **Warrants or any Convertible Instruments, Conversion Date and Likely Impact on Equity:**

During the year 8,00,00,000 Convertible Equity Warrants (Warrants) were issued to Non-Promoters on preferential basis with each warrants being convertible into one equity share of Rs.10/- each, at par.

❖ **Dematerialization of Shares and Liquidity:**

The Company's equity shares are available for trading in the depository systems of National Securities Depository Limited and Central Depository Services (India) Limited.

As on 31st March, 2014, 118474684 equity shares, constituting 99.55 % of the paid-up equity capital of the Company, stood dematerialized.

❖ Total Number of shares dematerialized as on 31.03.2014

Depository	No. of Shares	% of Paid up Capital
NSDL	43544107	36.59
CDSL	74930577	62.96
Physical	530268	0.45
Total	119004952	100.00

❖ Financial Calendar (Tentative):

Financial Year	: 01 April, 2014- 31 st March, 2015
First quarter result	: 14 th August, 2014.
Half-yearly results	: 14 th November, 2014
Third quarter results	: 14 th February, 2015
Annual results	: End of May, 2015
Annual General Meeting	: September, 2015

❖ **Address for Correspondence:**

ALLIED COMPUTERS INTERNATIONAL (ASIA) LIMITED

Unit No. 319, Kuber Complex,

New Andheri Link Road,

Opp. SAB TV, Andheri (west),

Mumbai- 400053, Maharashtra.

Email ID: sales@aci_asia.com

Web site :- www.aci-asia.com

Tel No : Tel No:- 022 – 65353511/12/13

Reconciliation of Share Capital Audit

A practicing Company Secretary carries out reconciliation of share capital audit, on half-yearly basis to reconcile the total admitted capital with NSDL & CDSL and total issued and listed capital. The audit confirms that the total issued/paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL & CDSL.

Audit Qualifications

There are no Audit qualifications in the Company's financial statement for the year under review.

Whistle Blower Policy

The Company does not have a Whistle Blower Policy. However, employees are free to express their opinion/suggestions/ complaints through email.

The statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in Clause 49 of the Listing Agreement with the Stock Exchanges and the same is annexed to this Report.

By Order of the Board
For Allied Computers International (Asia) Limited

Place: Mumbai.
Date: 11th November, 2014.

SD/-
Hirji Kanji Patel
Managing Director
(DIN No.: 00157481)

CERTIFICATE ON CORPORATE GOVERNANCE

To,
The Members,
Allied Computers International (Asia) Limited

We have examined the compliance of conditions of Corporate Governance of M/S. Allied Computers International (Asia) Limited for the year ended on 31st March, 2014 as stipulated in Clause 49 of the Listing Agreement entered into by the Company with the Stock Exchanges.

The compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of 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 knowledge and belief and according to the explanations given to us, we certify that the Company has complied in all material respects with the conditions of Corporate Governance as stipulated in the Listing Agreement

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

For M/S Chirag C Mehta & Co.
Chartered Accountant
FRN:- 132696W

SD/-

(Chirag Mehta)
Proprietor

M.Ship No.: 122852

Place: Mumbai.
Date: 14th October, 2014

CERTIFICATE ON FINANCIAL STATEMENTS

To,
The Members,
Allied Computers International (Asia) Limited

We, Mr. Hirji Kanji Patel, Managing Director of M/S. Allied Computers International (Asia) Limited hereby certifies that:

1. We have reviewed the financial statements and the cash flow statements for the financial year 2013-14 and to the best of my knowledge and belief:
 - a. These statements do not contain any materially untrue statement that might be misleading with respect to the statements made.
 - b. These financial statements and other financial information included in this report present a true and fair view of the Company's affairs for the period presented in this report and are in compliance with current accounting standards, applicable laws and regulations and full explanations has been given for any material departure in compliance of Accounting Standards.
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 in violation of the Company's code of conduct.
3. We are responsible for establishing and maintaining internal controls for financial reporting and have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting.
4. We have disclosed to the Company's Auditor and Audit Committee of the Company, all significant deficiencies in the design or operation of the internal controls, if any, of which we are aware and the steps taken or proposed to be taken to rectify the deficiencies;
5. We have indicated to the Auditors and the Audit Committee:
 - a. Significant changes in accounting policies made during the year and that the same have been disclosed suitably in the notes to the financial statements; and
 - b. That there were no Instances of significant fraud that involves management or other employees who have a significant role in the Company's internal control system over financial reporting.
6. We further declare that all Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct for the current Financial Year.

By Order of the Board
For Allied Computers International (Asia) Limited

Place: Mumbai.
Date: 11th November, 2014.

SD/-
Hirji Kanji Patel
Managing Director
(DIN No.: 00157481)

**ANNUAL CERTIFICATE UNDER CLAUSE 49(I) (D) OF THE LISTING
AGREEMENT WITH THE STOCK EXCHANGES**

I, Hirji Kanji Patel, Managing Director of M/S. Allied Computers International (Asia) Limited declare that all Board Members and Senior Management of the Company have affirmed compliance with the Code of Conduct during the year ended 31st March 2014.

By Order of the Board
For Allied Computers International (Asia) Limited

Place: Mumbai.
Date: 11th November, 2014.

SD/-
Hirji Kanji Patel
Managing Director
(DIN No.: 00157481)

INDEPENDENT AUDITOR'S REPORT

To the Members of Allied Computers International (Asia) Limited

Report on the Financial Statements

1. We have audited the accompanying financial statements of "Allied Computers International (Asia) Limited", ("the Company"), which comprise the Balance Sheet as at March 31, 2014, and the statement of Profit and loss and Cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

2. Management is responsible for the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the Accounting Standards referred to in sub-section (3C) of section 211 of the Companies Act, 1956 ("the Act"). This responsibility includes the design, implementation and maintenance of internal control relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these financial statements based on our audit. We have conducted our audit in accordance with the Standards on Auditing issued by the Institute of Chartered Accountants of India. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.
4. An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. 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. In making those risk assessments, the auditor considers internal control relevant to the Company's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.
5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.
6. In our opinion and to the best of our information and according to the explanations given to us, the financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:
 - i) in the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2014;
 - ii) in the case of the statement of Profit and Loss, of the profit for the year ended on that date;
 - iii) in the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

7. As required by the Companies (Auditor's Report) Order, 2003, ("the Order") issued by the Central Government of India in terms of sub-section (4A) of Section 227 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 4 and 5 of the Order.
8. As required by section 227(3) of the Act, we report that:
 - a) we have 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 appears from our examination of those books;
- c) the Balance Sheet and the statement of Profit and loss Account, dealt with by this report are in agreement with the books of accounts;
- d) in our opinion, the Balance Sheet and the statement of Profit and loss Account, comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act, and
- e) on the basis of written representations received from the directors as on March 31, 2014, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2014, from being appointed as a director in terms of clause (g) of sub-section (1) of section 274 of the Act,
- f) Since the Central Government has not issued any notification as to the rate at which the cess is to be paid under section 441A of the Companies Act, 1956 nor has it issued any Rules under the said section, prescribing the manner in which such cess is to be paid, no cess is due and payable by the Company.

For M/S Chirag C Mehta & Co.
Chartered Accountant
FRN:- 132696W

SD/-

(Chirag Mehta)

Proprietor

M.Ship No.: 122852

Place: Mumbai.
Date: 14th October, 2014

ANNEXURE TO THE AUDITOR'S REPORT**Referred to in paragraph 4 and 5 of our report of even date on the accounts for the year ended March 31, 2014 of Allied Computers International (Asia) Limited**

- i) a) The company has maintained proper records showing the full particulars, including the quantitative details and situation of its fixed assets
b) As per the information and explanations given to us, physical verification of fixed assets has been carried out in terms of the phased programme of verification of its fixed assets adopted by the Company and no material discrepancies were noticed on such verification. In our opinion, the frequency of verification is reasonable, having regard to the size of the Company and nature of its business.
c) During the year, there is no substantial disposal of fixed assets the business is continuing as a going concern.
- ii) a) The inventory has been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable.
b) The procedures of physical verification of inventories followed by the management are reasonable and adequate in relation to the size of the company and the nature of its business.
c) The Company is maintaining proper records of the inventory. The discrepancies noticed on verification between the physical stocks and book records were not material.
- iii) (a) We are informed that the Company has not granted to the parties, covered in the register maintained under section 301 of the Companies Act 1956, hence clause (b), (c) & (d) is not applicable
(e) The company had not taken loan from parties, covered in the register maintained under section 301 of the Companies Act, 1956. hence clause (f) & (g) is not applicable.
- iv) In our opinion and accordingly to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the company and nature of its business with regard to purchases on inventory, fixed assets and with regard to the sale of goods. During the course of our audit, we have not observed any continuing failure to correct major weakness in internal controls.
- v) a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered
b) In our opinion and according to the information and explanations given to us, the transactions made in pursuance of contracts or arrangement entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupee five lacs in respect of any party during the year have been made at a price which are reasonable having regard to prevailing market prices at the relevant time.
- vi) According to the information and explanations given to us, the company has not accepted any deposits from the Public. No order has been passed by the Company Law Board.
- vii) The Directors themselves conduct the affairs of the company. The company does not have a formal system of internal audit but there are adequate checks and controls at all levels.
- viii) The Company is not maintaining cost records prescribed under section 209 (1) (d) of the Companies Act, 1956 for the products of the company.
- ix) a) The company is generally regular in depositing with appropriate authorities undisputed statutory dues including Sales Tax, Excise duty, Cess and other material statutory dues applicable to it.
b) According to the information and explanation given to us, undisputed amounts payable in respect of wealth tax, customs duty, excise duty and cess were in arrears, as at 31st March 2014 for a period of more than six months from the date they become payable.
c) According to the information and explanations given to us, there are dues of sales tax, customs duty, wealth tax, excise duty and cess, which have not been deposited on account of any

- dispute.
- x) There are no accumulated losses of the Company as on 31st March, 2014. The Company has not incurred any cash losses during the financial year covered by our audit and the immediately preceding financial year
- xi) In our opinion and according to the information and explanations given to us, the company has defaulted in repayment of dues to a financial institutions, bank or debenture holders.
- xii) As per the information and explanations given to us the company has not granted any loans and advances on the basis of security by way of pledge of share's debentures and other securities.
- xiii) In our opinion, the company is not a chit fund or a nidhi mutual benefit fund/society. Therefore the provision of clause 4 (xiii) of the Companies (Auditors Report) Order 2003 are not applicable to the Company
- xiv) In respect of dealing in shares , securities and other investments , in our opinion and according to the information and explanations given to us proper records have been maintained of the transactions and contracts and timely entries have been made therein . The shares, securities and other investments have been held by the company in its own name.
- xv) According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from bank or financial institutions.
- xvi) The Company has not raised any term loan during the year.
- xvii) According to the information and explanations, given to us and on an overall examination of the balance sheet of the company, we report that no funds raised on short-term basis have been used for long-term investments. No long terms funds have been used to finance short-term except permanent working capital.
- xviii) We are informed that the company has not made any preferential allotment of shares to companies, firms or other parties listed in the register maintained under Section 301 of the Companies Act, 1956.
- xix) The company has not issued debentures and hence requirement of reporting regarding creation of securities in respect of debentures issued does not arise.
- xx) The company has not raised any money by public issue during the year.
- xxi) As per the information and explanations given to us, no instance of material fraud on or by the Company has been noticed or reported during the year.

For M/S Chirag C Mehta & Co.
Chartered Accountant
FRN:- 132696W

SD/-

(Chirag Mehta)
Proprietor

M.Ship No.: 122852

Place: Mumbai.
Date: 14th October, 2014

ALLIED COMPUTERS INTERNATIONAL (ASIA) LIMITED**BALANCE SHEET AS AT MARCH 31, 2014****(Amount in Rs.)**

	Particulars	Note No.	AS AT MARCH 31, 2014		AS AT MARCH 31, 2013	
I	EQUITY AND LIABILITIES					
(1)	Shareholders' funds					
	Share Capital	3	1190049520		1190049520	
	Reserves and Surplus	4	21373444		32608320	
			1211422964			1222657840
			333321000			0
(2)	Share application money pending allotment					
(3)	Non-current liabilities					
	Long term borrowings		0		0	
	Deferred tax liabilities (net)	5	724781		724781	
	Other Long term Liabilities		0		0	
	Long term provisions		0		0	
				724781		724781
(4)	Current liabilities					
	Short term borrowings	6	453687184		339005280	
	Trade payables	7	96255907		84815778	
	other current liabilities	8	19158507		17524616	
	Short term provisions	9	8192962		592962	
				577294560		441938636
	TOTAL			2122763305		1665321258
II	ASSETS					
(1)	Non-current assets					
	Fixed Assets					
	Tangible assets	10	48346428		48346428	
	Non current investments	11	1079320500		1167399880	
	Long term loans and advances	12	788520725		243180047	
	Other non current assets	13	7824720		167932	
				1924012373		1459094287
(2)	Current assets					
	Inventories	14	123580		123580	
	Trade receivables	15	188332370		194014386	
	Cash and cash equivalents	16	703959		2894854	
	Short term loans and advances	17	9591023		9194151	
				198750932		206226971
	TOTAL			2122763305		1665321258
III	Notes forming part of Financial Statements					

As per our attached report of even date**For CHIRAG C MEHTA & CO.****Chartered Accountants**

Firm Regd. No. 132696W

Sd/-

(Chirag C. Mehta)**Proprietor****Membership No : 122852****Place : Mumbai****Date : 14/10/2014****For and on behalf of Board of Directors**

Sd/-

Hirji Kanji Patel**Managing Director**

Sd/-

Nilesh Shivram Mestry**Director**

ALLIED COMPUTERS INTERNATIONAL (ASIA) LIMITED						
STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2014						
			(Amount in `)			
	Particulars	Note No.	2013-2014		2012-2013	
I	Revenue from operations	18	6043235		34445205	
II	Other Income	19	932314		2710452	
III	Total Revenue (I + II)			6975549		37155657
IV	Expenses					
	Cost of materials consumed	20	790249		19294563	
	Purchases of stock in Trade		1495700		0	
	Employee benefits expense	21	2409460		830545	
	Finance costs	22	34106		13932	
	Depreciation and amortization expense	10	0		7631205	
	Other expenses	23	1261825		6509936	
	Total expenses			5991340		34280180
V	Profit Before exceptional and extraordinary items and Tax (III - IV)			984209		2875476
VI	Exceptional items (Share issue Expenses W/o 1/5 during the year)			167932		1516113
VII	Profit Before Tax (V - VI)			816277		1359363
VIII	Tax expense:					
	Current tax		250,000		0	
	Deferred Tax Liability/(Asset)		0		0	
	Income Tax paid for earlier years		0	250,000	0	0
IX	Profit / (Loss) for the period (VII - VIII)			566277		1359363
X	Earning per equity share:	24				
	Basic			0.00		0.01
	Diluted			0.00		0.01
XI	Notes forming part of Financial Statements					
<p>As per our attached report of even date For CHIRAG C MEHTA & CO. Chartered Accountants Firm Regd. No. 132696W Sd/- (Chirag C. Mehta) Proprietor Membership No : 122852 Place : Mumbai Date : 14/10/2014</p>						
<p>For and on behalf of Board of Directors</p> <p>Sd/- Hirji Kanji Patel Managing Director</p> <p>Sd/- Nilesh Shivram Mestry Director</p>						

ALLIED COMPUTERS INTERNATIONAL (ASIA) LIMITED**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2014**(Amount
in `)

PARTICULARS	AS AT MARCH 31, 2014		AS AT MARCH 31, 2013	
Cash Flow From Operating Activities				
Net Profit / (Loss) before extraordinary items/tax	984,209		2,875,476	
Adjustments for:-				
Depreciation	-		7,631,205	
Finance Cost	34,106		13,932	
Interest Income	(667,314)		(2,710,452)	
Capital Gain	(265,000)		-	
Operating Profit/(loss) before working capital changes		86,001		7,810,161
Changes in Working Capital :				
Adjustments for (increase)/decrease in operating assets :				
Inventories	-		7,174,790	
Trade receivables	5,682,016		5,665,856	
Short-term Loans and Advances	(396,872)		(1,875,551)	
Long-term Loans and Advances	(545,340,678)		15,182,336	
Other non current assets	(7,656,788)		1,516,113	
Total		(547,712,322)		27,663,544
Adjustments for increase/(decrease) in operating liabilities :				
Trade payable	(361,025)		5,502,065	
Other current liabilities	1,633,891		3,339,304	
Short-term provisions	7,600,000		(1,000,000)	
Total		8,872,866		7,841,369
Cash generated from operations		(538,753,455)		43,315,074
Direct Taxes Paid (excluding deffered tax)		(250,000)		-
Net Cash flow from / (used in) Operating Activities (A)		(539,003,455)		43,315,074
Cash Flow From Investing Activities				
Purchase of Fixed Assets/ Capital Work in Progress	-		(37,500)	
Investments	88,079,380		(58,100,380)	
Capital Gain	265,000		-	
Interest Income	667,314		2,710,452	
Net Cash flow From/(used in) Investing Activities (B)		89,011,694		(55,427,428)

ALLIED COMPUTERS INTERNATIONAL (ASIA) LIMITED**CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2014**

(Amount in `)

PARTICULARS	AS AT MARCH 31, 2014		AS AT MARCH 31, 2013	
Cash Flow From Financing Activities				
Share application money received / (refunded)	333,321,000		-	
Proceeds from other short-term borrowings	114,681,904		15,541,036	
Finance cost	(34,106)		(13,932)	
Cash flow from extraordinary items	(167,932)		(1,516,113)	
Net Cash flow From/(used in) Financing Activities (C)		447,800,866		14,010,991
Net increase/(decrease) in Cash and cash equivalents		(2,190,895)		1,898,637
Cash or Cash Equivalents at the Beginning of the year		2,894,854		996,217
Cash or Cash Equivalent at the End of the Financial year		703,959		2,894,854
Net increase in cash & cash equivalent (ii - i)		(2,190,895)		1,898,637

Notes:

Cash and Cash Equivalents represent cash & bank balances and fixed deposits with banks.

The Previous year's figures have been regrouped wherever necessary for uniformity in presentation.

As per our attached report of even date

For CHIRAG C MEHTA & CO.

Chartered Accountants

Firm Regd. No. 132696W

Sd/-

(Chirag C. Mehta)

Proprietor

Membership No : 122852

Place : Mumbai

Date : 14/10/2014

For and on behalf of Board of Directors

Sd/-

Hirji Kanji Patel
Managing Director

Sd/-

Nilesh Shivram Mestry
Director

ALLIED COMPUTERS INTERNATIONAL (ASIA) LIMITED**NOTES FORMING PART OF FINANCIAL STATEMENTS****1 Corporate Information**

Allied Computers International (Asia) Limited, is a company incorporated in May 2002 under the Indian Companies Act, 1956, to promote notebook specialist Brand " ACi "The Registered office and Corporate office of the Company is located at 319 Kuber Complex, New Link Road, Andheri West Mumbai. The corporate office houses sophisticated and most advanced sales, marketing and service/repairs facilities. The service facility facilitates service and repairs of any brand of laptops received within Mumbai. and its Shares are listed on Bombay stock exchange, Mumbai

2 Significant Accounting Policies**a) Basis of Accounting**

The accounts of the Company are prepared under the historical cost convention and are in accordance with the applicable accounting standards and accordingly accrual basis of accounting is followed for recognition of income and expenses except where otherwise stated and where the exact quantum is not ascertainable. Expenditure on issue of share capital, if any, is accounted when actually incurred.

b) Revenue Recognition

- (i) Sales and Job Work are recognized at the time of invoicing thereof upon the passage of title to the customers / clients.
- (ii) Exports sales are recognised according to the date of Bill of Lading or the Airway Bill, as the case may be, as adjusted by the actual realization if within one year.
- (iii) Local sales are recorded at the price inclusive of excise duty and freight wherever separately not collected.

c) Fixed Assets

Fixed assets are stated at total capitalized costs relating and attributable directly or indirectly to acquisition and installation thereof as reduced by the accumulated depreciation thereon.

d) Depreciation/Amortization

Depreciation / Amortization on Fixed Assets, other than Freehold Land is provided on Written down Value Method, at the rates specified in Schedule XIV to the Companies Act, 1956 (as amended). However no depreciation charge during the year

e) Inventories

Inventories are valued as follows:

- (i) Raw Materials, Stores and Spares: at cost
- (ii) Work in Progress: at lower of estimated cost or net realizable value
- (iii) Waste Materials, Damaged goods, Scrap: if any at net estimated realizable value
- (iv) Finished Goods: at lower of cost or market value.

f) Investments

Investments that are intended to be held for more than a year, from the date of acquisition are classified as long term investment are carried at cost less any provision for permanent diminution in value. Investments other than long term investments are being current investments are valued at cost or fair market value whichever is lower.

g) Assets & Liabilities

The Assets and Liabilities are taken at the book value certified by the Directors.

h) Foreign Currency Transactions

Foreign Currency Transactions are normally recorded at the exchange rate, prevailing on the date of transaction or conversion, as the case may be.

i) Taxes on Income

(i) Current Tax: Provision for Income Tax is determined in accordance with the provisions of Income Tax Act, 1961.

(ii) Deferred Tax Provision: Deferred Tax is recognized on timing differences between the accounting income and the taxable income for the year, and quantified using the tax rates and laws enacted or substantively enacted on the Balance Sheet date.

Deferred Tax Assets are recognized and carried forward to the extent that there is a reasonable certainty that sufficient future taxable income will be available against which such Deferred Tax Assets can realized.

j) Miscellaneous Expenditure

Preliminary expenses / shares and deferred revenue expenses etc. if any are amortized over a period of 5 years.

3 Share Capital

Particulars	As at March 31,2014		As at March 31,2013	
	(Amount in `)		(Amount in `)	
Authorised 205000000 Equity Shares of ` 10 each (Previous Year - 125000000 Equity Shares of ` 10 each)		2050000000		1250000000
		2050000000		1250000000
Issued, Subscribed & Paid Up 119004952 Equity Shares of ` 10 each , fully paid up (Previous Year- 119004952 Equity Shares of ` 10 each , fully paid up)		1190049520		1190049520
		1190049520		1190049520

a) Reconciliation of Number of Shares

Particulars	As at March 31,2014		As at March 31,2013	
	Number of Shares	(Amount in `)	Number of Shares	(Amount in `)
Equity Shares at the beginning of the year	119004952	1190049520	119004952	1190049520
Add: Preferential allotment during the year	0	0	0	0
Equity Shares at the end of the year	119004952	1190049520	119004952	1190049520

b) Terms/ rights attached to the Equity Shares

The Company has only one class of Equity Shares having a par value of ` 10 each. Each Shareholder is eligible one vote per share. Any Shareholder whose name is entered in the Register of Members of the Company shall enjoy the same rights and be subject to the same liabilities as all other shareholders. The dividend, if any, proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of interim dividend. In the event of liquidation, the equity shareholders are eligible to receive the remaining assets of the Company after distribution of all preferential amounts, in proportion to their shareholding.

c) Details of Shares held by the shareholders holding more than 5% (percentage) of aggregate shares in the Company

No shareholders is holding more than 5 % shares in the company

Particulars	As at March 31, 2014		As at March 31, 2013	
	Number of Shares*	(% Holding)	Number of Shares*	(% holding)
Aristo Media & Entertainment Pvt Ltd	8389558	7.05%		

* Equity Shares of Rs. 10 each fully paid up

d) Shares allotted as fully paid up by way of bonus shares (during 5 years preceding March 31, 2014)

The Company have not allotted bonus shares during the 5 preceding financial year by the capitalisation of Securities Premium and Reserves.

4 Reserves & Surplus

Particulars	As at March 31, 2014		As at March 31, 2013	
	(Amount in `)		(Amount in `)	
Securities Premium Account				
Balance as per last financial statements	11801154		11801154	
Add: Premium on fresh issue of Equity Shares	0		0	
		11801154		11801154
Profit and Loss Account				
Balance as per last financial statements	20807166		19447803	
Add: Current Year's Profit	566277		1359363	
		21373444		20807166
		21373444		32608320

5 Deferred Tax Liabilities (net)

Particulars	As at March 31, 2014		As at March 31, 2013	
	(Amount in `)		(Amount in `)	
Deferred Tax Liabilities				
on account of difference in depreciation on fixed Assets	724781		724781	
Less: Deferred Tax Assets	0		0	
		724781		724781
		724781		724781

6 Short Term Borrowings

Particulars	As at March 31,2014		As at March 31,2013	
	(Amount in `)		(Amount in `)	
(A) Secured Loans				
(i) Loan Repayable on Demand				
Working Capital Loan - From Banks		34101195		34101195
(B) Unsecured Loans				
Loans & Advances (Personal Guarantee of Directors)	14565989		12663048	
Inter Corporate Deposits	405020000	419585989	292241037	304904085
		453687184		339005280

a) Details of Loans and Maturity Profiles

Details of Loan	Personal Guarantee	Interest Rates and Terms of Repayment	Interest Rates and Terms of Repayment
Working Capital Loan - From Banks (Secured by hypothecation of stocks, book debts and against mortgage of plant & machinery,)	Mr. Hirji Kanji Patel Managing Director of the Co.	As per the sanctioned letter No .	As per the sanctioned letter No .

7 Trade Payables:

Particulars	As at March 31,2014		As at March 31,2013	
	(Amount in `)		(Amount in `)	
Current Payble for Goods & Expenses		96255907		84815778
		96255907		84815778

8 Other Current Liabilities

Particulars	As at March 31,2014		As at March 31,2013	
	(Amount in `)		(Amount in `)	
Other Payables				
Outstading Expenses		3188644		1958644
Other Duties & Taxes Payable		15969863		15565972
		19158507		17524616

9 Short Term Provisions

Particulars	As at March 31,2014		As at March 31,2013	
	(Amount in `)		(Amount in `)	
Provision For Taxation		592962		592962
Provision for Expenses Payables		7600000		0
		8192962		592962

ALLIED COMPUTERS INTERNATIONAL (ASIA) LIMITED

NOTES FORMING PART OF FINANCIAL STATEMENTS

10 Fixed Assets:

Sr. No.	DESCRIPTION	RATE	GROSS BLOCK			DEPRECIATION			NET BLOCK	
			As at 01.04.2013	Additions	Deduct.	As at 31.03.2014	As at 01.04.2013	For the Period	As at 31.03.2014	As on 31.03.2013
1	Telephone Instrument	13.91%	455,736.00	-	-	455,736.00	359,227.18	-	359,227.18	96,508.82
2	Mobile Instrument	13.91%	99,691.00	-	-	99,691.00	70,697.78	-	70,697.78	28,993.22
3	Furniture & Fixture	18.10%	17,423,028.01	-	-	17,423,028.01	12,862,231.31	-	12,862,231.31	4,560,796.70
4	Plant & Machinery	13.91%	63,384,650.95	-	-	63,384,650.95	37,189,277.28	-	37,189,277.28	26,195,373.67
5	Fax Machine	13.91%	82,590.00	-	-	82,590.00	63,146.35	-	63,146.35	19,443.65
6	Computers & Printers	40.00%	26,103,869.09	-	-	26,103,869.09	17,814,056.39	-	17,814,056.39	8,289,812.70
7	& Software	13.91%	19,900.00	-	-	19,900.00	16,665.98	-	16,665.98	3,234.02
8	Refrigerator	25.89%	209,173.00	-	-	209,173.00	202,879.55	-	202,879.55	6,293.45
9	Motor Cycle	25.89%	509,492.00	-	-	509,492.00	474,828.89	-	474,828.89	34,663.11
10	Motor Tempo	13.91%	45,464.00	-	-	45,464.00	38,837.39	-	38,837.39	6,626.61
11	Television Set	13.91%	7,495.00	-	-	7,495.00	6,073.07	-	6,073.07	1,421.93
12	Paper Shredder	40.00%	82,146.00	-	-	82,146.00	80,803.32	-	80,803.32	1,342.68
13	H.P. 2300 Scanner	13.91%	992,513.00	-	-	992,513.00	680,987.82	-	680,987.82	311,525.18
14	Air Condition	5.00%	13,199,526.15	-	-	13,199,526.15	4,409,133.64	-	4,409,133.64	8,790,392.51
	Renovation to Office Premises									
	Total		122,615,274.20	-	-	122,615,274.20	74,268,845.95	-	74,268,845.95	48,346,428.25
	Previous Year		122,577,774.20	37,500.00	-	122,615,274.20	66,637,641.07	7,631,204.89	74,268,845.95	55,553,534.77

11 Non Current Investments:

Particulars	As at March 31,2014		As at March 31,2013	
	(Amount in `)		(Amount in `)	
Other Investments				
Investment in Equity Instruments (at Cost)				
Quoted Shares (as per list)		1041949500		919149880
Unquoted Shares & Share Application Money Pending Allotments (as per list)		37371000		248250000
		1079320500		1167399880

12 Long Term Loans and Advances

Particulars	As at March 31,2014		As at March 31,2013	
	(Amount in `)		(Amount in `)	
<u>Security Deposits</u>				
Unsecured and Considered Good				
Security Deposits	8429907		8429907	
Deposits for Office For Sales & Services	15621135		15621135	
Software Development- working	0		0	
		24051042		24051042
<u>Sundry Advancess & Loans</u>				
(Unsecured and Considered Good)				
Advances - Material & Expneses		147662417		147662418
Sundry Advances		616807266		71466587
		788520725		243180047

13 Other Non Current Assets

Particulars	As at March 31,2014		As at March 31,2013	
	(Amount in `)		(Amount in `)	
Share Issue Expenses	167932		1684045	
Add : Capital Issue Expenses	7824720		0	
Less :- Written off during the year	167932		1516113	
		7824720		167932
		7824720		167932

14 Inventories

Particulars	As at March 31,2014		As at March 31,2013	
	(Amount in `)		(Amount in `)	
Finished Products (Laptops & Parts)		123,580		123,580
		123,580		123580

15 Trade Receivable

Particulars	As at March 31,2014		As at March 31,2013	
	(Amount in `)		(Amount in `)	
Due for period exceeding six months				
Unsecured				
Considered Good		188332370		194014386
Others				
Unsecured, Considered Good		0		0
		188332370		194014386

16 Cash and Cash Equivalents

Particulars	As at March 31,2014		As at March 31,2013	
	(Amount in `)		(Amount in `)	
Cash in hand		199036		107580
Balances with Banks				
Current Accounts		504923		2787274
		703959		2894854

17 Short Term Loans and advances

Particulars	As at March 31,2014		As at March 31,2013	
	(Amount in `)		(Amount in `)	
Security Deposits				
Unsecured and Considered Good				
Loans and Advances to Employees (Unsecured and Considered Good)		63874		63874
Balances with Government Authority				
Unsecured and Considered Good				
Advance Tax and Tax Deductible at Source		9527149		9130277
		9591023		9194151

18 Revenue from operations

Particulars	2013-14		2012-13	
	(Amount in `)		(Amount in `)	
Sale of products		2840235		7674570
Sale of Services & Parts		3203000		26770635
		6043235		34445205

19 Other Income

Particulars	2013-14		2012-13	
	(Amount in `)		(Amount in `)	
Short Term Capital Gain on Investments		265000		0
Interest Income		667314		2710452
		932314		2710452

20 Cost of Sales / Material Consumed

Particulars	2013-14		2012-13	
	(Amount in `)		(Amount in `)	
Cost of Sales / Material Consumed				
Inventory at the beginning of the year	123580		7298371	
Add: Net Purchases	790249		12119772	
	913829		19418143	
Less: Inventory at the end of the year	123580		123580	
		790,249		19,294,563
		790,249		19294563

21 Employees Benefit Expenses

Particulars	2013-14		2012-13	
	(Amount in `)		(Amount in `)	
Salaries, Wages, Bonus & Other Allowances		2382321		830545
Staff Welfare Expenses		27139		0
		2409460		830545

22 Finance Costs

Particulars	2013-14		2012-13	
	(Amount in `)		(Amount in `)	
Interest				
Bank Charges/ Processing Fees etc		34106		13932
		34106		13932

23 Other Expenses

Particulars	2013-14		2012-13	
	(Amount in `)		(Amount in `)	
Directors Remuneration		0		2400000
Advertisement Expnses/ Sales Promotion		12500		11917
Brokerage And Commission		0		408600
Consultancy / Legal & Professional Charges		269218		452447
Conveyance Expnses		60818		286717
Electricity Expenses		94580		158337
Office Expnses		58705		152683
Printing & Stationery		6563		34841
Registration / Filling & Listing Fees		270480		305672
Rent Rates & Taxes		500		342000
Repairs & Maintenance		1050		28560
Sundry Expenses		318870		1575586
Telephone Expenses		54693		63959
Travelling Expenses		0		188617
Web Desingning Expenses		13848		0
Auditors Remuneration		100000		100000
		1261825		6509936

24 Earning Per Share (EPS)

Particulars	2013-14		2012-13	
	(Amount in `)		(Amount in `)	
Net Profit After taxation		566,277		1,359,363
Weighted Average number of Equity Shares		119004952		119004952
Add: Dilutive Potential Equity Shares				
Number of Equity Shares for Dilutive EPS		119004952		119004952
Nominal Valure of Shares		10		10
Basic Earning Per Share		0.00		0.01
Diluted Earning Per Share		0.00		0.01

25 Research & Development Expenses

The expenditure on Research & Development is not separately ascertainable as the same has been included under various heads of expenditure in the Profit & Loss Account.

26 Managerial Remuneration:

Particulars	2013-14		2012-13	
	(Amount in `)		(Amount in `)	
Directors' Remuneration		0		2400000

Computation of Net Profit in accordance with the Companies Act, 1956. The Commission by way of percentage of profits has not been paid to the Managing Director

27 Details of Payment to Auditors

Particulars	2013-14		2012-13	
	(Amount in `)		(Amount in `)	
As Auditor				
Statutory Audit Fees	50000		50000	
Taxation Matters	50000		50000	
		100000		100000
		100000		100000

28 Expenditure in Foreign Currency

Particulars	2013-14		2012-13	
	(Amount in `)		(Amount in `)	
Nil		0		0
		0		0

29 Earning in Foreign Exchanges

Particulars	2013-14		2012-13	
	(Amount in `)		(Amount in `)	
Export of Services calculated on Realisation basis		0		6282950
		0		6282950

30 Segment Reporting:

Considering the organization structure, nature of products & risk and return profile based on geographical distribution, the formulation business is considered as a Single Segment.

31 Related Party Disclosure**a) Related Parties and their relationship****Key Managerial Personnel**

Mr. Hirji Kanji Patel	Managing Director	Mr. Nilesh Shivram Mestry	Director	Director
Mr. Jay Randhir Sampat	Director	Mr. Govindbhai Khetabhai Kera		Director
Mr. Mansukh Kanji Vaghani	Director	Mr. Rakesh Ganesh Naik		Add. Director
Mr. Gajendra Singh	Director			

32 Balances in the accounts of debtors, creditors and contracts and contractors, certain Bank Accounts are taken subject to confirmation and reconciliation and only upon such confirmation and reconciliation, the entries for discounts, claims and writing off sundry balances etc. will be recorded in the books.

33 In the absence of detailed information from Small Scale and Ancillary Undertaking, included under the head Sundry Creditors dues there from are not ascertained as on the date of Balance Sheet.

34 Previous year's figures have been regrouped / rearranged wherever deemed necessary.

As per our attached report of even date

For CHIRAG C MEHTA & CO.

Directors

Chartered Accountants

Firm Regd. No. 132696W

Sd/-

(Chirag C. Mehta)

Mestry

Membership No : 122852

Place : Mumbai

Date : 14/10/2014

For and on behalf of Board of

Sd/-









Hirji Kanji Patel

Sd/-

Nilesh Shivram

**Form A**

Format of Covering Letter of the Annual Report to be filed with the Stock Exchange

1	Name of the Company	Allied Computers International (Asia) Limited
2	Annual Financial Statement for the Year Ended	31 st March, 2014
3	Type of Audit Observation	Un-qualified
4	Frequency of Observation	Not Applicable
5	To be Signed by;	<div>   </div> <div>   </div> <div>   </div> <div>   </div>

ALLIED COMPUTERS INTERNATIONAL (ASIA) LIMITED

Unit No. 319, Kuber Complex, New Andheri Link Road, Opp. SAB T V, Andheri (west), Mumbai - 400053

Tel No: - 022 - 65353511/12/13, E-Mail ID: - sales@aci-asia.com, Website: www.aci-asia.com

CIN: L72900MH2002PLC135829

ATTENDANCE SLIP

Please complete this attendance slip and hand it over at the entrance of the meeting hall.

Name and Address of the Member	Registered Folio No.	Client ID & DP ID No.	Number of Shares held

I/We hereby record my/our presence at the Annual General Meeting of the Company to be held on Thursday 18th December, 2014 at 11.00 a.m. at the Registered Office of the Company situated at Unit No. 319, Kuber Complex, New Andheri Link Road, Opp. SAB T V, Andheri (west), Mumbai - 400053, Maharashtra.

Signature of the Member or the Proxy Attending the Meeting

If Member, please sign here	If Proxy, please sign here

Note: members are requested to bring their copies of Notice and the Annual Report to the meeting as the same will not be circulated at the meeting.

ALLIED COMPUTERS INTERNATIONAL (ASIA) LIMITED

Unit No. 319, Kuber Complex, New Andheri Link Road, Opp. SAB T V, Andheri (west), Mumbai - 400053

Tel No: - 022 - 65353511/12/13, E-Mail ID: - sales@aci-asia.com, Website: www.aci-asia.com

CIN: L72900MH2002PLC135829

PROXY CUM BALLOT FORM

I/We _____ of _____ being Member/ Members of Allied Computers International (Asia) Limited, hereby appoint _____ of _____ or failing him/ her _____ of _____ as my/ our proxy to attend and vote on my/ our behalf at the Annual General Meeting of the Company to be held on Thursday 18th December, 2014 at 11.00 a.m. at the Registered Office of the Company situated at Unit No. 319, Kuber Complex, New Andheri Link Road, Opp. SAB T V, Andheri (west), Mumbai - 400053, Maharashtra and at any adjournment thereof.

Signed this _____ day of _____ 2014.

L.F. No. / DP ID and Client ID _____ No. of Shares held _____ Affix

Revenue Stamp Signed on this _____ day of _____ 2014.

Signed by the said _____

Signature of Proxy _____

Attested by Shareholder _____

Affix Rs.1/-
Revenue
Stamp here
& Sign

Particulars		For	Against
<u>Ordinary Business</u>			
1.	Adoption of Financial Statements for the year ended March 31, 2014.		
2.	Appointment of M/s. Chirag C. Mehta & Co., Chartered Accountants as Statutory Auditors for a term of five years.		
<u>Special Business</u>			
3.	Appointment of Mr. Nilesh Shivram Mestry as an Independent Director for a term of 5 Years.		
4.	Appointment of Mr. Rakesh Ganesh Naik, as an Independent Director for a term of 5 years.		
5.	Appointment of Mr. Mohit Tyagi as an Independent Director for a term of 5 Years.		
6.	Appointment Mrs. Reshma Rajesh Malagavakar, as an Independent Director for a term of 5 years.		

Note: The Proxy form duly completed must be deposited at the Registered Office of the Company, not less than 48 hours before the time of holding the meeting. The Proxy need not be a member of the Company.

ACI

Developing a Laptop Nation

If Undelivered please retune to;

Allied Computers International (Asia) Limited

Registered Office:- Unit No. 319, Kuber Complex, New Andheri Link Road, Opp.
SAB TV, Andheri (west), Mumbai – 400053, Maharashtra

Tel No:- 022 – 65353511 / 12 / 13

E-Mail ID:- sales@aci-asia.com

Web site :- www.aci-asia.com