



ANNUAL
REPORT
2014 -
2015

ALLIED COMPUTERS INTERNATIONAL (ASIA)
LIMITED

CIN NO:- L72900MH2002PLC135829

CONTENTS

Sr. No.	Particulars	Page No.
1.	Notice	1
2.	Directors' Report	9
3.	Annexure to Director	19
4.	Management Discussion & Analysis Report	29
5.	Corporate Governance Report	32
6.	Certification on Corporate Governance	44
7.	Certification on Financial Statement	45
8.	Certificate Under Clause 49(I)(D) of the Listing Agreement	46
9.	Auditors' Report	47
10.	Annexure to Auditors Report	49
11.	Balance Sheet	51
12.	Statement of Profit & Loss Account	53
13.	Cash Flow Statement	54
14.	Notes to Financial Statements	56
15.	Form A	70
16.	Attendance Slip	71
17.	Proxy Form	72
18.	Ballot Form	74

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
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 and resigned on 19 th December 2014)

BOARD COMMITTEES:

Audit Committee :

Mr. Nilesh Shivram Mestry	:	Chairman
Mr. Hirji Kanji Patel	:	Member
Mr. Rakesh Ganesh Naik	:	Member

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

Stakeholders Relationship Committee :

Rakesh Ganesh Naik	:	Chairman
Mrs. Reshma Rajesh Malagavakar	:	Member
Mr. Hirji Kanji Patel	:	Member

Registrar & Share Transfer Agents:

M/S. Bigshare Services Private Limited
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

Nomination & Remuneration Committee:

Bankers:

Mr. Rakesh Ganesh Naik	:	Chairman	Axis Bank
Mr. Hirji Kanji Patel	:	Member	Branch :- Goregaon East
Mr. Nilesh Shivram Mestry	:	Member	ING Vysa Bank
			Branch :- Opera House, Mumbai

Compliance Officer:

Listed at:

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 – 69453333 E-Mail ID:- alliedcomputersasia@gmail.com	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 – 69453333 E-Mail ID:- alliedcomputersasia@gmail.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. 104, Citi Mall, New Andheri Link Road, Opp. SAB TV, Andheri (west), Mumbai – 400053, Maharashtra, on Wednesday 30th September, 2015 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, 2015, 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 (1) and applicable provisions, if any, of the Companies Act, 2013 and rules, circulars, notifications made/issued there under, including any amendments, modification, variation or re-enactment thereof, the appointment of M/s. Chirag C Mehta & Co. Chartered Accountant, Mumbai, bearing Membership No. 122852 as the Statutory Auditors of the Company, which has been approved at the Annual General Meeting held on 18th December, 2014 for a term of Five Years, i.e. from the conclusion of 12th Annual General Meeting till the conclusion of 17th Annual general meeting of the Company to be held in the Year 2019, be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable and expedient for giving effect to this resolution and/or otherwise considered by them to be in the best interest of the Company including fixation of their remuneration and reimbursement of out of pocket expenses incurred in connection hereto."

SPECIAL BUSINESS :

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

RESOLVED THAT pursuant to the provisions of Section 203 and any other applicable provision of the Companies Act, 2013 and rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Hirji Kanji Patel (DIN 00157481) be and is hereby appointed as an Managing Director/CEO/Compliance Officer of the Company with effect from 12th August 2015.

RESOLVED FURTHER THAT Mr. Hirji K Patel be appointed as Managing Director/CEO/Compliance Officer and KMP of the Company on the terms and conditions of appointment and remuneration as contained in the draft agreement, a copy whereof initialed by the Chairman for the purpose of identification is placed before the meeting, and the Board of Directors be and is hereby authorized to alter and vary such terms of appointment and remuneration as may be agreed to by the Board of Directors and Mr. Hirji Kanji Patel.

RESOLVED FURTHER THAT any one of the Directors of the Company be and is hereby authorized to file necessary forms with the Registrar of Companies, and to do all such acts, deeds, matters and things as may be required to give effect to this resolution."

Place: Mumbai

Date: August 31, 2015

By Order of the Board

**For Allied Computers International
(Asia) Limited**

Sd/-

**Hirji K Patel
Managing Director
DIN – 00157481**

Sd/-

**Rakesh G. Naik
Director
DIN - 05236731**

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 duly stamped.
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. Relevant documents referred to in the accompanying Notice & Explanatory Statement would be available 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. The Register of Members and the Share Transfer Books of the Company will remain closed from 29th September, 2015 to 30th September, 2015 (Both Days Inclusive) for the purpose of the Annual General Meeting.
7. Members are requested to notify immediately any changes, if any, in their registered addresses at an early date to the Registrar and Share Transfer Agent, quoting their folio numbers/client ID/ DP ID in all correspondence, so as to enable the Company to address any future communication at their correct address.
8. Members attending the meeting are requested to complete the enclosed attendance slip and deliver the same at the entrance of the meeting Venue.
9. 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.
10. 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.

11. 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.
12. 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.
13. The Securities and Exchange Board of India (**SEBI**) has mandated the submission of Permanent Account Number (**PAN**) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their **PAN** to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their **PAN** to the Company/Registrar & Share Transfer Agent.
14. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, Companies can serve Annual Reports & other communications through electronic mode to those members whose email IDs are registered with the Company/Depository Participants(s). As per provisions of Section 20 of the Companies Act, 2013 read with Rules there under, a document may be served on any member by sending it to him/her by post or by registered post or by speed post or by courier or by delivering at his/her office/home address or by such electronic mode as may be prescribed including by facsimile telecommunication or to electronic mail address, which the member has provided to his/her Depository Participants(s)/Company Share Transfer Agent from time to time for sending communications, provided that a member may request for delivery of any document through a particular mode, for which he/she shall pay such fees as may be determined by the Company in its Annual General Meeting. For members who have not registered their email address with the Company, the service of documents will be affected by other modes of services as provided in Section 20 of the Companies Act, 2013 read with the relevant Rules there under. Printed copies of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with Attendance Slip, Ballot Paper and Proxy Form is being sent to all members in the permitted mode.
15. 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 2015 is being sent to all the members who's Email IDs are registered with the Company/Depository Participants(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 2015 is being sent in the permitted mode.
16. Members may also note that the Notice of the Annual General Meeting and the Annual Report for 2015 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
17. 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.

18. 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).
19. 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 Tuesday 29th, September, 2015 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.
20. Members can opt for one mode of voting i.e. either by physical ballot or through e-voting. If Members opt for e-voting then do not vote by Physical Ballot or vice versa. However, in case Members cast their vote both by Physical Ballot and e-voting, then voting done through e-voting shall prevail and voting done by Physical Ballot will be treated as invalid.
21. Members can request for a Ballot Form at Allied Computers International (Aisa) Limited, Unit No. 104, Citi Mall, New Andheri Link Road, 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.
22. 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.
23. 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.
24. 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.
25. **The instructions for shareholders voting electronically are as under:**
 - (i) The voting period begins on Sunday the **27th September, 2015** at 9.00 a.m. and ends on Tuesday the **29th September, 2015** at 5.30 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 **September 23, 2015** may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
 - (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iv) Click on Shareholders.
 - (v) 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.
 - (vi) Next enter the Image Verification as displayed and Click on Login.

- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

	For Members holding shares in Demat Form and Physical Form
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence 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 sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.

- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password& enter the details as prompted by the system.
- (xix) **Note for Non – Individual Shareholders and Custodians**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- (xx) 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.

Place: Mumbai

Date: August 31, 2015

By Order of the Board

**For Allied Computers International
(Asia) Limited**

Sd/-

**Hirji K Patel
Managing Director
DIN – 00157481**

Sd/-

**Rakesh G. Naik
Director
DIN - 05236731**

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 No.3 the accompanying Notice dated 27th August, 2015. This Explanatory Statement may also be regarded as a disclosure under Clause 49 of the Listing Agreement with the Stock Exchanges.

Item No.3*

The Board of Directors of the Company appointed, pursuant to the provisions of sub-section (1) of Section 161 of the Companies Act, 2013 and the Articles of Association of the Company. The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Hirji Kanji Patel as Managing & Non-Independent Director & CEO for a period of 2 years with effect from 12th August, 2015 on the terms as detailed herein:

Tenure: The appointment of Mr. Hirji Kanji Patel as the Managing Director & CEO shall be for a period of 2 years from , 2015.

Remuneration: Basic salary of Mr. Hirji Kanji Patel shall be Rs. 1,00,000/- p.m. with the authority to the Board of Directors to determine any merit based increase in salary, as prescribed within the specified limit of Companies Act, 2013.

Perquisites & Allowances: In addition to the basic salary, Mr. Hirji Kanji Patel shall be entitled to (i) medical reimbursements, leave travel allowance(subject to 10% of basic salary in a year), personnel accident & medical insurance, company contribution to provident fund, gratuity & leave encashment as per the rules of the Company;

(ii) annual performance bonus. The aggregate of salary, perquisites and allowances in any one financial year shall not exceed the limits prescribed under section 197 of the Companies Act, 2013.

In the event of loss or inadequacy of profits in any financial year during the tenure of the services of the Managing Director & CEO the payment of salary, perquisites and other allowances shall be governed by the limits prescribed under section II of Schedule V of the Companies Act, 2013.

Accordingly, the Board recommends the resolution in relation to appointment of Mr. Hirji Kanji Patel as Managing Director & CEO & Executive Non-Independent Director, liable to retire by rotation, for the approval by the shareholders of the Company.

Copy of the draft letter for appointment of Mr. Hirji Kanji Patel as Managing Director, CEO & Executive Non- 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. Hirji Kanji Patel holds 5629520 equity shares by of the Company.

Name	Mr Hirji Kanji Patel
Fathers' Name	Kanji Narun Patel
Date of Birth	21/08/1960
Date of Appointment	09/05/2002
Expertise in specific functional areas	Exceptionally competent in Software development, Hardware (Digital Electronics) Design and Development and Mathematical modeling.
Years of Experience	13 years
Qualification	BSC (Hon) degree from Queen Mary College (University of London) in Avionics with specialization in Automatic Control and Guidance system.
Directorship in Other Companies	Two Companies 1) Emerald Digital Media Limited – Director 2) Allied Global Services Private Limited - Director
Member/Chairman of the Committee	Not Applicable
No. of shares held in own name or in the name of relatives	56,29,520

Mr. Hirji Kanji Patel 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. 3.

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, 2015.

Financial Results

The financial performance of your Company for the year ended March 31, 2015 is summarized below:

(Rs Lacs)		
Particulars	2014-2015	2013-2014
Sales	64.59	60.43
Other Income	12.74	9.32
Total Income	77.33	69.75
Total Expenses	67.93	61.59
Profit/(Loss)Before Tax	9.41	8.16
Tax	-	-
Current Tax	-	2.50
Deferred Tax	-	-
Net Profit After Tax	9.41	5.66

The Company has achieved modest profit of Rs. 9.41 lacs (previous year profit was Rs. 5.66), due to cost control exercise & better product mix.

Future Outlook

The Company main activities is manufacturing of Notebook & servicing of all brands of computers, laptop, tab, etc.

Dividend

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

Subsidiaries, Joint Ventures and Associates Companies

The Company does not have any subsidiaries, joint venture & associates Company.

Acceptance of Fixed Deposits

The Company has not accepted any Fixed Deposits from general public within the purview of Section 73 of the Companies Act, 2013, during the year under review.

Consolidated Financial Statement

The audited consolidated financial statement of the Company prepared in accordance with relevant Accounting Standards (AS) issued by the Institute of Chartered Accountants of India forms part of this Annual Report. The Compliance Officer will make these documents available upon receipt of a request from any member of the Company interested in obtaining the same. These documents will also be available for inspection at the Registered Office of your Company during working hours up to the date of the Annual General Meeting.

Other Corporate Information

The Registered Office of the Company was shifted to the present premises in Andheri (west), Mumbai on 21st January, 2015. The face value of the equity shares of the Company was split from Rs. 10/- to Re. 1/- during August, 2014.

Particulars Of Contract Or Arrangement With Related Party

There is no transaction with Related Party which requires disclosure under Section 134(3)(h) of the Companies Act, 2013 and Rule 8(2) of the Companies (Accounts) Rules, 2014. The policy on materiality of related party transactions and also on dealing with related party transactions as approved by the Board may be accessed on the Company website.

Loans, Investment And Guarantees By The Company

There is no loan given, investment made, guarantee given or security provided by the Company to any entity under Section 186 of the Companies Act, 2013. Particulars of Investment made/loan given under section 186 of the Companies Act, 2013 are provided in the financial statement.

Internal Financial Controls

The Internal Financial Controls with reference to financial statements as designed and implemented by the Company are adequate. During the year under review, no material or serious observations has been received from the Auditor of the Company for inefficiency or inadequacy of such controls.

Disclosures under Section 134(3)(I) of the Companies Act, 2013

No material changes and commitments which could affect the Company financial position have occurred between the end of the financial year of the Company and the date of this report, except as disclosed elsewhere in this report.

Number Of Meeting Of Board Of Directors

The Board of Directors have met 8 times and Independent Directors once during the year ended 31st March, 2015 in accordance with the provisions of the Companies Act, 2013 and rules made there under. All the Directors actively participated in the meetings and contributed valuable inputs on the matters brought before the Board of Directors from time to time.

Directors

Mr. Mohit Tyagi, Director of the Company have resigned on 19th December, 2014 on account of his pre-occupation. The Board of Directors of the Company places on record the valuable contribution given to the Company during their tenure.

The Company has formulated a policy on director appointment & remuneration including criteria for determining qualifications, positive attributes independence of director & other matters as provided under section 178(3) of the Companies Act, 2013 & such policy is annexed with the Director Report. The details of familiarization programme for Independent Directors have been disclosed on website of the Company. Pursuant to the provisions of the Companies act 2013 and Clause 49 of the Listing Agreement evaluation of every Directors performance was done by the Nomination and Remuneration Committee. The performance evaluation of the Non – Independent Directors and the Board as a whole, committees thereof and the chair person of the company was carried out by the Independent Directors. Evaluation of the Independent Directors was carried out by the entire Board of Directors, excluding the Directors being evaluated. A structured questionnaire was prepared after circulating the draft norms, covering various aspects of the evaluation such as adequacy of the size and composition of the Board and Committee thereof with regard to skill, experience, independence, diversity, attendance and adequacy of time given by the directors to discharge their duties, Corporate Governance practices etc. The Directors expressed their satisfaction with the evaluation process. The following policies of the company are attached herewith and marked as Annexure 1, Annexure 2A and Annexure 2B. Policy on appointment of Directors and Senior Management (Annexure 1) Policy on Remuneration to Directors' (Annexure 2A) Policy on Remuneration of Key Managerial Personnel and Employees (Annexure 2B).

Declarations by Independent Director

Pursuant to the provisions of Sub-Section (7) of Section 149 of the Companies Act 2013, the Company has received individual declarations from all the Independent Directors confirming that they fulfill the criteria of independence as specified in Section 149(6) of the Companies Act 2013. As per Section 149 of the Companies Act, 2013, an independent director shall hold office for a term up to five consecutive years on the board of a company, but shall be eligible for re-appointment for another term up to five years on passing of a special resolution by the company and disclosure of such appointment in Board's Report. Further Section 152 of the Act provides that the independent directors shall not be liable to retire by rotation in the Annual General Meeting ('AGM') of the Company.

As per Revised Clause 49 of the Listing Agreement (applicable from October 1, 2014), any person who has already served as independent director for five years or more in a company as on October 1, 2014 shall be eligible for appointment, on completion of the present term, for one more term of up to 5 (five) years only.

Auditors

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. However their appointment as Statutory Auditors of the Company is subject to ratification by the Members at every AGM. The Company has received a certificate from the Auditor 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.

Necessary Resolution for ratification of appointment of said Auditor is included in the Notice of AGM for seeking approvals of the Members.

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 134 of the Companies Act, 2013, the Board of Directors of the Company confirms:

- i. In the preparation of the annual accounts for the financial year ended 31st March, 2015 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, 2015.
- 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.

Annual Evaluation By The Board Of Its Own Performance, Its Committees And Individual Directors

The Board of Directors of the Company has initiated and put in place evaluation of its own performance, its committees and individual directors. The result of the evaluation is satisfactory and adequate and meets the requirement of the Company.

Details Of Committee Of Directors

Composition of Audit Committee of Directors, Nomination and Remuneration Committee of Directors and Stakeholders Relationship/Grievance Committee of Directors, number of meetings held of each Committee during the financial year 2014-15 and meetings attended by each member of the Committee as required under the Companies Act, 2013 are provided in Corporate Governance Report and forming part of the report. The recommendation by the Audit Committee as and when made to Board has been accepted by it.

Risk Management

During the year, Management of the Company, evaluated the existing Risk Management Policy of the Company to make it more focused in identifying and prioritizing the risks, role of various executives in monitoring & mitigation of risk and reporting process. Its aim is to enhance shareholders value and provide an optimum risk-reward tradeoff. The Risk Management Policy has been reviewed and found adequate to the requirements of the Company, and approved by the Board. The Management evaluated various risks and that there is no element of risk

identified that may threaten the existence of the Company.

Whistle Blower Mechanism

The Company has put in place Whistle Blower Mechanism. The detailed mechanism is given in Corporate Governance Report forming part of this report.

Corporate Social Responsibility

The Section 135 of the Companies Act, 2013 regarding Corporate Social Responsibility Committee is not applicable to the Company as the Net Profit of the Company is below the threshold limit prescribed by the Companies Act, 2013.

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 134 of the Companies Act, 2013 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 197(12) of the Companies Act, 2013, read with the Rules 5(2) & 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

Significant And Material Orders Passed By The Regulators Or Courts

During the year under review, there were no significant and material orders passed by the regulators or courts or tribunals, which may impact the going concern status of the Company and its operations in future.

Secretarial Audit Report

A Secretarial Audit Report for the year ended 31st March, 2015 in prescribed form duly audited by the Practicing Company Secretary M/s. is annexed herewith and forming part of the report.

Extract Of Annual Return

Pursuant to Section 134(3)(a) of the Companies Act, 2013 read with Rule 12(1) of the Companies (Management and Administration) Rules 2014, the extract of annual return is annexed herewith and forming part of the report. (Annexure – I)

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.

Presentation Of Financial Statements

The financial statements of the Company for the year ended 31st March, 2015 have been disclosed as per Schedule III to the Companies Act, 2013.

Statutory Disclosures

A copy of audited financial statements of the said Companies will be made available to the members of the Company, seeking such information at any point of time. A cash flow statement for the year 2014-2015 is attached to the Balance Sheet. Pursuant to the legislation 'Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace Act, 2013' introduced by the Government of India, the Company has a policy on Prevention of Sexual Harassment at workplace. There was no case reported during the year under review under the said policy.

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.

Place: Mumbai

Date: August 31, 2015

By Order of the Board

**For Allied Computers International
(Asia) Limited**

Sd/-

Hirji K Patel

Managing Director

DIN – 00157481

Sd/-

Rakesh G. Naik

Director

DIN - 05236731

ANNEXURE 1 - TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH, 2015:

POLICY ON APPOINTMENT OF DIRECTORS AND SENIOR MANAGEMENT

APPOINTMENT OF DIRECTORS

The Nomination and Remuneration Committee (NRC) of the Board of Directors (Board) of the Company reviews and assesses Board composition and recommends the appointment of new Directors. In evaluating the suitability of individual Board member, the NRC shall take into account the following criteria regarding qualifications, positive attributes and also independence of director when Independent Director is to be appointed:

1. All Board appointments will be based on merit, in the context of the skills, experience, diversity, and knowledge, for the Board as a whole to be effective;
2. Ability of the candidates to devote sufficient time and attention to his / her professional obligations as Director for informed and balanced decision making
3. Adherence to the applicable Code of Conduct and highest level of Corporate Governance in letter and in spirit by the Directors

Based on the recommendations of the NRC the board will evaluate the candidates and decide on the selection the appropriate member. The Board through the Chairman or the Managing Director & CEO will interact with the new member to obtain his/her consent for joining the Board. Upon receipt of the consent, the new Director will be co-opted by the Board in accordance with the applicable provisions of the Companies Act, 2013 and Rules made there under.

REMOVAL OF DIRECTORS

If a Director is attracted with any disqualification as mentioned in any of the applicable Act, rules and regulations there under or due to non - adherence to the applicable policies of the Company, the NRC may recommend to the Board with reasons recorded in writing, removal of a Director subject to the compliance of the applicable statutory provisions

SENIOR MANAGEMENT PERSONNEL

The NRC shall identify persons based on merit, experience and knowledge who may be appointed in senior management team.

Senior Management personnel are appointed or promoted and removed/relieved with the authority of Managing Director & CEO based on the business need and the suitability of the candidate. The details of the appointment made and the personnel removed one level below the Key Managerial Personnel during a quarter shall be presented to the Board.

Place: Mumbai

Date: August 31, 2015

By Order of the Board

**For Allied Computers International (Asia)
Limited**

Sd/-

Hirji K Patel

Managing Director

DIN – 00157481

Sd/-

Rakesh G. Naik

Director

DIN - 05236731

ANNEXURE 2A TO THE DIRECTORS' REPORT FOR THE YEAR ENDED 31ST MARCH 2015

POLICY FOR REMUNERATION OF THE DIRECTORS

Purpose

This Policy sets out the approach to Compensation of Directors, in Allied Computers International (Asia) Limited

Policy Statement

The Company has a well-defined Compensation policy for Directors, including the Chairman of the Company. The overall compensation philosophy which guides us to focus on enhancing the value, to attract, to retain and motivate Directors for achieving objectives of Company and to become a major player in computer & electronic trading, to be the most trusted brand in the business we operate in and focus on customer serenity through transparency, quality and on time delivery to be a thought leader and establish industry benchmarks in sustainable development.

In order to effectively implement this, the Company has built a Compensation structure by a regular annual benchmarking over the years with relevant players across the industry the Company operates in.

Non-Executive Including Independent Directors

The Nomination and Remuneration Committee (NRC) shall decide the basis for determining the compensation, both fixed and variable, to the Non-Executive Directors, including Independent Directors, whether as commission or otherwise. The NRC shall take into consideration various factors such as director's participation in Board and Committee meetings during the year, other responsibilities undertaken, such as membership or Chairmanship of committees, time spent in carrying out their duties, role and functions as envisaged in Schedule IV to the Companies Act, 2013 and Clause 49 of the Listing Agreement with Stock Exchanges and such other factors as the NRC may consider deem fit for determining the compensation. The Board shall determine the compensation to Non-Executive Directors within the overall limits specified in the Shareholders resolutions.

Managing Director & Chief Executive Officer (MD & CEO) and Executive Director

Remuneration of the MD & CEO and Executive Directors reflects the overall remuneration philosophy and guiding principle of the Company. While considering the appointment and remuneration of Managing Director and Executive Directors, the NRC shall consider the industry benchmarks, merit and seniority of the person and shall ensure that the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level counterpart(s) in other companies. The policy aims at a balance between fixed and variable pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

The remuneration to the MD & CEO shall be recommended by NRC to the Board. The remuneration consists of both fixed compensation and variable compensation and shall be paid as salary, commission, performance bonus, stock options (where applicable), perquisites and fringe benefits as per the policy of the Company from time to time and as approved by the Board and within the overall limits specified in the Shareholders resolution. While the fixed compensation is determined at the time of appointment, the variable compensation will be determined annually by the NRC based on the performance of MD & CEO.

The term of office and remuneration of MD & CEO is subject to the approval of the Board of Directors, shareholders, and Central Government, as may be required and within the statutory limits laid down in this regard from time to time.

If, in any financial year, the Company has no profits or its profits are inadequate, the Company shall pay, subject to the requisite approvals, remuneration to its MD & CEO in accordance with the provisions of Schedule V to the Companies Act, 2013

If a MD & CEO draws or receives, directly or indirectly by way of remuneration any such sums in excess of the limits prescribed under the Companies Act, 2013 or without the prior sanction of the Central Government, where required, he / she shall refund such sums to the Company and until such sum is refunded, hold it in trust for the Company. The Company shall not waive recovery of such sum refundable to it unless permitted by the Central Government of the Company.

Remuneration for MD & CEO is designed subject to the limits laid down under the Companies Act, 2013 to remunerate him / her fairly and responsibly. The remuneration to the MD & CEO comprises of salary, perquisites and benefits as per policy of the Company and performance based incentive apart from retirement benefits like P.F., Superannuation, Gratuity, Leave Encashment, etc. as per Rules Salary is paid within the range approved by the Shareholders. Increments are effective annually, as recommended /approved by the NRC / Board. The MD & CEO is entitled for grant of Stock Options as per the approved Stock Options Schemes of the Company from time to time

Directors

The MD & CEO is an executive of the Company and draws remuneration from the Company. The Non-Executive Independent Directors receive sitting fees for attending the meeting of the Board and Committee thereof, as fixed by the Board of Directors from time to time subject to statutory provisions. The Non-Executive Independent Directors would be entitled to the remuneration under the Companies Act, 2013. In addition to the above, the Directors are entitled for reimbursement of expenses incurred in discharge of their duties.

The Company may also grant Stock Options to the eligible employees and Directors (other than Independent Directors) in accordance with the ESOP Schemes of the Company from time to time and subject to the compliance statutes and regulations.

Disclosures

Information on the total remuneration of members of the Company's Board of Directors, Managing Director and Executive Directors and KMP/senior management personnel may be disclosed in the Board's report and the Company's annual report / website as per statutory requirements in this regard.

Place: Mumbai

Date: August 31, 2015

By Order of the Board

**For Allied Computers International
(Asia) Limited**

Sd/-

Hirji K Patel

Managing Director

DIN – 00157481

Sd/-

Rakesh G. Naik

Director

DIN - 05236731

ANNEXURE 2B -TO THE DIRECTORS REPORT FOR THE YEAR ENDED 31ST MARCH, 2015:
POLICY ON REMUNERATION OF KEY MANAGERIAL PERSONNEL AND EMPLOYEES

This policy shall be effective from the financial year 2014-15.

Objective

To establish guidelines for remunerating employees fairly and in keeping with Statutes.

Standards

1. All employees, irrespective of contract, are to be paid remuneration fairly and the remuneration is to be externally competitive and internally equitable. The remuneration will be paid in accordance with the laid down Statutes.
2. Remuneration for on-roll employees will include a fixed or guaranteed component payable monthly; and a variable component which is based on performance and paid annually.
3. The fixed component of remuneration will have a flexible component with a bouquet of allowances to enable an employee to choose the allowances as well as the quantum based on laid down limits as per Company policy. The flexible component can be varied only once annually in the month of July, after the salary increment exercise.
4. The variable component of the remuneration will be a function of the employee's grade.
5. The actual pay-out of variable component of the remuneration will be function of individual performance as well as business performance. Business performance is evaluated using a Balance Score Card (BSC) while individual performance is evaluated on Key Result Areas (KRA). Both the BSC & KRAs are evaluated at the end of the fiscal to arrive at the BSC rating of the business and PPS rating of the individual.
6. An Annual compensation survey is carried out to ensure that the Company's compensation is externally competitive. Based on the findings of the survey and the business performance, the committee decides:
 - (i) The increment that needs to be paid for different performance ratings as well as grades.
 - (ii) The increment for promotions and the total maximum increment.
 - (iii) The maximum increase in compensation cost in % and absolute.
 - (iv) Compensation corrections are made in a few cases where it is outside the band or to keep it tune with the market.

Place: Mumbai

Date: August 31, 2015

By Order of the Board

**For Allied Computers International
(Asia) Limited**

Sd/-

Hirji K Patel

Managing

Director

DIN – 00157481

Sd/-

Rakesh G. Naik

Director

DIN - 05236731

**ANNEXURE TO DIRECTORS' REPORT
EXTRACT OF ANNUAL RETURN**

(Annexure - I)

Form No. MGT-9

[Pursuant to Section 92(3) of the Companies Act, 2013 and Rule 12(1) of the Companies (Management and Administration) Rules, 2014] as on the financial year ended on **31st March, 2015**

I. REGISTRATION AND OTHER DETAILS:

(i)	CIN	L72900MH2002PLC135829
(ii)	Registration Date	09/05/2002
(iii)	Name of the Company	ALLIED COMPUTER INTERNATIONAL (ASIA) LIMITED
(iv)	Category / Sub-Category of the Company	Company limited by shares/ Indian Non-Government Company
(v)	Address of the Corporate Office and contact details	104, Citi Mall, New Link Road, Andheri (west), Mumbai – 400053 Tel. No. : 022-69453333 E-mail id : alliedcomputersasia@gmail.com
(vi)	Address of the Registered Office	104, Citi Mall, New Link Road, Andheri (west), Mumbai – 400053
(vi)	Whether listed company Yes / No	Yes
(vii)	Name, Address and Contact details of Registrar and Transfer Agent, if any	Bigshare Services Pvt. Ltd, E-2/3, Ansa Industrial Estate, Saki Vihar Road, Saki Naka, Andheri (East), Mumbai, Maharashtra, 400072 Tele : 022 – 40430200, Email :- sandeep@bigshareonline.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the Company
1	Computer service charges	620	17.10%
2	Software Development	620	9.47%
3	Fabrics-Zinga, Suiting, Georgette	46411	73.43%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES – NIL

Sl. No.	Name And Address Of The Company	Cin/ Gln	Holding / Subsidiary / Associate	% Of Shares Held	Applicable Section
NIL					

IV. SHARE HOLDING PATTERN
(Equity Share Capital Breakup as percentage of Total Equity)

(i) Category-wise Share Holding.

Category of Shareholders	No. of shares held at the beginning of the year 01.04.2014				No. of shares held at the end of the year 31.03.2015				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
(a) Individual/HUF	439844	212874	652718	0.55	5629520	---	5629520	0.47	(0.08)
(b) Central Govt.	---	---	---	---	---	---	---	---	---
(c) State Govt. (s)	---	---	---	---	---	---	---	---	---
(d) Bodies Corp.	---	---	---	---	---	---	---	---	---
(e) Banks/FI	---	---	---	---	---	---	---	---	---
(f) Any Other	---	---	---	---	---	---	---	---	---
Sub-Total(A) (1):	439844	212874	652718	0.55	5629520	---	5629520	0.47	(0.08)
(2) Foreign									
(a) NRIs/ Individuals	-	-	-	-	-	-	-	-	-
(b) Other-Individuals	-	-	-	-	-	-	-	-	-
(c) Bodies Corp.	-	-	-	-	-	-	-	-	-
(d) Banks / FI	-	-	-	-	-	-	-	-	-
(e) Any Other	-	-	-	-	-	-	-	-	-
Sub-Total(A) (2):	-	-	-	-	-	-	-	-	-
Total Shareholding of Promoter (A) = (A) (1) + (A) (2)	439844	212874	652718	0.55	5629520	-	5629520	0.47	-
B. Public Shareholding									
(1) Institutions									
(a) Mutual Funds	-	-	-	-	-	-	-	-	-
(b) Banks/FI	-	-	-	-	-	-	-	-	-
(c) Central Govt.	-	-	-	-	-	-	-	-	-
(d) State Govt. (s)	-	-	-	-	-	-	-	-	-
(e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
(f) Insurance Companies	-	-	-	-	-	-	-	-	-
(g) FIIs	-	-	-	-	-	-	-	-	-
(h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
(i) Others (specify)	-	-	-	-	-	-	-	-	-
Sub-Total(B) (1):	-	-	-	-	-	-	-	-	-



IV. SHARE HOLDING PATTERN
(Equity Share Capital Breakup as percentage of Total Equity)

(ii) Category-wise Share Holding.

Category of Shareholders	No. of shares held at the beginning of the year 01.04.2014				No. of shares held at the end of the year 31.03.2015				% Change During the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
(2) Non-Institutions									
(a) Bodies Corp.	75584098	0.00	75584098	63.51	479324598	0.00	479324598	40.28	(23.23)
(i) Indian	----	----	----	----	----	----	----	----	----
(ii) Overseas	----	----	----	----	----	----	----	----	----
(b) Individuals									
(i) Individual Shareholders holding nominal share capital upto Rs. 1 lakh	8861167	160648	9021815	7.58	192982417	1606480	194588897	16.35	8.77
(ii) Individual Shareholders holding nominal share capital in excess of Rs. 1 lakh	33160415	156746	33317161	28.00	398174995	1567460	399742455	33.59	5.59
(c) Others / Clearing Members	429160	0.00	429160	0.36	108635310	2128740	110764050	9.31	8.95
Sub-Total(B)(2):	118034840	317394	118352234	99.45	1179117320	5302680	1184420000	99.53	0.08
Total Public Shareholding (B) = (B)(1) + (B)(2)	118034840	317394	118352234	99.45	1179117320	5302680	1184420000	99.53	0.08
C. Shares held by custodian for GDRs & ADRs	---	---	---	---	---	---	---	---	---
Total (C)	---	---	---	---	---	---	---	---	---
Grand Total (A+B+C)	118474684	530268	119004952	100.00	1184746840	5302680	1190049520	100.00	0.00

IV. SHARE HOLDING PATTERN
(Equity Share Capital Breakup as percentage of Total Equity)

(iii) Shareholding of Promoters

Sl. No.	Shareholder's Name	Shareholding at the beginning of the year 01.04.2014			Shareholding at the end of the year 31.03.2015			
		No. of Shares	% of total Shares of the Company	% of shares Pledged/encumbered to total shares	No. of Shares	% of total shares of the company	% of shares Pledged/encumbered to total shares	% change in share holding during the Year
1	TALMINDER SINGH	212874	0.18	0.00	0.00	0.00	0.00	(0.18)
2	HIRJI KANJI PATEL	439844	0.36	0.00	5629520	0.47	0.00	0.11
	Total	652718	0.55	0.00	5629520	0.47	0.00	(0.07)

Note: The Share Capital was increased during the year, however the face value of the equity shares was split from Rs. 10/- to Re. 1/- per share during September, 2014.

IV. SHARE HOLDING PATTERN
(Equity Share Capital Breakup as percentage of Total Equity)

(iii) Change in Promoters' Shareholding (Please specify, if there is no change)

Sl. No.		Shareholding at the beginning of the year 01.04.2014		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of Shares	% of total shares of the company
	At the beginning of the year	652718	0.55	-	-
	Date wise Increase/Decrease in Promoters Shareholding during the year specifying the reasons for increase/ decrease (e.g. allotment/ transfer/ bonus / sweat equity etc.)				
	At the end of the year as on 31/03/2015	5629520	0.47		

IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

(iv) Shareholding Pattern of top ten Shareholders

(other than Directors, Promoters and Holders of GDRs and ADRs):

Sr.No	Top 10 shareholders	Shareholding at the beginning of the year 01.04.2014		Date of transaction	Increase/Decrease in share-holding	Reason	Cumulative Shareholding during at the end of the year 31.03.2015	
		No. of Shares at the beginning/End of the year	% of total Shares of the Company				Number of Shares	Percentage of total shares of the company
1	SHRIRAM CREDIT COMPANY LIMITED	0.00	-	19-Sep-14		Transfer	0.00	0.00
				30-Sep-14	118,993,440	Transfer	118,993,440	10.00
				17-Oct-14	(1,500,000)	Transfer	117,493,440	9.87
				28-Nov-14	(4,500,000)	Transfer	112,993,440	9.49
				5-Dec-14	(1,000,000)	Transfer	111,993,440	9.41
				9-Jan-15	(3,808,053)	Transfer	108,185,387	9.09
				16-Jan-15	(1,986,719)	Transfer	106,198,668	8.92
				23-Jan-15	(2,954,777)	Transfer	103,243,891	8.68
		103,243,891	0.87	31-Mar-15	-	Transfer	103,243,891	8.68
2	SSJ FINANCE & SECURITIES PVT. LTD.	0.00		19-Sep-14		Transfer	0.00	0.00
				30-Sep-14	45,465,042	Transfer	45,465,042	3.82
				3-Oct-14	12,434,241	Transfer	57,899,283	4.87
				10-Oct-14	14,479,037	Transfer	72,378,320	6.08
				17-Oct-14	1,047,969	Transfer	73,426,289	6.17
				24-Oct-14	11,423,842	Transfer	84,850,131	7.13
				31-Oct-14	652,896	Transfer	85,503,027	7.18
				28-Nov-14	5,060,996	Transfer	90,564,023	7.61
				5-Dec-14	15,071,026	Transfer	105,635,049	8.88
				12-Dec-14	10,069,670	Transfer	115,704,719	9.72
				19-Dec-14	300	Transfer	115,705,019	9.72
				31-Dec-14	1,418,891	Transfer	117,123,910	9.84
				2-Jan-15	1,980,000	Transfer	119,103,910	10.01
				9-Jan-15	(2,635,946)	Transfer	116,467,964	9.79
				16-Jan-15	(89,498)	Transfer	116,378,466	9.78
				23-Jan-15	(3,191,337)	Transfer	113,187,129	9.51
				30-Jan-15	1,479,219	Transfer	114,666,348	9.64
				6-Feb-15	(8,763,680)	Transfer	105,902,668	8.90
				13-Feb-15	4,116,124	Transfer	110,018,792	9.24

Sr.No	Top 10 shareholders	Shareholding at the beginning of the year 01.04.2014		Date of transaction	Increase/Decrease in share-holding	Reason	Cumulative Shareholding during at the end of the year 31.03.2015	
		No. of Shares at the beginning/End of the year	% of total Shares of the Company				Number of Shares	Percentage of total shares of the company
				27-Feb-15	515,100	Transfer	110,533,892	9.29
				6-Mar-15	9,586,753	Transfer	120,120,645	10.09
				13-Mar-15	(995,404)	Transfer	119,125,241	10.01
				20-Mar-15	(50,644,243)	Transfer	68,480,998	5.75
				27-Mar-15	(914,829)	Transfer	67,566,169	5.68
				31-Mar-15	2,087,700	Transfer	69,653,869	5.85
		69,653,869	0.59	31-Mar-15	-	Transfer	69,653,869	5.85
3	ARISTO MEDIA AND ENTERTAINMENT PRIVATE LIMITED	0.00		19-Sep-14		Transfer	0.00	0.00
				30-Sep-14	70,464,960	Transfer	70,464,960	5.92
				12-Dec-14	(10,000,000)	Transfer	60,464,960	5.08
		60,464,960	0.51	31-Mar-15	-	Transfer	60,464,960	5.08
4	INDIVAR TRADERS PRIVATE LIMITED	0.00		19-Sep-14		Transfer	0.00	0.00
		47,750,000	0.40	31-Mar-15	-	Transfer	47,750,000	4.01
				31-Mar-15	47,750,000	Transfer	47,750,000	4.01
5	TREND COMMOALES PRIVATE LIMITED	0.00		19-Sep-14		Transfer	0.00	0.00
				30-Sep-14	45,000,000	Transfer	45,000,000	3.78
		45,000,000	0.38	31-Mar-15	-	Transfer	45,000,000	3.78
6	VIAGGIO TRADERS PRIVATE LIMITED	0.00		19-Sep-14		Transfer	0.00	0.00
				30-Sep-14	42,500,000	Transfer	42,500,000	3.57
		42,500,000	0.36	31-Mar-15	-	Transfer	42,500,000	3.57
7	MODEX INTERNATIONAL SECURITIES LTD	0.00		19-Sep-14		Transfer	0.00	0.00
				30-Sep-14	21,215,730	Transfer	21,215,730	1.78
				10-Oct-14	1,000	Transfer	21,216,730	1.78
				17-Oct-14	(1,000)	Transfer	21,215,730	1.78
				7-Nov-14	2,000	Transfer	21,217,730	1.78
				28-Nov-14	5,000	Transfer	21,222,730	1.78
				12-Dec-14	5,000	Transfer	21,227,730	1.78
				23-Jan-15	(5,000)	Transfer	21,222,730	1.78
		21,222,730	0.18	31-Mar-15	-	Transfer	21,222,730	1.78
8	LAKSHMISHREE INVESTMENT &	0.00		19-Sep-14		Transfer	0.00	0.00

Sr.No	Top 10 shareholders	Shareholding at the beginning of the year 01.04.2014		Date of transaction	Increase/Decrease in share-holding	Reason	Cumulative Shareholding during at the end of the year 31.03.2015	
		No. of Shares at the beginning/End of the year	% of total Shares of the Company				Number of Shares	Percentage of total shares of the company
	SECURITIES PVT. LTD.							
				30-Sep-14	14,231,500	Transfer	14,231,500	1.20
				24-Oct-14	2,000	Transfer	14,233,500	1.20
				27-Mar-15	(2,000)	Transfer	14,231,500	1.20
		14,231,500	0.12	31-Mar-15	-	Transfer	14,231,500	1.20
9	RELIGARE FINVEST LTD	0.00		19-Sep-14		Transfer	0.00	0.00
				30-Sep-14	12,250,000	Transfer	12,250,000	1.03
		12,250,000	0.10	31-Mar-15	-	Transfer	12,250,000	1.03
10	POOJA GUPTA	0.00		19-Sep-14		Transfer	0.00	0.00
				30-Sep-14	22,500,000	Transfer	22,500,000	1.89
				19-Dec-14	(1,000,000)	Transfer	21,500,000	1.81
				9-Jan-15	(5,000,000)	Transfer	16,500,000	1.39
				27-Mar-15	(4,500,000)	Transfer	12,000,000	1.01
		12,000,000	0.10	31-Mar-15	-	Transfer	12,000,000	1.01

IV. SHARE HOLDING PATTERN

(Equity Share Capital Breakup as percentage of Total Equity)

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.	Name	Shareholding at the beginning of the year 01.04.2014		Date of Transaction	Increase / Decrease in shareholding	Reason	Cumulative Shareholding during at the end of the year 31.03.2015	
		No. of shares at the beginning (01.04.2014) / end of the year 31.03.2015	% of total Shares of the Company				No. of shares	% of total Shares of the Company
1	Hirji Kanji Patel	439844	0.36	1/4/2014				
		5629520	0.47	31/3/2015	0.11	Transfer	5629520	0.47

I) INDEBTEDNESS

Indebtedness of the Company including interest outstanding / accrued but not due for payment (Rs.Lacs)

Particulars	Secured Loans Excluding Deposits	Unsecured Loans	Deposits	Total Indebtness
Indebtedness at the beginning of the financial year				
i) Principal Amount	341.01	145.66	4050.20	4536.87
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	341.01	145.66	4050.20	4536.87
Change in Indebtedness during the financial year				
Addition	0.00	0.00	2.50	2.50
Reduction	0.00	13.52	959.00	972.52
Net Change	0.00	13.52	956.50	970.02
Indebtedness at the end of the financial year				
i) Principal Amount	341.01	132.14	3093.70	3566.85
ii) Interest due but not paid	0.00	0.00	0.00	0.00
iii) Interest accrued but not due	0.00	0.00	0.00	0.00
Total (i+ii+iii)	341.01	132.14	3093.70	3566.85

PENALTIES/PUNISHMENT/COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NOT - APPLICABLE				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NOT - APPLICABLE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NOT - APPLICABLE				
Punishment					
Compounding					

REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

(Rs. Lacs)

	Particulars of Remuneration	Mr Hirji Kanji Patel (Managing Director)	Total Amount
1	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	0.00 0.00 0.00	0.00 0.00 0.00
2	Stock Option	0.00	0.00
3	Sweat Equity	0.00	0.00
4	Commission - as % of profit - others, specify...	0.00	0.00
5	Others, please specify	0.00	0.00
	Total (A)	0.00	0.00
	Ceiling as per the Act	The remuneration is well within the limits prescribed under the Companies act 2013	

B. Remuneration to other directors: (Amount in Rupees)

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr Nilesh Shivram Mistry	Mr Mohan Taygi	Mr Rakesh Ganesh Naik	Mr Mohan Tyagi	
1	Independent Directors Fee for attending board / committee meetings	—	—	—	—	—
	Commission	---	---	—	---	---
	Others, please specify	---	---	—	---	---
	Total (1)	—	—	—	—	—
2	Other Non-Executive Directors	—	—	—	—	—
	Fee for attending board / committee meetings	—	—	—	—	—

Sl. No.	Particulars of Remuneration	Name of Directors				Total Amount
		Mr Nilesh Shivram Mistry	Mr Mohan Taygi	Mr Rakesh Ganesh Naik	Mr Mohan Tyagi	
	Commission	—	—	—	—	—
	Others, please specify	—	—	—	—	—
	Total (2)	—	—	—	—	—
	Total (B)=(1+2)	—	—	—	—	—
	Total Managerial Remuneration	—	—	—	—	—
	Overall Ceiling as per the act	The remuneration is well within the limits prescribed under the Companies act 2013				

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD / MANAGER / WTD :- NOT APPLICABLE AS COMPANY HAS NOT APPOINTED ANY KMP
(Rs. Lacs)

Sl.No.	Particulars of Remuneration	Key Managerial Personnel		Total Amount
		CFO	Company Secretary	
1	Gross salary	Nil	Nil	Nil
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	Nil	Nil	Nil
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil
4	Commission			
	- as % of profit			
	- others, specify...	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil
	Total (C)			

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.

Industry & Economy Overview :

The Indian economy began on an optimistic note in FY 2014-15. The general election boosted investor and business confidence as after a long time a stable government with full majority on its own was at centre. The other factor that contributed to the buoyant mood was the steady moderation in headline inflation, which resulted from a persistent decline in crude prices and a fall in global prices of base commodities. In response to falling inflation and stability in other macroeconomics indicators, the Reserve Bank of India cut the repo rate twice and signaled a softening in its monetary policy stance. Further, measures have been taken by the government to expedite project clearances and boost Capital Expenditure expansion.

According to the economic survey 2014-15 suggested that in Fiscal 2016, GDP could grow at anywhere between 8-8.5% on the back of favorable oil prices, buoyant capital flows, favorable reforms undertaken by the government, monetary easing and tax cuts.

The country seems to be witnessing a slow but perceptible pick-up in growth. Mid-caps outperformed large caps substantially. The unseasonal rains brought to fore agricultural and farmer distress and its negative impact on economy. Furthermore, worries over Greek exit from Euro Zone, continued slowdown in China & less than normal monsoon prediction for India weighed heavily on investors. Indian economy has continuously recorded high growth rates and has become an attractive destination for Investments. India is the second most preferred destination for foreign investors. The country seems to be witnessing a slow but perceptible pick-up in growth. Another factor that contributed to the buoyant mood during the year was the steady moderation in inflation, which resulted from a persistent decline in crude prices and fall in global prices of base commodities.

Company's Position:

The Company is mainly into 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. The Company has service centre only in Western part of India, and are exploring various options for having pan India presence.

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 robust internal control systems in place which are commensurate with the size and nature of the business. The internal controls are aligned with statutory requirements and designed to safeguard the assets of the Company. The internal control systems are complemented by various Management Information System (MIS) reports covering all areas. Increased attention is given to auto generation of MIS reports as against manual reports to take care of possible human errors or alteration of data. The Management reviews and strengthens the controls periodically.

Human relations :

The Company recognizes the importance of Human Resource as a key asset instrumental in its growth. The Company believes in acquisition, retention and betterment of talented team players. With the philosophy of inclusive growth, the Company has redefined its performance management system. The new system focuses on progression of individual employees together with organizational goals. Under the new system increased thrust will be on job rotation and multi-skilling.

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.

Cautionary Statement :

Investors are cautioned that this discussion contains statements that involve risks and uncertainties. Words like anticipate, believe, estimate intend, will, expect and other similar expressions are intended to identify "Forward Looking Statements". The company assumes no responsibility to amend, modify or revise any forward looking statements, on the basis of any subsequent developments, information or events. Actual results could differ materially from those expressed or implied.

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 :

Good Corporate Governance practices have always been an integral part of the Company's philosophy. The Company reviews its Corporate Governance practices to ensure that they reflect the latest developments in the corporate arena & position it to the best Corporate Governance practices. The Company is committed to transparency in all its dealings with shareholders, employees, the Government and other parties and places high emphasis on business ethics. The basic philosophy of Corporate Governance in the Company is to achieve business excellence and increasing long-term shareholder value, keeping in view the interests of the company's stakeholders.

Board Of Directors :

- The Company is managed by well- qualified professionals. All directors are suitably qualified, experienced and competent .The members of the Board of Directors are persons with considerable experience and expertise in Audit, Accounts, Finance, Administration and Marketing. The Company is benefitted by the experience and skills of the Board of Directors.
- The Independent Directors have made disclosures to the Board confirming that there are no material, financial and/or commercial transactions between them and the company which could have potential conflict of interest with the company at large.
- The Company has a Code of Conduct for Directors and Senior Management personnel. The code is available on the official website of the company.
- All Directors and Senior Management Personnel have affirmed compliance with the code of conduct approved and adopted by the 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 4 directors. Out of them, 3 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 2014-15, Eight Board Meetings were held on the following dates:
 1. 26th April, 2014.
 2. 30th May, 2014.
 3. 4th July 2014.
 4. 25th July, 2014.
 5. 30th September, 2014
 6. 29th October, 2014.
 7. 11th November, 2014.
 8. 10th February, 2015.

• 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 2015, 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	8	Yes	None	None	None
2	Nilesh Shivram Mestry	8	Yes	1	None	1
3	Rakesh Ganesh Naik	8	Yes	1	None	1
4	Mohit Tyagi (appointed on 07/07/2014 & resigned on 19/12/2014)	4	No	None	None	None
5	Reshma Rajesh Malagavakar (appointed on 01/10/2014)	3	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.

Familiarization of Independent Directors :

The details of familiarization programme for Independent Directors have been disclosed on website of the Company.

Codes of Conduct :

The Board of Directors of the Company has laid down two separate Codes of Conduct – one for Directors and another for Senior Management and Employees. It has also adopted Code for Independent Directors as per Schedule IV of the Companies Act, 2013. All Board members including Independent Directors and Senior Management Personnel have affirmed compliance with the respective Codes of Conduct for the year under review.

Directors' Interest in the Company:

Sometime, the Company do enter into contracts with companies in which some of the Directors of the Company are interested as director or member. However, these contracts are in the ordinary course of the Company's business without giving any specific weight age to them. Directors regularly make full disclosures to the Board of Directors regarding the nature of their interest in the companies in which they are directors or members. Full particulars of contracts entered with companies in which directors are directly or indirectly concerned or interested are entered in the Register of Contracts maintained under Section 189 of the Companies Act, 2013 and the same is placed in every Board Meeting for the noting of the Directors.

Committees Of The Board :

The Board has constituted following Committees of Directors:

- ⇒ Audit Committee,
- ⇒ Nomination & Remuneration Committee, and
- ⇒ Stakeholder's Relationship 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 (as amended from time to time) and requirements of section 177 of the Companies Act, 2013) , 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, Remuneration & terms of Appointment of Auditors of the Company.
3. To review the adequacy of the Internal Control System.
4. To review financial statements and Auditor Report thereon.
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 and monitor Auditors independence and performance and effectiveness of audit process.
9. To approve or any subsequent modification of transactions of the Company with related parties.
10. To scrutinize inter-corporate loans & investments.
11. To do the valuation of undertakings or assets of the Company, wherever it is necessary.
12. To evaluate internal financial controls & risk management systems.
13. To monitor the end use of funds rose through public offers, if any & its related matters.

Meetings of the Committee:

The Committee met Four times during the financial year 2014-15 on i.e. 30th May, 2014, 25th July 2014, 29th October 2014 & 10th February, 2015.

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, 2015 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

Nomination & Remuneration Committee:Terms of the Committee :

The Committee was renamed as Nomination & Remuneration Committee and the terms of reference of the said committee has been revised in order to align with the provisions of Companies Act, 2013 and revised clause 49 of Listing Agreement as amended from time to time. However, none of the Directors has been given any remuneration during the year under review.

No Stock option has been allotted to any of the Directors during the financial year 2014-2015. The terms of reference of Committee broadly includes identifying & selection of candidates for appointment as Directors/Independent Director based on certain laid down criteria; performing all such functions as are required to be performed by the Committee with regard to such matters as specified under clause 49 of the Listing Agreement and requirements of section 178 of the Companies Act, 2013. It formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for the Directors, key managerial personnel and other employees. While reviewing the Company's remuneration policies and deciding on the remuneration, the Board and the Committee considers the performance of the Company, the current trends in the industry, the qualifications of the appointee, their experience, past performance, responsibilities shouldered by them, the statutory provisions and other relevant factors. key managerial personnel & senior management involves a balance between fixed & incentive pay reflecting short & long term performance objectives appropriate to the working of the Company & its goals.

None of the Executive or Non-Executive Directors has been paid any remuneration during the year 2014-2015.

Composition:

The composition of the Remuneration Committee is Mr. Rakesh Ganesh Naik (Chairman), Mr. Hirji Kanji Patel, Mr. Nilesh Shivram Mestry as members of the committee.

During the financial year ended 31st March, 2015 no Remuneration Committee meeting was held.

Stakeholders Relationship CommitteeTerms 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 :	104, Citi Mall, New Andheri Link Road, Andheri (west), Mumbai – 400053, Maharashtra.
Email ID :	sales@aci-asia.com

Composition & Meeting :

The Committee comprises of 2 Non-Executive Independent Directors, namely Mr. Rakesh Ganesh Naik & Mrs. Reshma Rajesh Malagavakar and 1 Managing Director Mr. Hirji Kanji Patel as member of the committee.

Subsidiary Company :

The Company does not have any subsidiary companies.

Disclosures:

During the financial year 2014-15, 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.

The Company has no material significant related party transactions that may have a potential conflict with the interest of the Company. The details of transactions between the Company and the related parties are given under Notes to the Financial Statement for the year ended 31st March, 2015. The Board has approved a policy for related party transactions which has been uploaded on the Company website.

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 code expressly lays down the guidelines and the procedure to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof. However whistle blower policy has not been formed during the year under review. Further, we affirm that no personnel have been denied access to the Audit Committee. Employees can report to the Management concerned regarding unethical behavior, act or suspected fraud or violation of the Company's Code of Conduct Policy.

The Company is in compliance with all mandatory requirements of Clause 49 of the Listing Agreement.

The Company has ensured that the person who is being appointed as an Independent Director has the requisite qualifications and experience which would be of use to the Company and which in the opinion of the Company would enable him to contribute effectively to the Company in his capacity as an Independent Director.

The Company has complied with all requirements of regulatory authorities. No penalties/strictures were imposed on the Company by Stock Exchanges/SEBI or any other statutory authority on any matter related to Capital market.

Risk Management :

The Company has a Risk Management Policy which has been adopted by the Board of Directors, currently, the Company's risk management approach comprises of governance, identification & assessment of risk. The risks have been prioritized through a Companywide exercise. Members of Senior Management have undertaken the ownership and are working on mitigating the same through co-ordination among the various departments, insurance coverage, security policy and personal accident coverage for lives of all employees.

Risk Assessment and Minimization procedures are in existence and are reviewed periodically. The Risk Management Committee monitors and reviews the risk assessment, mitigation and risk management plan for the Company from time to time.

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
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
2013-14	Thursday, 18 th December, 2014 at 11.00 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

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
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.
2014-2015.	26 th August, 2014	Unit No: 319, Kuber Complex, New Andheri Link Road, Opp. SAB TV, Andheri (west), Mumbai – 400053, Maharashtra.	Split of face value of equity shares of the Company from Rs. 10/- to Re. 1/-

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	Wednesday, 30 th September, 2015 at 11.00 a.m. at 104, Citi Mall, New Andheri Link Road, 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 2014-15 are;

Month	High	Low	Volume
Apr 14	0.72	0.58	1,80,915
May 14	0.70	0.54	24,76,954
Jun 14	1.05	0.62	61,11,428
Jul 14	1.40	0.87	84,83,377
Aug 14	1.26	0.91	8,62,342
Sep 14	1.44	0.15	8,46,67,737
Oct 14	0.37	0.26	10,94,08,946
Nov 14	0.29	0.16	2,79,12,255
Dec 14	0.30	0.17	5,65,28,718
Jan 15	0.18	0.07	1,70,30,121
Feb 15	0.16	0.08	1,31,66,586
Mar 15	0.13	0.05	2,25,98,120

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, 2015, Are As Follows;

Sr. No	Range	No. of Shareholders	Percentage to paid up capital	Amount of the Shares	% of holding
1	UPTO 5,000	9236	54.6153	20254382	1.7020
2	5,001 - 10,000	2666	15.7649	24459970	2.0554
3	10,001 - 20,000	1545	9.1361	25708956	2.1603
4	20,001 - 30,000	805	4.7602	21219591	1.7831
5	30,001 - 40,000	316	1.8686	11794832	0.9911
6	40,001 - 50,000	569	3.3647	27767014	2.3333
7	50,001 - 1,00,000	841	4.9731	70012730	5.8832
8	1,00,001 & ABOVE	933	5.5171	988832045	83.0917
	Total	16911		1190049520	100.0000

Shareholding Pattern :

Sr. Nos	Category	As on 31 st March, 2014		As on 31 st March, 2015	
		No. of Shares held	%	No. of Shares held	%
A	Promoters				
1.	Individuals/HUF	6,52,718	0.55	56,29,520	0.47
	TOTAL (A)	6,52,718	0.55	56,29,520	0.47
B	Public Shareholding				
	Institutions	0.00	0.00	0.00	0.00
	Non-Institutions	0.00	0.00	0.00	0.00
1.	Bodies Corporate	75584098	63.51	47,93,24,598	40.28
2. (a)	Individual Shareholders holding up to Rs.1 Lac	9021815	7.58	19,45,88,897	16.35
(b)	Individual	33317161	28.00	39,97,42,455	33.59
3.	NRIs/ HUF's / Employees/ Clearing Members	858320	0.72	11,07,64,050	9.31
	TOTAL (B)	118352234	99.45	1,18,44,20,000	99.53
	TOTAL (A+B)	119004952	100.00	1,19,00,49,520	100.00

Outstanding GDRs/ ADRs:

The Company has not issued any GDRs/ADRs.

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, 2015, 1,18,47,46,840 equity shares, constituting 99.55 % of the paid-up equity capital of the Company, stood dematerialized.

Total Number of shares dematerialized as on 31.03.2015

Depository	No. of Shares	% of Paid up Capital
NSDL	40,71,89,006	34.22
CDSL	77,75,57,834	65.34
Physical	53,02,680	0.45
Total	1,19,00,49,520	100.00

Financial Calendar (Tentative):

Financial Year	: 01 April, 2015- 31 st March, 2016
First quarter result	: 14 th August, 2015.
Half-yearly results	: 14 th November, 2015
Third quarter results	: 14 th February, 2016
Annual results	: End of May, 2016
Annual General Meeting	: September, 2016

Address for Correspondence:

ALLIED COMPUTERS INTERNATIONAL (ASIA) LIMITED
104, Citi Mall, New Andheri Link Road, Andheri (west), Mumbai – 400053, Maharashtra.
Email ID: sales@aci_asia.com
Web site : - www.aci-asia.com
Tel No : Tel No:- 022 – 69453333

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.

Nomination

Individual Shareholders holding shares singly or jointly in physical form can nominate a person in whose name the shares shall be transferable in case of death of the registered shareholder(s). Nomination facility in respect of shares held in electronic form is also available with the depository participants as per the bye-laws and business rules applicable to NSDL and CDSL. Nomination form SH-13 ([Pursuant to section 72 of the Companies Act, 2013 and rule 19(1) of the Companies (Share Capital and Debentures) Rules 2014] can be obtained from the Company's Registrar and Share Transfer Agent. It is also available on Public domain.

Whistle Blower Policy

The Company has established a vigil mechanism by adopting a Whistle Blower Policy for Directors and employees to report genuine concerns in the prescribed manner. The vigil mechanism is overseen by the Audit Committee and provides adequate safeguards against

victimization of employees and Directors. Whistle Blower Policy is a mechanism to address any compliant(s) related to fraudulent transactions or reporting intentional non-compliance with the Company's policies and procedures and any other questionable accounting/operational process followed. It provides a mechanism for employees to approach the Chairman of Audit Committee. During the year, no such incidence was reported and no personnel were denied access to the Chairman of the Audit Committee. The Whistle Blower Policy of the Company is available on its website.

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.

Non Mandatory Requirements

i) The Board

At present, there is no separate office in the Company for use of Chairman.

ii) Shareholders Rights

Half yearly financial results including summary of the significant events are presently not being sent to shareholders of the Company.

iii) Audit Qualifications

There is no audit qualification. Every endeavour is made to make the financial statements without qualification.

iv) Separate posts of Chairman and Chief Executive Officer

The Chairman of the Company is a Non-Executive Director. A separate person is Executive Director of the Company.

v) Reporting of Internal Auditors

Reports of Internal Auditors are placed before the Audit Committee for its review.

Place: Mumbai

Date: August 31, 2015

By Order of the Board

**For Allied Computers International
(Asia) Limited**

Sd/-

Hirji K Patel

Managing

Director

DIN – 00157481

Sd/-

Rakesh G. Naik

Director

DIN - 05236731

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, 2015 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.

Place: Mumbai
Date: 31ST August, 2015

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

SD/-
(Chirag Mehta)
Proprietor
M.Ship No.: 122852

CERTIFICATE ON FINANCIAL STATEMENTS

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

We, have hereby certify that:

1. We have reviewed the financial statements and the cash flow statements of Allied Computers International (Asia) Limited for the financial year 2014-15 and to the best of our knowledge and belief, we state that:
 - a. these statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - b. these statements together present a true and fair view of the Company's affairs for the period presented in this report and are in compliance with existing accounting standards, applicable laws and regulations.
2. There are, to the best of our 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 accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.
4. We have indicated to the Auditors and the Audit Committee:
 - a. significant changes in internal control over financing reporting during the year;
 - b. 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
 - c. 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.

Place: Mumbai

Date: August 31, 2015

By Order of the Board

**For Allied Computers International
(Asia) Limited**

Hirji K Patel

Managing

Director

DIN – 00157481

Rakesh G. Naik

Director

DIN - 05236731

**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 2015.

Place: Mumbai

Date: August 31, 2015

By Order of the Board

**For Allied Computers International
(Asia) Limited**

Sd/-

Hirji K Patel

Managing

Director

DIN – 00157481

Sd/-

Rakesh G. Naik

Director

DIN - 05236731

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, 2015, 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, 2015;

- 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, 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2015, 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.

Place: Mumbai
Date: 29th May, 2015

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

SD/-
(Chirag Mehta)
Proprietor
M.Ship No.: 122852

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, 2015 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 haven been made at a price which are reasonable having regard to prevailing market prices at the relevant time.
- vi) According 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 2015 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, 2015. 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 clause4 (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 dose 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.

Place: Mumbai
Date: 29TH May,2015

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

SD/-
(Chirag Mehta)
Proprietor
M.Ship No.: 122852

BALANCE SHEET AS AT MARCH 31, 2015

Particulars	Note No.	AS AT MARCH 31, 2015		AS AT MARCH 31, 2014	
		(Amount in `)		(Amount in `)	
EQUITY AND LIABILITIES					
Shareholders' funds					
Share Capital	3	1,190,049,520		1,190,049,520	
Warrants Money		176,875,000		0.00	
Reserves and Surplus	4	22,314,654		21,373,444	
			1,389,239,174		1,211,422,964
Share application money pending allotment			530,595,000		333,321,000
Non-current liabilities					
Long term borrowings		0.00		0.00	
Deferred tax liabilities (net)	5	724,781		724,781	
Other Long term Liabilities		0.00		0.00	
Long term provisions		0.00		0.00	
			724,781		724,781
Current liabilities					
Short term borrowings	6	356,685,184		453,687,184	
Trade payables	7	79,721,213		96,255,907	
other current liabilities	8	18,385,007		19,158,507	
Short term provisions	9	8,192,962		8,192,962	
			462,984,366		577,294,560
TOTAL			2,383,543,321		2,122,763,305
ASSETS					
Non-current assets					
Fixed Assets					
Tangible assets	10	48,346,428		48,346,428	
Non Current investments	11	37,371,946		1,079,320,500	
Long term loans and advances	12	2,087,847,172		788,520,725	
Other Non Current assets	13	7,656,788		7,824,720	
			2,181,222,334		1,924,012,373
Current assets					
Inventories	14	60,520		123,580	
Trade receivables	15	192,520,235		188,332,370	
Cash and cash equivalents	16				

Short term loans and advances	17	99,317		703,959	
		9,640,915		9,591,023	
			202,320,987		198,750,932
TOTAL			2,383,543,321		2,122,763,305
Notes forming part of Financial Statements	25-34				

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

Chartered Accountants
Firm Regd. No.
132696W

For and on behalf of Board of Directors of
ALLIED COMPUTERS INTERNATIONAL (ASIA)
LIMITED

(Chirag C. Mehta)
Proprietor
Membership No :
122852

Hirji Kanji Patel
Managing Director

Rakesh Ganesh Naik
Director

Place : Mumbai
Date : 29/05/2015

STATEMENT OF PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED MARCH 31, 2015

Particular	Note No.	2014-2015		2013-2014	
		(Amount in `)		(Amount in `)	
I Revenue from operations	18	6,459,323		6,043,235	
II Other Income	19	1,274,135		932,314	
III Total Revenue (I + II)			7,733,458		6,975,549
IV Expenses					
Cost of materials consumed	20	286,060		790,249	
Purchases of stock in Trade		3,439,100		1,495,700	
Employee benefits expense	21	1,587,685		2,409,460	
Finance costs	22	25,545		34,106	
Depreciation and amortization expense	10	0.00		0.00	
Other expenses	23	1,285,926		1,261,825	
Total expenses			6,624,316		5,991,340
V Profit Before exceptional and extraordinary items and Tax (III - IV)			1,109,142		984,209
VI Exceptional items (Share issue Expenses W/o 1/5 during the year)			167,932		167,932
VII Profit Before Tax (V - VI)			941,210		816,277
VIII Tax expense:					
Current tax		0.00		250,000	
Deferred Tax Liability/(Asset)		0.00		0.00	
Income Tax paid for earlier years		0.00	0.00	0.00	250,000
IX Profit / (Loss) for the period (VII - VIII)			941,210		566,277
X Earning per equity share:	24				
Basic			0.00		0.00
Diluted			0.00		0.00
XI Notes forming part of Financial Statements	25-34				

As per our attached report of even date
For CHIRAG C MEHTA & CO.
Chartered Accountants
Firm Regd. No. 132696W

For and on behalf of Board of Directors of
ALLIED COMPUTERS INTERNATIONAL (ASIA) LIMITED

(Chirag C. Mehta)
Proprietor
Membership No : 122852

Hirji Kanji Patel
Managing Director

Rakesh Ganesh Naik
Director

Place : Mumbai

Date : 29/05/2015

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

PARTICULARS	AS AT MARCH 31, 2015		AS AT MARCH 31, 2014	
	(Amount in `)		(Amount in `)	
Cash Flow From Operating Activities				
Net Profit / (Loss) before extraordinary items/tax	1,109,142		984,209	
Adjustments for: -				
Depreciation	0.00		0.00	
Finance Cost	25,545		34,106	
Interest Income	(363,920)		(667,314)	
Capital Gain	(535,614)		(265,000)	
Other Income	(374,601)		0.00	
Operating Profit/(loss) before working capital changes		(139,448)		86,001
Changes in Working Capital :				
Adjustments for (increase)/decrease in operating assets:				
Inventories	63,060		0.00	
Trade receivables	(4,187,865)		5,682,016	
Short-term Loans and Advances	(49,892)		(396,872)	
Long-term Loans and Advances	(1,299,326,447)		(545,340,678)	
Other non current assets	167,932		(7,656,788)	
Total		(1,303,333,212)		(547,712,322)
Adjustments for increase/(decrease) in operating liabilities :				
Trade payable	(16,534,694)		(361,025)	
Other current liabilities	(773,500)		1,633,891	
Short-term provisions	0.00		7,600,000	
Total		(17,308,194)		8,872,866
Cash generated from operations		(1,320,780,854)		(538,753,455)
Direct Taxes Paid (excluding deferred tax)		0.00		(250,000)
Net Cash flow from / (used in) Operating Activities (A)		(1,320,780,854)		(539,003,455)
Cash Flow From Investing Activities				
Purchase of Fixed Assets/ Capital Work in Progress	0.00		0.00	
Investments	1,041,948,554		88,079,380	
Capital Gain	535,614		265,000	
Interest Income	363,920		667,314	
Other Income	374,601		0.00	
Net Cash flow From/(used in)				

Investing Activities (B)		1,043,222,689		89,011,694
---------------------------------	--	---------------	--	------------

PARTICULARS	(Amount in `)			
	AS AT MARCH 31, 2015		AS AT MARCH 31, 2014	
Cash Flow From Financing Activities				
Share application money received / (refunded)	374,149,000		333,321,000	
Proceeds from other short-term borrowings	(97,002,000)		114,681,904	
Finance cost	(25,545)		(34,106)	
Cash flow from extraordinary items	(167,932)		(167,932)	
Net Cash flow From/(used in) Financing Activities (C)		276,953,523		447,800,866
Net increase/(decrease) in Cash and cash equivalents		(604,642)		(2,190,895)
Cash or Cash Equivalents at the Beginning of the year		703,959		2,894,854
Cash or Cash Equivalent at the End of the Financial year		99,317		703,959
Net increase in cash & cash equivalent (ii - i)		(604,642)		(2,190,895)

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

For and on behalf of Board of Directors of
ALLIED COMPUTERS INTERNATIONAL
(ASIA) LIMITED

SD/-

SD/-

(Chirag C. Mehta)
Proprietor
Membership No : 122852

Hirji k Patel
Managing Director

Rakesh G. Naik
Director

Place : Mumbai
Date : 29/05/2015

NOTES FORMING PART OF FINANCIAL STATEMENTS

1 Corporate Information

Allied Computers International (Asia) Limited, (bearing CIN no.: L72900MH2002PLC135829), to promote notebook specialist Brand " ACi "The Registered office and Corporate office of the Company is located at Shop No. 104, Citi Mall, New Link Road, Andheri - West, Mumbai - 400 053. 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 pro-rata basis on Straight Line Method at the rate prescribed under schedule II to the Companies Act, 2013. 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

(Amount in `)

Particulars	As at March 31, 2015	As at March 31, 2014
Authorised		
2050000000 Equity Shares of ` 1/- each (Previous Year - 2050000000 Equity Shares of ` 10/- each)	2,050,000,000	2,050,000,000
	2,050,000,000	2,050,000,000
Issued, Subscribed & Paid Up		
1190049520 Equity Shares of ` 1/- each, fully paid up (Previous Year- 119004952 Equity Shares of ` 10/-each, fully paid up)	1,190,049,520	1,190,049,520
	1,190,049,520	1,190,049,520

Equity Warrants

(Amount in `)

Particulars	As at March 31, 2015	As at March 31, 2014
70750000 no. of Convertible Equity Warrants of ` 10/- each (Partly paid-up of ` 2.50/- each) (Previous Year: Nil)	176,875,000	0.00
	176,875,000	0.00

(a) Reconciliation of Number of shares

Particulars	As at March 31, 2015		As at March 31, 2014	
	Number of Shares	(Amount in `)	Number of Shares	(Amount in `)
Equity Shares at the beginning of the year	119004952	1,190,049,520	119004952	1,190,049,520
Add: allotment during the year	0.00	0.00	0.00	0.00
Equity Shares at the end of the year (During the year, shares subdivided from ` 10/- to ` 1/-)	1190049520	1,190,049,520	119004952	1,190,049,520

Reconciliation of Number of Warrants

Particulars	As at March 31, 2015		As at March 31, 2014	
	Number of Warrants	(Amount in `)	Number of Warrants	(Amount in `)
Equity Warrants at the beginning of the year	0.00	0.00	0.00	0.00
Add: Warrants allotment during the year Convertible Equity Warrants of ` 10/- each (partly paid-up ` 2.50/- each)	70750000	176,875,000	0.00	0.00
Equity Warrants at the end of the year	707500000	176,875,000	0.00	0.00

(b) Shares allotted as fully paid up by way of bonus shares (during 5 years preceding March 31, 2015)

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

(c) Convertible Equity Warrants Issued under Option :

During the year 80000000 nos (Eight Crores) Convertible Equity Warrants of Rs. 10/- per warrant issued (previous year Nil). Out of this 70750000 (Seven Crores Seven Lacs Fifty Thousand) warrants have been subscribed by paying 25% of exercise price (previous year Nil). 70750000 Convertible Equity Warrants outstanding at the end of the year.

(d) Terms/Rights attached to equity shares and Convertible Equity Warrants :

Equity Shares

- i) The Company has only one class of Equity Shares having a par value of ` 1 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.
- ii) 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.
- iii) 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.

Equity Warrants

- i) The holder of warrants shall have a right to apply for one Equity share of the face value of Rs. 10/- at a price of Rs. 10/- per Equity share on or before the expiry of 18 months from the date of allotment (i.e.) 26th April, 2014 in one or more tranches.
- ii) An amount equivalent to 25% of the exercise price of the Equity Shares arising out of the Warrants shall be payable at the time of making the application for Warrants, which will be kept by the Company as a deposit to be adjusted and appropriated against the price of the Equity Shares payable by the Warrants Holder at the time of exercising the option.
- iii) The said Warrants shall be converted within a period not exceeding 18 Months from the date of Allotments of Warrants in one or more tranches, in accordance with the SEBI Guidelines and other relevant guidelines as may be prevailing at the time of allotment of Shares.
- iv) In the event if the Warrant Holder does not exercise the option of conversion with 18 months from the date of allotment of Warrants, the Warrants shall lapse and the deposit of 25% as indicated in point (ii) above shall be forfeited by the Company.
- v) The issue of the Warrants as well as the Equity Shares, arising from the exercise of the option under the Warrants in the manner aforesaid shall be governed by the respective provisions of the Companies Act, 1956, the Memorandum & Articles of Association of the Company and also the Guidelines / Regulations issued by SEBI or any other authority as the case may be, or any modification thereof.
- vi) The Warrants Holders shall be entitled to any future Bonus Issue(s) of Equity Shares or any other security(ies), in the same proportion and manner as any other shareholder of the Company. This entitlement is however subject to the exercise of the option by the Warrant Holder(s) to convert the warrants into Equity Shares within the time limit specified in (iii) above.

vii) The Equity Share allotted on conversion of Warrants shall rank pari - passu in all respects including dividend with the existing fully paid up Equity Share of the Company and shall be subject to lock-in requirements as per the provision of Chapter VII of the SEBI Regulations.

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

Particulars	As at March 31, 2015		As at March 31, 2014	
	Number of Shares (basis : face value of ` 1/- per share)	(% Holding)	Number of Shares (basis : face value of ` 10/- per share)	(% holding)
Aristo Media & Entertainment Pvt Ltd	60464960	5.08%	8389558	7.05%
SSJ Finance & Securities Pvt Ltd	67490169	5.67%	0	0%
Shriram Credit Company Ltd.	103243891	8.68%	0	0%

Note: The company's equity share had been subdivided and face value per share had been split from ` 10/- per share to ` 1/- as approved by share holders meeting held on 26th August 2014.

4 Reserves & Surplus

Particulars	As at March 31, 2015		As at March 31, 2014	
	(Amount in `)		(Amount in `)	
Securities Premium Account				
Balance as per last financial statements	11,801,154		11,801,154	
Add: Premium on fresh issue of Equity Shares	0.00		0.00	
		11,801,154		11,801,154
Profit and Loss Account				
Balance as per last financial statements	9,572,290		9,006,013	
Add: Current Year's Profit	941,210		566,277	
		10,513,500		9,572,290
		22,314,654		21,373,444

5 Deferred Tax Liabilities (net)

Particulars	As at March 31, 2015		As at March 31, 2014	
	(Amount in `)		(Amount in `)	
Deferred Tax Liabilities				
on account of difference in depreciation on fixed Assets	724,781		724,781	
Less: Deferred Tax Assets	0.00		0.00	
		724,781		724,781
		724,781		724,781

6 Short Term Borrowings

Particulars	As at March 31, 2015		As at March 31, 2014	
	(Amount in `)		(Amount in `)	
(A) Secured Loans				
(i) Loan Repayable on Demand				
Working Capital Loan - From Banks		34,101,195		34,101,195
(B) Unsecured Loans				
Loans & Advances (Personal Guarantee of Directors)	13,213,989		14,565,989	
Inter Corporate Deposits	309,370,000	322,583,989	405,020,000	419,585,989
		356,685,184		453,687,184

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:

(Amount in `)

Particulars	As at March 31, 2015	As at March 31, 2014
Current Payable for Goods & Expenses	79,721,213	96,255,907
	79,721,213	96,255,907

8 Other Current Liabilities:

(Amount in `)

Particulars	As at March 31, 2015	As at March 31, 2014
Other Payables		
Outstanding Expenses / Other Payable	18,385,007	19,158,507
	18,385,007	19,158,507

9 Short Term Provisions

(Amount in `)

Particulars	As at March 31, 2015	As at March 31, 2014
Other Payables		
Provision For Taxation	592,962	592,962
Provision For Taxation payables	7,600,000	7,600,000
	8,192,962	8,192,962

10. Fixed Assets:

(Amount in `)

Sr. No.	DESCRIPTION	RATE	GROSS BLOCK				DEPRECIATION			NET BLOCK	
			As at 01.04.2014	Additions	Deduct.	As at 31.03.2015	As at 01.04.2014	For the Period	As at 31.03.2015	As on 31.03.2015	As on 31.03.2014
1	Telephone Instrument	13.91%	455,736	0.00	0.00	455,736	359,227	0.00	359,227	96,509	96,509
2	Mobile Instrument	13.91%	99,691	0.00	0.00	99,691	70,698	0.00	70,698	28,993	28,993
3	Furniture & Fixture	18.10%	17,423,028	0.00	0.00	17,423,028	12,862,231	0.00	12,862,231	4,560,797	4,560,797
4	Plant & Machinery	13.91%	63,384,651	0.00	0.00	63,384,651	37,189,277	0.00	37,189,277	26,195,374	26,195,374
5	Fax Machine	13.91%	82,590	0.00	0.00	82,590	63,146	0.00	63,146	19,444	19,444
6	Computers & Printers & Software	40.00%	26,103,869	0.00	0.00	26,103,869	17,814,056	0.00	17,814,056	8,289,813	8,289,813
7	Refrigerator	13.91%	19,900	0.00	0.00	19,900	16,666	0.00	16,666	3,234	3,234
8	Motor Cycle	25.89%	209,173	0.00	0.00	209,173	202,880	0.00	202,880	6,293	6,293
9	Motor Tempo	25.89%	509,492	0.00	0.00	509,492	474,829	0.00	474,829	34,663	34,663
10	Television Set	13.91%	45,464	0.00	0.00	45,464	38,837	0.00	38,837	6,627	6,627
11	Paper Shredder	13.91%	7,495	0.00	0.00	7,495	6,073	0.00	6,073	1,422	1,422
12	H.P. 2300 Scanner	40.00%	82,146	0.00	0.00	82,146	80,803	0.00	80,803	1,343	1,343
13	Air Condition	13.91%	992,513	0.00	0.00	992,513	680,988	0.00	680,988	311,525	311,525
14	Renovation to Office Premises	5.00%	13,199,526	0.00	0.00	13,199,526	4,409,134	0.00	4,409,134	8,790,393	8,790,393
	Total		122,615,274	0.00	0.00	122,615,274	74,268,846	0.00	74,268,846	48,346,428	48,346,428
	Previous Year		122,615,274	0.00	0.00	122,615,274	74,268,846	0.00	74,268,846	48,346,428	48,346,428

11 Non Current Investments

(Amount in `)

Particulars	As at March 31, 2015	As at March 31, 2014
Other Investments		
Investment in Equity Instruments (at Cost)		
Quoted Shares		
Investment in Quoted Shares	946	1041949500
Unquoted Shares		
Investment in Unquoted Shares	37371000	37371000
	37,371,946	1,079,320,500

12 Long Term Loans and Advances

Particulars	As at March 31, 2015		As at March 31, 2014	
	(Amount in `)		(Amount in `)	
<u>Security Deposits</u>	-	-	-	-
Unsecured and Considered Good				
Security Deposits	8,429,907		8,429,907	
Deposits for Office For Sales & Services	15,621,135		15,621,135	
		24,051,042		24,051,042
<u>Sundry Advances & Loans</u>	-	-	-	-
(Unsecured and Considered Good)				
Advances - Material & Expenses		2,063,796,130		147,662,417
Sundry Advances		0.00		616,807,266
		2,087,847,172		788,520,725

13 Other Non Current Assets

Particulars	As at March 31, 2015		As at March 31, 2014	
	(Amount in `)		(Amount in `)	
Share Issue Expenses	7,824,720		167,932	
Add : Capital Issue Expenses	0.00		7,824,720	
Less :- Written off during the year	167,932		167,932	
		7,656,788		7,824,720
		7,656,788		7,824,720

14 Inventories

(Amount in `)

Particulars	As at March 31, 2015	As at March 31, 2014
Finished Products (Laptops & Parts)	60,520	1,23,850
	60,520	1,23,850

15 Trade Receivable

(Amount in `)

Particulars	As at March 31, 2015	As at March 31, 2014
Due for period exceeding six months	192,520,235	188,332,370
Unsecured Considered Good	192,520,235	188,332,370

16 Cash and Cash Equivalents

(Amount in `)

Particulars	As at March 31, 2015	As at March 31, 2014
Cash in hand	23,672	199,036
Balances with Banks		
Current Accounts	75,645	504,923
	99,317	703,959

17 Short Term Loans and advances

Particulars	As at March 31, 2015	As at March 31, 2014
Security Deposits		
Unsecured and Considered Good		
Loans and Advances to Employees (Unsecured and Considered Good)	77,374	63,874
Balances with Government		
Authority		
Unsecured and Considered Good		
Advance Tax and Tax Deductible at Source	9,563,541	9,527,149
	9,640,915	9,591,023

18 Revenue from operations

Particulars	2014-15	2013-14
	(Amount in `)	(Amount in `)
Sale of products	4,743,250	2,840,235
Sale of Services & Parts	1,716,073	3,203,000
	6,459,323	6,043,235

19 Other Income

Particulars	2014-15	2013-14
	(Amount in `)	(Amount in `)
Short Term Capital Gain on Investments	535,614	265,000
Interest Income	363,920	667,314
Other Income	374,601	0.00
	1,274,135	932,314

20 Cost of Sales / Material Consumed

Particulars	2014-15	2013-14
	(Amount in `)	(Amount in `)
Cost of Sales / Material Consumed		
Inventory at the beginning of the year	123,580	123,580
Add: Net Purchases	223,000	790,249
	346,580	913,829
Less: Inventory at the end of the year	60,520	123,580
	286,060	790,249
	286,060	790,249

21 Employees Benefit Expenses

Particulars	2014-15	2013-14
	(Amount in `)	(Amount in `)
Salaries, Wages, Bonus & Other Allowances	1,575,765	2,382,321
Staff Welfare Expenses	11,920	27,139
	1,587,685	2,409,460

22 Finance Costs

Particulars	2014-15	2013-14
	(Amount in `)	(Amount in `)
Interest		
Bank Charges/ Processing Fees etc	25,545	34,106
	25,545	34,106

23 Other Expenses

Particulars	2014-15	2013-14
	(Amount in `)	(Amount in `)
Advertisement Expenses/ Sales Promotion	25,263	12,500
Brokerage And Commission	2,600	0.00
Consultancy / Legal & Professional Charges	129,320	269,218
Conveyance Expenses	33,786	60,818
Electricity Expenses	51,120	94,580
Office Expenses	65,243	58,705
Printing & Stationery	9,873	6,563
Registration / Filling & Listing Fees	578,804	270,480
Rent Rates & Taxes	294,000	500
Repairs & Maintenance	0.00	1,050
Sundry Expenses	0.00	318,870
Telephone Expenses	45,917	54,693
Web Designing Expenses	0.00	13,848
Auditors Remuneration	50,000	100,000
	1,285,926	1,261,825

24 Earning Per Share (EPS)

Particulars	2014-15	2013-14
	(Amount in `)	(Amount in `)
Net Profit After taxation	941,210	566,277
Weighted Average number of Equity Shares	1190049520	119004952
Add: Dilutive Potential Equity Shares	0.00	0.00
Number of Equity Shares for Dilutive EPS	1190049520	119004952
Nominal Value of Shares	1	10
Basic Earning Per Share	0.00	0.00
Diluted Earning Per Share	0.00	0.00

25 Research & Development Expenses

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

26 Managerial Remuneration

Particulars	2014-15	2013-14
	(Amount in `)	(Amount in `)
Directors' Remuneration	NIL	NIL

27 Details of Payment to Auditors

Particulars	2014-15		2013-14	
	(Amount in `)		(Amount in `)	
As Auditor				
Statutory Audit Fees	50,000		50,000	
Taxation Matters	0.00		50,000	
		50,000		100,000
		50,000		100,000

28 Expenditure in Foreign Currency

Particulars	2014-15	2013-14
	(Amount in `)	(Amount in `)
Import of Services / Sales	Nil	Nil
	Nil	Nil

29 Earning in Foreign Exchanges

Particulars	2014-15	2013-14
	(Amount in `)	(Amount in `)
Export of Services / Sales	Nil	Nil
	Nil	Nil

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

a. Hirji Kanji Patel	Managing Director
b. Nilesh Shivram Mestry	Director
c. Mohit Tyagi	Director (resigned on 20/12/2014)
d. Rakesh Ganesh Naik	Additional Director
e. Reshma Rajesh Malagavakar	Additional 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.
Chartered Accountants
Firm Regd. No. 132696W

(Chirag C. Mehta)
Proprietor
Membership No : 122852

Place : Mumbai
Date : 29/05/2015

For and on behalf of Board of Directors of
ALLIED COMPUTERS INTERNATIONAL
(ASIA) LIMITED

SD/-

Hirji k Patel
Managing Director

SD/-

Rakesh G. Naik
Director



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, 2015
3	Type of Audit Observation	Un-qualified
4	Frequency of observation	Not Applicable
5	To be Signed by	<div style="display: flex; justify-content: space-between;"> <div> <p>Hirji Kanji Patel ❖ (Managing Director)</p> <p>Rakesh Ganesh Naik ❖ (Chief Financial Officer)</p> <p>M/S. Chirag C. Mehta & Co. (Chirag C. Mehta – Proprietor) ❖ (Auditor of the Company)</p> <p>Nilesh Shivram Mestry ❖ (Audit Committee Chairman)</p> </div> <div> <p><i>[Signature]</i></p> <p><i>[Signature]</i></p> <p><i>[Signature]</i></p> <p><i>[Signature]</i></p> </div> <div> <p></p> <p></p> <p></p> <p></p> </div> </div>

Allied Computers International (Asia) Ltd

Reg. Off:- Shop No. 104, Citi Mall, New Link Road, Andheri (W) Mumbai - 400 053 Tel No:- 022-69453333
CIN No.: L02900MH2002PLC135829 Email id:- sales@aci-asia.com www.aci-asia.com

ATTENDANCE SLIP

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

Name & 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 Wednesday 30th September, 2015 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 to the meeting as the same will not be circulated at the meeting.

FORM NO MGT-11

PROXY FORM

(Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014)

Name of the Company : **ALLIED COMPUTERS INTERNATIONAL (ASIA) LIMITED**
Registered Office : Unit No. 104, Citi Mall, New Andheri Link Road, Opp. SAB TV, Andheri (west), Mumbai – 400053, Maharashtra

Name of the Member(s) :	
Registered Address :	
E mail Id :	
Folio No / Client ID:	
DP ID :	

I / We, being the member(s) of _____ shares of the above named company, hereby appoint:

(1) Name.....
Address.....

Email ID Signature..... or failing him/her

(2) Name.....
Address.....

Email ID Signature..... or failing him/her

(3) Name.....
Address.....

Email ID..... Signature.....

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the AGM of the Company, to be held on Wednesday 30th September, 2015 at 11.00 a.m. at the Registered Office of the Company situated at Unit No. 104, Citi Mall, New Andheri Link Road, Opp. SAB TV, Andheri (west), Mumbai – 400053 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.		For (Assent)	Against (Dissent)
<u>Ordinary Business</u>			
Item No 1.	To adopt the Audited Balance Sheet & Profit & Loss Account for the FY 2014-15		
Item No 2.	Appointment of M/s. Chirag C. Mehta & Co., Chartered Accountants as Statutory Auditors for a term of five years subject to ratification at each AGM & Fix their remuneration.		
<u>Special Business</u>			
Item No. 3.	Appointment of Mr. Hirji K Patel as Managing Director/CEO/Compliance Officer and KMP		

Signed this _____ day of _____ 2015.

Affix
Revenue
Stamp Re
1/-

Signature of the Shareholder

Signature of Proxy holder(s)

Notes: This form of Proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.

Form No. MGT-12

Ballot Form

[Pursuant to section 109(5) of the Companies Act, 2013 and rule 21(1)(c) of the Companies (Management and Administration) Rules, 2014]

Name of Company: **ALLIED COMPUTERS INTERNATIONAL (ASIA) LIMITED**

Registered Office: Unit No. 104, Citi Mall, New Andheri Link Road, Opp. SAB TV, Andheri (west), Mumbai – 400053, Maharashtra

- 1 Name of the First Named Shareholder :
(In block letters)
- 2 Name of the Joint Holder(s) if any :
- 3 Registered address of the sole/first named :
Shareholder
- 4 Registered Folio No./ DP No./ Client ID No. :
- 5 Class of shares & No. of shares held :

I/We hereby exercise my/our vote in respect of **Resolutions** enumerated below by recording my assent or dissent to the said resolutions in the following manner::

Item No.	Items	No. of shares	I/We assent to the Resolution	I/We dissent to the Resolution
<u>Ordinary Business</u>				
Item No 1.	To adopt the Audited Balance Sheet & Profit & Loss Account for the FY 2014-15			
Item No 2.	Appointment of M/s. Chirag C. Mehta & Co., Chartered Accountants as Statutory Auditors for a term of five years subject to ratification at each AGM & Fix their remuneration.			
<u>Special Business</u>				
Item No.3	Appointment of Mr. Hirji K Patel as Managing Director/CEO/Compliance Officer and KMP			

Place:
Date:

Signature of the Shareholder

Note:

1. Please read carefully the instructions overleaf before exercising your vote.
2. If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
3. Please note that the last date for receipt of Postal Ballot Forms by the Scrutinizer is 29th September, 2015.

INSTRUCTIONS

1. General Instructions:

- a. There will be one Ballot Form/e-voting for every Client ID No./Folio No., irrespective of the number of joint holders.
- b. Members have option to vote either through Ballot Form or through e-voting. If a member has opted for Physical Ballot, then he/she should not vote by e-voting and vice versa. However, in case Shareholders cast their vote through both physical postal ballot and e-voting, then vote cast through e-voting shall prevail and vote cast through Physical Postal Ballot shall be considered as invalid.
- c. Voting in the ballot/e-voting cannot be exercised by a proxy. However, corporate and institutional members shall be entitled to vote through their authorized representatives with proof of their authorization, as stated below.
- d. The Scrutinizer's decision on the validity of a Ballot/E-voting shall be final and binding.

2. Instructions for voting physically by Postal Ballot Form:

- a. A member desirous of exercising his/her Vote by Ballot may complete this Ballot Form and send it to the Scrutinizer, C.S. 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, in the attached self addressed envelope. Postage will be borne and paid by the Company. Further, any envelopes containing postal ballot, if deposited in person or sent by courier at the expense of the Registered Member(s) will also be accepted.
- b. The self-addressed postage pre-paid envelope bears the address of the Scrutinizer appointed by the Board of Directors of the Company.
- c. This Form must be completed and signed by the Member, as per specimen signature registered with the Company or Depository Participant, as the case may be. In case of joint holding, this Form must be completed and signed (as per the specimen signature registered with the Company) by the first named Member and in his/her absence, by the next named Member.
- d. In respect of shares held by corporate and institutional members (companies, trusts, societies, etc.), the completed Postal Ballot Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
- e. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Ballot Form. The assent or dissent received in any other form shall not be considered valid.
- f. Members are requested to fill the Ballot Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
- g. Duly completed Ballot Form should reach the Scrutinizer not later than the close of working hours by 5.00 p.m. on Tuesday, 29th September, 2015. All Ballot Forms received after this date will be strictly treated as if no reply has been received from the Member.
- h. A Member may request for a duplicate Ballot Form, if so required, and the same duly completed should reach the Scrutinizer not later than the date specified under instruction No.2 (g) above.
- i. Members are requested not to send any other paper along with the Ballot Form. They are also requested not to write anything in the Ballot Form except giving their assent or dissent and putting their signature. If any such other paper is sent, the same will be destroyed by the Scrutinizer.
- j. Incomplete, unsigned or incorrectly ticked Postal Ballot Forms will be rejected.
- k. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the e voting period unblock the votes in the presence of at least two (2) witness not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any, forthwith to the Chairman. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website within two (2) days of passing of the resolutions at the AGM of the Company and shall be communicated to the Stock Exchange, where its securities are listed.

3. Process for Members opting for E-Voting:

- l. If you are already registered with CDSL for e-voting then you can use existing user ID and password for Login to cast your vote.
- m. In case of any queries, e-voting user manual for shareholders available at the Downloads section on CDSL E-voting website: www.evotingindia.com. you can also send your queries/ grievances relating to e-voting to the e-mail ID:- alliedcomputersasia@gmail.com
- n. The period for e-voting starts on Sunday, 27th September, 2015 at 9.00 a.m. and ends on Tuesday 29th September, 2015 at 5.30 p.m.

ACI

Developing a Laptop Nation

If Undelivered please retune to;

Allied Computers International (Asia) Limited

Registered Office:- Shop No.104, Citi Mall, New Link Road, Andheri
(West), Mumbai – 400053, Maharashtra









Tel No:- 022 – 69453333

E-Mail ID:- alliedcomputersasia@gmail.com

Web site :- www.aci-asia.com

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, 2015
3	Type of Audit Observation	Un-qualified
4	Frequency of observation	Not Applicable
5	To be Signed by	
	Hirji Kanji Patel ❖ (Managing Director)	 
	Rakesh Ganesh Naik ❖ (Chief Financial Officer)	 
	M/S. Chirag C. Mehta & Co. (Chirag C.Mehta – Proprietor) ❖ (Auditor of the Company)	 
	Nilesh Shivram Mestry ❖ (Audit Committee Chairman)	 

Allied Computers International (Asia) Ltd

Reg. Off:- Shop No. 104, Citi Mall, New Link Road, Andheri (W) Mumbai - 400 053 Tel No:- 022-69453333
CIN No.: L02900MH2002PLC135829 Email Id:- sales@aci-asia.com www.aci-asia.com