



ACI Infocom Limited

28th Annual Report
2009-2010

CHIEF EXECUTIVE OFFICER

ALOK P. GUPTA

WHOLE TIME DIRECTOR

VYAS D. POONAMCHAND

DIRECTORSNINAD K. PALAV
OMPRAKASH BOHRA**AUDITORS**M/s. M. V. KRISHNAMOORTHY & Co.
Chartered Accountants**BANKERS**

ORIENTAL BANK OF COMMERCE

REGISTERED OFFICE218, VASAN UDYOG BHAVAN,
SENAPATI BAPAT MARG,
OPP. HIGH STREET PHOENIX,
LOWER PAREL (W),
MUMBAI 400 013.
Tel No. : 40 37 19 99
WEBSITE : www.aciinfo.com**DEPOSITORY REGISTRARS &
SHARE TRANSFER AGENTS**M/s. SYSTEM SUPPORT SERVICES.
209, SHIVAI INDUSTRIAL ESTATE,
89, ANDHERI KURLA ROAD,
SAKINAKA, ANDHERI (EAST),
MUMBAI 400 072.
Tel. No. 28 50 08 35
Fax No. 28 50 14 38
E-mail : sysss72@yahoo.com**C O N T E N T S**

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NOTICE

Notice is hereby given that the Twenty Eighth Annual General Meeting of the members of **ACI INFOCOM LIMITED** will be held on Tuesday 21st September, 2010 at the registered office of the company situated at 218, Vasani Udyog Bhavan, Senapati Bapat Marg, Opp. High Street Phoenix, Lower Parel (W), Mumbai 400 013 at 10.30 a. m. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2010 and the Audited Profit and Loss Account for the year ended 31st March, 2010 alongwith the Notes and Schedules appended thereto with the Report of the Board of Directors and the Auditors' thereon.
2. To appoint a Director in place of Mr. Ninad Palav who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/S M.V.KRISHNAMOORTHY, Chartered Accountants as Auditors of the Company and to authorize the Board to fix their remuneration.

SPECIAL BUSINESS

4. To Consider and if, thought fit, to pass with or without modification, the following resolution as an Ordinary Resolution.

"RESOLVED THAT Mr. Om Prakash Bohra, who was appointed as an Additional Director of the Company on 30th January, 2010 under Articles of Association of the Company and who by virtue of Section 260 of the Companies Act, 1956, holds office upto the date of this Annual General Meeting, but being eligible, offers himself for re-appointment and in respect of whom the Company has received Notice in writing under Section 257 of the Companies Act, 1956 from a member proposing his candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation".

Registered Office
218, Vasani Udyog Bhavan,
Senapati Bapat Marg,
Opp. High Street Phoenix,
Lower Parel (W),
Mumbai 400 013

By order of the Board of Directors
For ACI INFOCOM LIMITED

Alok P. Gupta
Chairman & Managing Director

Place : Mumbai,
Date : 6th August, 2010.

NOTES

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
2. The Proxy, in order to be effective, should be duly completed, stamped and signed and must be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the Meeting.
3. The Explanatory Statement pursuant to Section 173(2) of the Companies Act, 1956 for item No. 4 is attached and forms part of this notice.
4. The Register of Members and Share Transfer Register of the Company will remain closed from Wednesday, 15th September, 2010 to Tuesday, 21st, 2010 (both days inclusive).
5. The members are requested to intimate immediately changes, if any, in their Registered address to the Registrar and Share Transfer Agents of the Company in respect of the shares held in physical form and to the Depository Participant in respect of shares held in dematerialized form without any delay.

EXPLANATORY STATEMENT

(Pursuant to Section 173(2) of the Companies Act, 1956)

That following explanatory statement sets out the material facts referring to Item No. 4 of the Notice.

ITEM NO. 4

Mr. Om Prakash Bohra was appointed as an Additional Director of the Articles of Association of the Company w. e. f. 30th January, 2010 pursuant to Section 260 of the Companies Act, 1956. As per the term of appointment, his term as Director expires at the forthcoming Annual General Meeting. The Company in turn has received notice from a member alongwith a deposit of Rs. 500/- in cash pursuant to Section 257 of the Companies Act, 1956 signifying his intention to appoint him as Director of the Company liable to retire by rotation. The Directors recommend his appointment in the best interests of the Company.

None of the Directors of the Company except Mr. Ninad Palav may be considered to be interested in the passing of this resolution.

Registered Office

218, Vasant Udyog Bhavan,
Senapati Bapat Marg,
Opp. High Street Phoenix,
Lower Parel (W),
Mumbai 400 013

**By order of the Board of Directors
For ACI INFOCOM LIMITED**

Alok P. Gupta
Chairman & Managing Director

Place : Mumbai,
Date : 6th August, 2010.

DIRECTORS' REPORT

To
The Members,

The Board of Directors are pleased to present herewith the Twenty Eighth Annual Report of your Company together with the Audited Accounts for the year ended 31st March, 2010.

FINANCIAL RESULTS

(Rs. in Lacs.)

Particulars	For the Year	
	2009-10	2008-09
Sales	2447.52	2970.17
Other Income	38.33	12.79
Total Income	2485.85	2982.96
Expenditure before		
Depreciation, Interest & tax	2338.13	2878.56
Depreciation	44.08	44.52
Interest	43.53	43.42
Profit/(Loss) before Taxation	60.12	16.46
Provision for Taxation	-	-
Fringe Benefit Tax	-	2.64
Prior period Adjustment	1.19	-
Profit/(Loss) After Taxation	75.28	13.82

DIVIDEND

Your Directors do not recommend any dividend for the year as they wish to reinvest surplus funds into the business for further growth.

DIRECTORS

Mr. Ninad Palav who retire by rotation and are, being eligible offers himself for re-appointment.

Mr. Om Prakash Bohra was appointed as an Additional Director on 30th January, 2010. As per the term of appointment, his term as Director expires at the forthcoming Annual General Meeting. The Company in turn has received notice from a member alongwith a deposit of Rs. 500/- in cash pursuant to Section 257 of the Companies Act, 1956 signifying his intention to appoint him as Director of the Company liable to retire by rotation. The Directors recommend his appointment in the best interests of the Company.

DIRECTORS RESPONSIBILITY STATEMENT

Pursuant to the requirement Under Section 217 (2AA) of the Companies Act, 1956 with respect to the Directors Responsibilities Statement, it is hereby confirmed;

- i) That in the preparation of the Annual Accounts for the financial year 31st March, 2010, the applicable accounting standards have been followed alongwith proper explanation relating to material departures.
- ii) That the Directors have selected such accounting policies and applied them consistently and made judgment and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the company at the end of 31st March, 2010 and of the profit of the Company for the year ended 31st March, 2010.
- iii) That the Directors have taken proper and sufficient 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 fraud and other irregularities.
- iv) That the Directors have prepared the Accounts for the financial year ended 31st March, 2010 on a going concern basis.

AUDITORS

You are requested to re-appoint M/s. M.V.KRISHNAMOORTHY., Chartered Accountants as Auditors the retiring Auditors and to fix their remuneration.

DEPOSITS

The Company has not accepted any Deposits from the public during the year under pursuant to Section 58A of the Companies Act, 1956.

PERSONNEL

The Company is not having any employees who are drawing remuneration in excess of the limits prescribed under Section 217 (2A) of the Companies Act, 1956.

CORPORATE GOVERNANCE

Pursuant to Clause 49 of the Listing Agreement and Section 292A of the Companies Act, 1956, a report on Corporate Governance, which inter alia, includes the composition and construction of Audit Committee, is featuring as a part of Annual Report. Your Company will continue to adhere in letter and spirit to the good corporate governance policies. Pursuant to the provisions of Clause 49(VII) (1) of the Listing Agreement, a certificate from the auditors of the Company on the compliance of the Clause is enclosed.

CEO'S DECLARATION

Pursuant to the provisions of Clause 49(I) (D)(ii) of the Listing Agreement, a declaration by the Chairman and Managing Director of the Company declaring that all the members of the Board and the Senior Personnel of the Company have affirmed compliance with the Code of Conduct of the Company is enclosed.

MANAGEMENT DISCUSSION & ANALYSIS (M D & A)

Industry Structure and developments

India continues to grow rapidly in deployment of IT Hardware, Software, and ITeS both in domestic market and for overseas clients. Adoption of IT by various State & Central Government organizations is very encouraging and throwing open huge opportunities.

OPPORTUNITIES & STRENGTHS

Your Company has a rich experience of more than 28 years in IT Hardware manufacturing, distribution and service. Utilizing this core strength, we have started a new ITeS Division which will focus on Digitization, e-Governance, and Networking Projects.

WEAKNESS AND THREATS RISKS AND CONCERNS

There will be gestation period for the new ITeS Division to start contribution to the Company bottomline. There will be an upfront investment in setup, pre-operative and marketing expenses.

SEGMENT WISE OR PRODUCT WISE PERFORMANCE

Your Company is now operating in the following three Sectors:

- a) I.T. Products & Services
- b) Telecom Services
- c) Trading

OUTLOOK

Both IT and Telecom Services will deliver good performance and profits from the FY ending March 10.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

Your Company places considerable emphasis on internal control systems and is appointing a separate Internal Auditor.

DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE

During the year under review, your Company has made a Turnover of Rs. 2447.52 Lacs as against Rs. 2970.17 Lacs and earned a profit before tax of Rs. 75.28 Lacs as against the profit of Rs. 13.82 Lacs in the previous year.

However, the management is striving hard to improve the sales from the new Services businesses and also to control the overhead expenses to further improve the performance of your Company.

MATERIAL DEVELOPMENTS IN HUMAN RESOURCES/INDUSTRIAL RELATIONS FRONT, INCLUDING NUMBER OF PEOPLE EMPLOYED

The Company employs personnel from all walks of life having the requisite qualifications as demanded by the job profile. It has a well designed training programme, to retain and train the personnel with respect to the culture of the Company and to keep them abreast with the latest developments in the changing technological environment.

CONSERVATION OF ENERGY, TECHNOLOGICAL ABSORPTION AND FOREIGN EXCHANGE EARNINGS AND OUTGO

- A. Conservation of energy: The Company uses electric energy for its equipment such as air conditioners, computer terminals, lighting and utilities in the work premises. All possible measures have been taken to conserve energy.
- B. Technology Absorption: During the year your Company has not operated plants, therefore no technology absorption and research & development.

C. Foreign Exchange Earnings & Outgo		(Rs. in Lacs)
	2009-10	2008-09
a) Earnings on re-exports		NIL
B) Outgo		
i. Travelling	8.04	4.49
ii. Royalty on Microsoft Products	NIL	
iii. CIF Value of goods imported		NIL
iv. Sales Promotion	NIL	

ACKNOWLEDGEMENTS

Your Directors place on record their grateful appreciation for the continued assistance and co-operation extended by the shareholders, customers, bankers and the dedicated employees and the business associates.

For and on behalf of the Board of Directors

(Alok P. Gupta)
Chairman

Place : Mumbai,
Date : 6th August, 2010.

CORPORATE GOVERNANCE REPORT

As per Schedule of Implementation of Clause 49 of the Listing Agreement with the Stock Exchange, the said Clause 49 is applicable to your company from the Financial Year ending as on 31st March, 2010. As per the Clause 49 of Listing Agreement with Stock Exchange, incorporate certain mandatory disclosure requirements with regard to Corporate Governance. In pursuance of the requirements of Corporate Governance, the Board of Directors report the following;

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

The Company's philosophy on Corporate Governance strives for attaining the optimum level of transparency and accountability in all facets of its operations and all dealings which is shareholders, employees, lenders, creditors, customers and the government. The Board of Directors by considering itself by trustee of its Shareholders aims at maximizing shareholders value and protecting the interest of other stakeholders

BOARD OF DIRECTORS;

The Company has Executive Chairman. The strength of the Board of Directors is 4 Directors including 3 Non-executive Independent Directors.

a) Composition & Category of Directors as on 31st March, 2010

Sr. No.	Name of the Director	Category
1.	Mr. Alok P. Gupta	Executive Promoter Director
2.	Mr. Damodar Poonamchand Vyas	Independent Director
3.	Mr. Ninad K. Palav	Independent Executive Director
4.	Mr. Om Prakash Bohra	Independent Additional Director

b) Attendance of each director at the Board Meetings held during the year 2009-10 and at the Last Annual General Meeting.

NAME OF THE DIRECTOR	BOARD MEETINGS HELD	MEETINGS ATTENDED	AGM ATTENDED
ALOK GUPTA	9	9	YES
DAMODAR VYAS	9	9	YES
NINAD PALAV	9	9	YES
*OM PRAKASH BOHRA	1	1	NO

*Mr. Om Prakash Bohra was appointed as an Additional Director on 30th January, 2010.

AUDIT COMMITTEE

The Audit Committee was constituted in terms of Section 292A of the Companies Act, 1956 and the provisions of Clause 49 of the Listing Agreement.

a) Brief Description of Terms of reference:

The terms of reference of Audit Committee are in conformity with the provisions of Sub Clause II of the Listing Agreement, which inter alia, includes the following:

- Oversight of Company's financial reporting process.
- Recommending appointment and removal of external auditors and fixing their fees.
- Reviewing with the management the quarterly, half-yearly and annual financial results/ statements with special emphasis on accounting policies and practices, compliance with accounting standards and other legal requirements concerning financial statements.
- Reviewing the adequacy of the Audit and Compliance functioning including their policies, procedures, techniques and other regulatory requirements.
- Reviewing the adequacy of internal control systems and significant audit findings.
- Discussion with external auditors regarding the nature and scope of audit.

b) Composition, name of members and Chairperson

- 1) Mr. Damodar Poonamchand Vyas, Chairman
- 2) Mr. Ninad K. Palav, Member

- c) Meetings of Audit Committee held during the year 2009-10 and attendance of members

Name Of The Member	Meetings Of Audit Committee Held	Meetings attended
Mr. Damodar Poonamchand Vyas	4	4
Mr. Ninad K. Palav	4	4

- d) The Chairman of the Audit Committee attended the Last AGM and answered the queries raised by the Shareholders.

REMUNERATION COMMITTEE

- a) Brief Description of terms of reference
This Committee was constituted primarily to evaluate compensation and benefits for Executive Directors.
- b) Composition, name of members and Chairperson
 - 1) Mr. Alok P. Gupta, Chairman
 - 2) Mr. Ninad K. Palav, Member
- c) Meetings and attendance during the year 2009-2010
There were two meetings held during the year which were attended by both the Directors.
- d) Remuneration Policy
The remuneration policy of the Company is rewards for results and recognition for efforts.
- e) Details of Remuneration of all the Directors

Particulars	Mr. Alok Gupta	Mr. Ninad Palav
Salary	Rs. 12,00,000/-	Rs. 6,00,000/-
Perquisites	---	----
Provident Fund	---	----
Total	Rs. 12,00,000/-	Rs. 6,00,000/-

The non-executive directors are not eligible for Commission and they have been paid sitting fees only.

SHAREHOLDER'S/INVESTOR'S GRIEVANCE COMMITTEE

- a) Terms of reference
The Committee was constituted to specifically look into the redressing of shareholders and investor complaints like transfer of shares, non-receipt of Balance Sheet, non-receipt of declared dividend, etc.
- b) Composition, name of members and Chairperson
 - 1) Mr. Ninad K. Palav, Chairman
 - 2) Mr. Damodar Vyas, Member
- c) Name and Designation of Compliance Officer : Mr. Ganesh Gondhalekar is the Compliance Officer of the Company.
- d) No. of shareholder's complaints received during the year 2010-2010
During the year 2009-2010 there were no complaints/letters were received from the investors.
- e) No. of complaints not solved to the satisfaction of the shareholders
There was no complaint that was not solved to the satisfaction of the shareholders.

f) No. of pending share transfers : NIL

GENERAL BODY MEETING

a) Details of last three Annual General Meetings: The following information gives the details of date, time and place of last three Annual General Meetings.

F.Y.	LOCATION	DATE OF AGM	TIME OF AGM HELD
2006-2007	218, Vasan Udyog Bhavan, Senpati Bapat Marg, Opp. High Street Phoenix, Lower Parel (W), Mumbai 400 013	28-12-2007	10.00 A. M.
2007-2008	218, Vasan Udyog Bhavan, Senpati Bapat Marg, Opp. High Street Phoenix, Lower Parel (W), Mumbai 400 013	29-11-2008	10.30 A. M.
2008-2009	218, Vasan Udyog Bhavan, Senpati Bapat Marg, Opp. High Street Phoenix, Lower Parel (W), Mumbai 400 013	30-09-2009	10.30 A. M.

b) Whether any Special Resolution passed through Postal Ballot during the year.
No Special Resolution was passed through Postal Ballot System during the year.

c) Whether any Special Resolution proposed to be passed through Postal Ballot
No Special Resolution is proposed to be conducted through Postal Ballot System.

DISCLOSURES

- The Company has disclosed *related party transaction with Key Management Personnel of Notes to Accounts*. None of the transactions with any of the related parties was in conflict with the interests of the Company.
- There have been no non-compliances by the Company of the regulations imposed by the Stock Exchange or SEBI or any other statutory authority or on any matter related to Capital Markets during the last 3 years.

MEANS OF COMMUNICATIONS

- Financial results of the Company (Quarterly, Half-Yearly and Annual) have been approved by the Board and intimated to the Stock Exchanges and are published in Business Standard and Mahanayak.
- Management Discussion and Analysis Report forms part of the Annual Report.

GENERAL SHAREHOLDER INFORMATION

a) **Date, Time and Venue of the Present Annual General Meeting.**

On Tuesday, 21st September, 2010 at 10.30 a. m. at Registered Office at 218, Vasan Udyog Bhavan, Senapati Bapat Marg, Opp. High Street Phoenix, Lower Parel (W), Mumbai 400 013.

b) **Financial Calendar**

Quarter ending on	Reporting on
30th June, 2010	Last Week of July, 2010(Completed)
30th September, 2010	Last Week of October, 2010
31st December, 2010	Last Week of January, 2010
31st March, 2010	Last Week of June, 2011

c) Dates of Book Closure: Wednesday, 15th September, 2010 to Tuesday, 21st September 2010 (Both Days Inclusive)

- d) Listing on Stock Exchange: The Bombay Stock Exchange Ltd. (BSE)
- e) Stock Code at Bombay Stock Exchange: 517356
- f) Market Price Data : High/Low during each month in last financial year
The following are the monthly high and low quotations during the financial year ending 31st March, 2010.

Month	High Rate	Low Rate
Apr-09	2.7	2.6
May-09	3.46	2.73
Jun-09	8.75	3.2
Jul-09	10.95	6.33
Aug-09	7.71	5.57
Sep-09	9.34	8
Oct-09	9	5.94
Nov-09	5.93	4.87
Dec-09	14.13	5.6
Jan-10	19.47	13.25
Feb-10	28.56	13.77
Mar-10	29.95	18

- g) Registrar and Share Transfer Agents: M/s. System Support Services, 209, Shivai Industrial Estate, 89, Andheri Kurla Road, Sakinaka, Andheri (E), Mumbai 400072.

h) Share Transfer System

The Company's Share Transfers are taken care by M/s. System Support Services, Registrar and Transfer Agents appointed by the Company. Transfers which are received in Physical Form are processed and the share certificates are returned within a period of 30 days from the date of receipt, subject to documents being valid and complete in all respects.

i) Distribution of Shareholding

Distribution of Shareholding as on 31st March, 2010.

Sr. No.	Category	No. of Shareholders	Percentage of Shareholders	No. of Equity Shares	Percentage of Shareholding	
1	1	5000	2757	93.521	847016	10.394
2	5001	10000	91	3.087	770137	9.451
3	10001	20000	42	1.425	645754	7.924
4	20001	30000	17	0.577	456213	5.598
5	30001	40000	25	0.848	942164	11.562
6	40001	50000	3	0.102	143181	1.757
7	50001	100000	4	0.136	254000	3.117
8	100001	Above	9	0.305	4090625	50.197
		TOTAL	2948	100	8149090	100

Note : The Foreign Shareholding of the Company as on 31st March, 2010 is NIL shares aggregating to NIL % of total shareholding of the Company.

j) Dematerialisation of Shares

The Company Shares are available for holding/transfer in depository system of both Central Depository Services (India) Limited and National Security Depository Limited. The members have the option of holding the shares in physical or dematerialized form. The processing activities with respect to the requests received for dematerialization are generally completed within 15 days from the date of receipt of the request.

The International Securities Information Number (ISIN) allotted for the Company by NSDL and CDSL is ISIN INE167B01017. If a member wants his shares to be dematerialized, he may send the

shares along with the request through his Depository Participant to the M/s. System Support Services, Registrar and Share Transfer Agent.

As on 31st March, 2010, total number of 5601560 shares of the Company stand dematerialized. This comprises 68.74% of the Share Capital of the Company.

k) Address for Correspondence

- a) For any query in Demat Shares: To the Depository Participant and Demat Registrar
- b) For any query in Physical Shares: To the Share Transfer Agents
- c) For any other queries : Registered Office

CERTIFICATE

We have examined the compliance of conditions of Corporate Governance by ACI Infocom Limited for the year ended 31st March, 2010 as stipulated in Clause 49 of the Listing Agreement of the said Company with the Bombay Stock Exchange.

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 conditions of Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

- i) We certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.
- ii) We state that no Investor Grievance is pending for a period exceeding one month against the Company as per the records, maintained by the Shareholders and Investor's Grievance Committee and
- iii) We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the Management has conducted the affairs of the Company.

For **M V KRISHNAMOORTHY**
Chartered Accountants

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PROPRIETOR
MEMBERSHIP NO: 05859

Place : Mumbai
Date : 6th August, 2010

AUDITORS' REPORT

TO
THE MEMBERS OF ACI INFOCOM LIMITED.

1. We have audited the attached Balance Sheet of **ACI INFOCOM LIMITED**, as at 31st March 2010 & also the related Profit & Loss Account for the period ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.
2. We conducted our audit in accordance with Auditing Standards generally accepted in India. Those Standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining on test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by the management as well as evaluating the overall financial statement presentation. We believe that our audit provides reasonable basis for our opinion.
3. As required by the Companies (Auditors' Report) Order, 2003, as amended by Companies (Auditors' Report) (Amendment) Order, 2004 (together 'the order') issued by the Central Government in terms of subsection (4A) of Section 227 of 'The Companies Act, 1956' of India (the 'Act') and on the basis of such checks of the books and records of the Company as we considered appropriate and according to the information and explanation given to us, we give in the annexure a statement on the matters specified in paragraphs 4 & 5 of the said order.
4. Further to our comments in the Annexure referred to in Paragraph 3 above, we report that:
 - a) We have obtained all the information & explanation, which, to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b) In our opinion, proper books of accounts as required by law have been kept by the Company so far as appears from our examination of those books;
 - c) The Balance Sheet, Profit & Loss Account dealt with by this report are in agreement with the books of account;
 - d) In our opinion, the Balance Sheet, Profit & Loss Account dealt with by this report comply with the Accounting Standards referred to in sub-section (3C) of section 211 of the Act;
 - e) On the basis of written representation received from the Directors as on 31st March 2010 and taken on record by the Board of Directors, none of the Directors of the Company is disqualified as on 31st March 2010 from being appointed as Director of the Company under clause (g) of sub-section (1) of section 274 of the Act;
 - f) In our opinion and to the best of our information and according to the explanations given to us, the said Financial Statements together with the notes thereon give in the prescribed manner the information required by the Act, and gives 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, 2010;
 - ii. In the case of the Profit & Loss Account, of the Profit for the year ended on that date; and

For and on behalf of
M V KRISHNAMOORTHY
Chartered Accountants

M.V. Krishnamoorthy
Proprietor
Membership No: 05859

Place: Mumbai
Date: 6th August 2010

ANNEXURE TO AUDITORS' REPORT

[Referred to in Paragraph 3 of the Auditors' Report of even date to the members of ACI Infocom Limited on the Financial Statements for the year ended 31st March 2010]

1. (a) The Company is maintaining proper records showing full particulars including quantitative details and situation of fixed assets.
(b) Fixed assets are physically verified by the management which is designed to cover all locations, which in our opinion, is reasonable having regard to the size of the company and the nature of its assets. Pursuant to the programme, the management during the year physically verified the fixed assets at certain locations and no material discrepancies were noticed on such verification.
(c) In our opinion and according to the information and explanation given to us, a substantial part of the fixed assets has not been disposed off during the year to affect the going concern status of the Company.
2. (a) Inventory has been physically verified by the management during the year. In our opinion the frequency of verification is reasonable.
(b) In our opinion, the procedures of physical verification of inventory followed by the management are reasonable and adequate in relation to the size of the Company and the nature of its business.
(c) In our opinion and according to the information & explanations given to us, the Company is maintaining proper records of inventory. The discrepancies noticed on verification between the physical stocks and the book records were not material.
3. (a) According to the information and explanations given to us, the company is maintaining the register required under section 301 of the Act, and the same has been updated as per the requirements of clause (v) of paragraph 4 of the Order.
(b) The company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under sec. 301 of the Act.
(c) The company has not taken unsecured loans from the parties covered in the register maintained under sec. 301 of the Act.
(d) Since the company has not taken loan from the parties covered in the register maintained u/s. 301 of the Act, this clause is not applicable to the company.
(e) The rate of interest and other terms and conditions of loans taken by the company, secured or unsecured, are prima facie not prejudicial to the interest of the company.
4. In our opinion and according to the information and explanations given to us, the company has an adequate internal control system commensurate with its size and nature of business for the purchase of inventory and fixed assets, and for the sale of goods and services.
5. (a) In our opinion and according to the information and explanations given to us, the particulars of contracts or arrangements referred in section 301 of the Act have been entered into the register required to be maintained under that section.
(b) In our opinion and according to the information and explanation given to us, in respect of the transactions entered in the register maintained in pursuance of section 301 the Act during the year have been made at prices which are reasonable having regard to the prevailing market price, at the relevant time.
6. The Company has not accepted any deposits from the public within the meaning of Section 58A and 58AA of the Act and the rules framed there under.
7. In our opinion, the Company has an internal audit system commensurate with its size and nature of its business.

8. According to the information and explanations given to us, the company is not required to maintain cost records under section 209(1)(d) of the Act.
9. (a) In our opinion and according to the information and explanations given to us, the Company is generally regular in depositing undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Value added tax, Wealth tax, Service tax, Custom duty, Excise duty, Cess and other material statutory dues, if any, applicable to it with the appropriate authorities except that company has received in June 2007 a demand of Rs. 10,82,211/- from Commercial Tax Officer, Tamil Nadu Commercial Tax Department for the year 2004-05. The company is in the progress of filing appeal against the said demand.

(b) According to the information and explanation given to us, dues of sales tax / income tax / custom tax / wealth tax / excise duty / cess not deposited are not disputed dues.
10. The accumulated loss of the company at the end of the financial year are not more than fifty percent of its net worth. And also, the company has not incurred any cash losses during the financial year and immediately preceding financial year.
11. According to the records of the Company examined by us and the information and explanations given to us, the Company has not defaulted in repayment of dues to any financial institutions or banks or debenture holders at the balance sheet date.
12. The Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
13. The provisions of any special statute applicable to chit funds/nidhi/mutual benefit fund/societies are not applicable to the Company.
14. In our opinion and according to the information and explanations given to us, the Company is not a dealer or trader in shares, securities, debentures and other investments.
15. In our opinion and according to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks or financial Institution during the year.
16. In our opinion and according to the information and explanations given to us, the company has applied the term loans for the purpose of which it was obtained.
17. On the basis of overall examination of the Balance Sheet of the Company, in our opinion and according to information and explanations given to us, there are no funds raised on short-term basis, which have been used for long-term investments.
18. The company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 of the Act during the year.
19. The Company has not issued any debentures during the year and accordingly, the creation of securities of charge thereof does not arise.
20. The Company has not raised any money by public issue during the year.
21. During the course of our examination of the books and records of the Company, carried out in accordance with the generally accepted auditing practices in India and according to the information & explanation given to us, we have neither come across any instance material fraud on or by the company, noticed or reported during the year nor have we been informed of such case by the management.

For **M.V. Krishnamoorthy**
Chartered Accountants

M.V. Krishnamoorthy
Proprietor
Membership No: 05859

Place: Mumbai
Date: 6th August 2010

BALANCE SHEET AS AT 31ST MARCH, 2010

	Schedule	As at 31.03.2010 Rs.	As at 31.03.2009 Rs.
I) SOURCES OF FUNDS			
a) SHAREHOLDERS FUNDS:			
Share Capital	A	81,490,900	81,490,900
Reserves and Surplus	B	<u>30,424,654</u>	<u>30,424,654</u>
		111,915,554	111,915,554
b) LOAN FUNDS:			
Secured Loans	C	8,632,506	14,390,224
Unsecured Loans	D	<u>5,837,084</u>	<u>17,765,212</u>
		14,469,590	32,155,436
TOTAL		<u>126,385,144</u>	<u>144,070,990</u>
II) APPLICATION OF FUNDS			
a) FIXED ASSETS			
Gross Block	E	75,594,761	76,407,270
Less: Depreciation		<u>51,381,850</u>	<u>44,798,772</u>
NET BLOCK		24,212,911	31,608,498
b) INVESTMENTS	F	1,847,260	847,260
c) DEFERRED TAX ASSET		1,635,754	
d) CURRENT ASSETS, LOANS AND ADVANCES			
Inventories	G	5,820,721	37,959,032
Sundry Debtors	H	65,511,622	147,578,774
Cash and Bank	I	14,833,115	14,008,924
Loans and Advances	J	<u>35,828,076</u>	<u>18,924,316</u>
		121,993,534	218,471,046
LESS: CURRENT LIABILITIES AND PROVISIONS			
a) CURRENT LIABILITIES	K	62,426,419	163,719,860
b) PROVISIONS		4,242,991	1,092,627
NET CURRENT ASSETS		55,324,124	53,658,559
MISCELLANEOUS EXPENDITURE	L	-	7,063,257
<i>(To the extent not written off or adjusted)</i>			
PROFIT AND LOSS ACCOUNT		43,365,095	50,893,416
TOTAL		<u>126,385,144</u>	<u>144,070,990</u>
NOTES FORMING PART OF ACCOUNTS			
	S		

Schedule A to L and S referred to above form an integral part of Balance Sheet. This is the Balance Sheet referred to in our report of even date.

**For M.V.KRISHNAMOORTHY
CHARTERED ACCOUNTANTS**

For and on behalf of the Board

**M.V.KRISHNAMOORTHY
PROPRIETOR
M.NO. 05859**

**ALOK P GUPTA
Director**

**OM PRAKASH BOHRA
Director**

**DAMODAR VYAS
Director**

Place: Mumbai
Date : 6th August,2010

PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010

	Schedule	As at 31.03.2010 Rs.	As at 31.03.2009 Rs.
INCOME			
Sales	M	244,751,533	297,017,265
Other Income	N	3,833,002	1,278,639
	TOTAL	<u>248,584,535</u>	<u>298,295,904</u>
EXPENDITURE			
Cost of goods consumed / sold	O	189,058,832	243,255,376
Administration, Distribution & Other Expenses	P	42,098,929	41,946,183
Interest & Financial Charges	Q	4,352,550	4,341,596
		235,510,311	289,543,155
Profit before depreciation & Misc Items		13,074,224	8,752,749
Goodwill written off	R	2,655,013	2,655,013
Depreciation		4,407,556	4,451,823
Profit / (Loss) Before Tax		6,011,656	1,645,913
Provision for Fringe Benefit Tax			264,350
Deferred Tax Asset		1,635,754	
Provision for Sales Tax		-	-
Less: Prior period Adjustment		119,089	-
		7,528,321	1,381,563
APPROPRIATIONS:			
Surplus (Deficit) as per last year brought forward		(50,893,416)	(52,274,979)
Surplus (Deficit) brought down		7,528,321	1,381,563
Balance Carried to Balance Sheet		(43,365,095)	(50,893,416)
Number of Equity Shares of Rs.10/- each outstanding		8,149,090	8,149,090
Basic and Diluted earning per Share		0.92	0.17

NOTES FORMING PART OF ACCOUNTS

Schedule M to S form an integral part of the Profit & Loss Account. This is the Profit and Loss Account referred to in our report of even date.

**For M.V.KRISHNAMOORTHY
CHARTERED ACCOUNTANTS**

For and on behalf of the Board

**M.V.KRISHNAMOORTHY
PROPRIETOR
M.NO. 05859**

**ALOK P GUPTA
Director**

**OM PRAKASH BOHRA
Director**

**DAMODAR VYAS
Director**

Place: Mumbai
Date : 6th August,2010

**SCHEDULES FORMING PART OF
THE BALANCE SHEET AS AT 31ST MARCH, 2010**

SCHEDULE-A	As at 31.03.2010 Rs.	As at 31.03.2009 Rs.
SHARE CAPITAL		
Authorised Capital		
1,35,00,000 Equity Shares of Rs.10/- each	135,000,000	135,000,000
Issued & Subscribed:	81,490,900	81,490,900
81,49,090 Equity Shares of Rs.10/- each (Previous year 81,49,090 Equity Shares of Rs. 10/- Each) of the above includes :		
I) 24,32,290 Equity Shares have been Alloted as fully paid-up by way of Bonus Shares of the Company		
II) 1,60,000 Shares Alloted for Consideration other than Cash		
III) 35,88,300 Shares alloted to Shareholders of erstwhile ACI Computers (India) Limited under Scheme of Amalgamation		
Less: Call unpaid (on 23,200 Shares at Rs. 5/- each)		
TOTAL	<u>81,490,900</u>	<u>81,490,900</u>
SCHEDULE-B		
RESERVES AND SURPLUS		
SHARE PREMIUM ACCOUNT:		
As per last account	11,134,000	11,134,000
GENERAL RESERVE		
As per last account	19,290,654	19,290,654
TOTAL	<u>30,424,654</u>	<u>30,424,654</u>
SCHEDULE-C		
SECURED LOANS		
Vehicle Loan from the Bank (Secured against hypothecation of vehicle)		83,083
Cash Credit from Oriental Bank of Commerce (Secured against hypothecation of Goods & Book Debts and against collateral security guaranteed by the director and his relatives)	3,710,280	7,036,188
Term Loan from Oriental Bank of Commerce (hypothecation of all Furniture and Fixtures of the company existed at training centre, present and future computers, and office equipment for Avera Academy)	4,922,226	7,270,953
TOTAL	<u>8,632,506</u>	<u>14,390,224</u>

**SCHEDULES FORMING PART OF
THE BALANCE SHEET AS AT 31ST MARCH, 2010**

	As at 31.03.2010 Rs.	As at 31.03.2009 Rs.
SCHEDULE-D		
UNSECURED LOANS		
Divya Gupta	5,837,084	17,765,212
TOTAL	<u>5,837,084</u>	<u>17,765,212</u>
 SCHEDULE-F		
INVESTMENT		
I) PDG Infotech Ltd. (At cost, unquoted) 94,140 Equity Shares of Rs.10/- each partly paid - up at Rs.9/- each	847,260	847,260
II) ACI Ecotech Pvt Ltd. 100000 Eq. shares of Rs. 10/- each.	1,000,000	-
TOTAL	<u>1,847,260</u>	<u>847,260</u>
 SCHEDULE-G		
INVENTORIES		
Finished Goods (At Cost or market price whichever is lower)	5,820,721	37,959,032
TOTAL	<u>5,820,721</u>	<u>37,959,032</u>

**SCHEDULES FORMING PART OF
THE BALANCE SHEET AS AT 31ST MARCH, 2010**

	As at 31.03.2010 Rs.	As at 31.03.2009 Rs.
SCHEDULE-H		
SUNDRY DEBTORS		
(Unsecured, Considerd Good)		
Debts outstanding more than six months	4,634,210	-
Other Debts - Considered Good	60,877,412	147,578,774
	65,511,622	147,578,774
TOTAL	<u>65,511,622</u>	<u>147,578,774</u>
SCHEDULE-I		
CASH AND BANK BALANCES		
Cash on Hand	233,195	101,775
Balance with Scheduled Banks		
In Current Accounts	597,012	781,893
In Fixed Deposits Account	13,799,411	12,921,760
Interest accrued but not due	203,497	203,496
	14,833,115	14,008,924
TOTAL	<u>14,833,115</u>	<u>14,008,924</u>
SCHEDULE-J		
LOANS AND ADVANCES		
(Unsecured, considered good)		
Advance Recoverable in cash or kind or for Value to be Received	32,528,778	4,801,670
Prepaid Taxes	816,100	9,969,032
Pre-paid Expenses	-	-
Deposits with Government Bodies and others	2,483,198	4,153,614
	35,828,076	18,924,316
TOTAL	<u>35,828,076</u>	<u>18,924,316</u>
SCHEDULE-K		
CURRENT LIABILITIES & PROVISIONS		
CURRENT LIABILITIES		
Sundry Creditors		
For Goods and Services	62,426,419	163,719,860
PROVISIONS		
Provision for Expenses	946,265	819,977
Provision for Statutory Dues	3,296,726	272,650
	66,669,410	164,812,487
Advance from customers	-	-
TOTAL	<u>66,669,410</u>	<u>164,812,487</u>
SCHEDULE-L		
MISCELLANEOUS EXPENDITURE		
(To the extent not written off)		
Deferred Revenue Expenditure	3180862+4076848	7,063,257
	-	-
TOTAL	<u>-</u>	<u>7,063,257</u>

SCHEDULES FORMING PART OF THE BALANCE SHEET AS AT 31st MARCH 2010

SCHEDULE - E											
PARTICULARS	RATE	GROSS BLOCK				DEPRECIATION / WRITE OFF				NET BLOCK	
		AS AT 01.04.2009	ADDITIONS	SALES/ ADJ.	AS AT 31.03.2010	AS AT 01.04.2009	FOR THE YEAR	ADJ.	AS AT 31.03.2010	AS AT 31.03.2010	AS AT 31.03.2009
GOODWILL		26,550,130			26,550,130	21,240,109		2,655,013	23,895,122	2,655,008	5,310,021
LAND		164,000			164,000	-			-	164,000	164,000
VEHICLES	9.5	1,462,529	-	-	1,462,529	590,447	138,940		729,387	733,142	872,082
OFFICE EQUIPMENT	4.75	4,786,236	49,804	34,250	4,801,790	1,952,168	225,980	(17,296)	2,160,852	2,640,938	2,834,068
FURNITURE & FIXTURE	6.33	19,869,556		42,750	19,826,806	7,617,436	1,252,331	(20,238)	8,849,528	10,977,278	12,252,120
COMPUTERS	16.21	18,967,565	772,187	1,557,500	18,182,252	13,184,252	2,737,710	(417,162)	15,480,007	2,702,245	5,783,313
COPY RIGHT & BRAND		3,500,000			3,500,000					3,500,000	3,500,000
ELECTRICAL I NSTALLAION	4.75	1,107,254			1,107,254	214,359	52,595		266,954	840,300	892,895
TOTAL		76,407,270	821,991	1,634,500	75,594,761	44,798,772	4,407,556	2,200,317	51,381,850	24,212,911	31,608,499
PREVIOUS YEAR		70,121,444	6,962,702	676,876	76,407,270	37,965,735	4,178,024	2,655,013	44,798,772	31,608,498	32,155,708

**SCHEDULES FORMING PART OF
THE BALANCE SHEET AS AT 31ST MARCH, 2010**

	As at 31.03.2010 Rs.	As at 31.03.2009 Rs.
SCHEDULE-M		
SALES		
Domestic	244,751,533	297,017,265
TOTAL	<u>244,751,533</u>	<u>297,017,265</u>
SCHEDULE-N		
OTHER INCOME		
Miscellaneous Receipts	19,917	-
Interest on FD	1,455,177	673,880
Profit on Sale of shares	-	-
License Fees - Franchise	200,000	-
Sales Tax Refund	-	340,086
Service Charges	-	19,273
Exchange Gain	-	-
Surrender of LIC Policy	702,175	196,400
Sales Incentives	1,455,733	49,000
TOTAL	<u>3,833,002</u>	<u>1,278,639</u>
SCHEDULE-O		
I) COST OF TRADE FINISHED GOODS		
Opening Stock	37,977,369	43,079,377
Add: Purchases	156,902,184	238,135,031
Less: Closing Stock	5,820,721	37,977,369
TOTAL	<u>189,058,832</u>	<u>243,237,039</u>

**SCHEDULES FORMING PART OF
THE BALANCE SHEET AS AT 31ST MARCH, 2010**

	As at 31.03.2010 Rs.	As at 31.03.2009 Rs.
SCHEDULE-P		
EXPENSES		
Employees remuneration and benefits	11,348,306	12,114,261
Travelling Expenses		
Others - Local	764,662	643,743
Others - Foreign	453,277	294,748
Directors - Foreign	709,177	154,640
Directors - Local	35,294	1,208,573
Communication Expenses	654,931	896,232
Legal & Professional Charges	725,689	2,095,856
Selling & Distribution Expenses	6,622,938	2,165,252
Rates & Taxes	26,210	280,623
Power & Water	1,232,944	1,432,208
Staffwelfare	178,890	257,836
Printing & Stationery	1,099,555	975,799
Vehicle Expenses	280,861	281,375
Office Maintenance	97,809	117,236
Share Transfer / Agent Fee	28,872	0
Directors Remuneration	6,000	-
Miscellaneous Expenses	1,083,300	5,918,271
Administrative Expenses	1,600,661	2,214,954
Bad debt written off	-	-
Rent	7,361,242	11,887,707
Audit Remuneration	50,000	100,000
Sundry Balances W/Off	10,937,249	-
Sundry Balances W/Back	(3,198,938)	-
TOTAL	42,098,929	41,946,183
SCHEDULE-Q		
INTEREST & FINANCIAL CHARGES		
On Working Capital (Net)	4,350,865	4,341,596
On Vehicle Loan	1,685	20,518
TOTAL	4,352,550	4,362,114
SCHEDULE-R		
GOODWILL WRITTEN OFF		
Goodwill - 1/10 for the year	2,655,013	2,655,013
TOTAL	2,655,013	2,655,013

SCHEDULE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2010 PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH, 2010

SCHEDULE - S: NOTES ON ACCOUNTS

I. SIGNIFICANT ACCOUNTING POLICIES

a) FIXED ASSETS

Fixed assets are stated at cost less accumulated depreciation. The cost of an asset comprises its purchase price and any directly attribute cost of bringing it into working condition for an intended use. Expenditure for additional improvements is capitalized. When assets are sold or discarded, their cost and accumulated depreciation are included in the profit & loss account.

b) DEPRECIATION

Depreciation on fixed asset has been provided on the straight-line method as per the rates prescribed under schedule XIV of the Companies Act, 1956. For Assets acquired on 31.03.2010, Depreciation will be provided from next financial year 2010-11.

c) FOREIGN CURRENCY TRANSACTIONS

Transactions arising in Foreign Currencies of import of material during the year are converted at the rate prevailing on the date of transactions. Liabilities payable in Foreign Currency are restated at the year end exchange rate and differences arising from such restatement are included in profit & loss account.

d) INVENTORIES

Inventories are valued at cost or net realizable value whichever is lower.

e) GRATUITY

The liability for Gratuity has not been provided, since there were no eligible employees for Gratuity as at the end of financial year.

f) LEAVE ENCASHMENT

Payment on account of leave encashment is not accruable at the end of the financial year as leave get lapsed on the last day of the fiscal year as per company's circular issued to its employees.

g) MISCELLANEOUS EXPENDITURE (TO THE EXTENT NOT W/OFF)

- i) Goodwill on arising on amalgamation being written off over a period of ten years.
- ii) Preliminary expenses and capital issue expenses are being written off over a period of five and ten years respectively.

h) INVESTMENTS

Investments are long term in nature and have been stated at cost.

i) REVENUE RECOGNITION

Revenue from the sale of goods is recognized upon passage of title to the customer, which generally coincides with their delivery. Sales are recorded net of trade discounts, rebates, and sales taxes but includes excise duty, where applicable.

j) INCOME TAX

Deferred tax assets relating to unabsorbed carry forward losses and depreciation are recognized only to the extent there is virtual certainty that the same can be realized in future and in respect of other items where there is reasonable certainty as to realization.

II OTHER NOTES

1. Contingent liabilities not provided for in the accounts, as certified by the management.
 - a). Letters of credit issued by the banks on behalf of the company Rs.518.25 Lacs (Previous year Rs.557.13 Lacs)
2. Balances are relied upon as per books wherever the confirmations from debtors/creditors are not available.
3. Interest is net off of interest received on Fixed Deposits kept with the bank against margin money towards letters of credit/ bank guarantee Rs. 43.48 lacs.(Previous year Rs.43.42 lacs).

4. Related Party Disclosures : Based on information provided by management.

Name of Related Party	Relationship	Nature of Transaction	Transaction Value	Balance Outstanding Payable as Balance sheet Date
ALOK GUPTA	Director	Remuneration	12.00 Lac	NIL
ALOK GUPTA	Director	Advance received and returned	5.33 Lac	1.67 Lac
ABHIJIT A GUPTA	Son of a Director	Remuneration	5.35 Lac	NIL
DIVYA GUPTA	Wife of a Director	No transaction during the year	NIL	6.65 Lac
RAJAT DILWALI – DELHI	Relative of a Director	No transaction during the year	22.00 Lac	22.00 Lac
ADV -ALLWELL INVESTMENT PVT LTD	A company in which relative of a Director is interested.	No transaction during the year	NIL	0.32 Lac
ADV - GEMINI HITECH INDIA PVT. LTD.	A company in which relative of a Director is interested.	No transaction during the year	NIL	1.36 Lac
ADV -MICROLYTIC TECH SER. P.LTD	A company in which relative of a Director is interested.	No transaction during the year	NIL	2.54 Lac
ADV - NORTHSTAR INTERNATIONAL PVT. LTD.	A company in which relative of a Director is interested.	No transaction during the year	NIL	1.95 Lac
DV - ASPRINGFIELD ENTERTAINMENT PVT. LTD.	A company in which relative of a Director is interested.	No transaction during the year	NIL	0.12 Lac
ACI ECOTECH	A company in which relative of a Director is interested.	Advance received and returned	94.96 Lac	14.39 Lac
ADV-AVERA CHEMICAL PVT LTD.	A company in which relative of a Director is interested.	Advance received and returned	2.70 Lac	0.37 Lac
ALPINE INTERNATIONAL PVT LTD	A company in which relative of a Director is interested.	No transaction during the year	NIL	0.80 Lac
P N GUPTA HUF	A HUF in which Director is a member	Advance received and returned	0.14 Lac	3.64 Lac
ADV - AVERA FOOD	A company in which relative of a Director is interested.	No transaction during the year	NIL	0.36 Lac
Deposit - Rent - Varsha - APGHUF	A HUF in which Director is a member	Deposit paid.	3.75 Lac	3.75 Lac
ALOK P GUPTA - HUF – RENT	A HUF in which Director is a member	Rent Paid.	19.12 Lac	3.43 Lac
ALOK P GUPTA - HUF	A HUF in which Director is a member	Advance received.	6.00 Lac	6.00 Lac
AVERA CHEMICALS PVT LTD.- DR	A company in which relative of a Director is interested.	Advance received and returned	NIL	1.53 Lac

5. As certified by the management, there are no dues outstanding to any Micro Small and Enterprises as at the end of the year.
6. Inventory has been valued by the company at cost or market values whichever is lower on the basis of Valuation Report prepared by a Chartered Engineer and the same has been accepted by the auditors in view of the technical nature of the products.
7. Cash Balance as at end of financial year has been verified and certified by the management of the Company and the auditors has relied upon the same.
8. In the Opinion of the Board of Directors, the Current assets, loans & advances are stated at net realizable value.
9. Auditor's Remuneration is towards Statutory Audit Fees of Rs.50,000/-.(Previous Year Rs.100,00/-)
10. Additional information pursuant to the provisions of Par 2,4 (c) & (d) have Para ii of schedule VI of the Companies Act, 1956.

Opening Stock of Finished Goods And Work in Progress Finished		2009-2010		2008-2009	
Finished Goods	Units	Qty.	Value (in Lacs)	Qty.	Value (in Lacs)
Systems – Trading	Nos.				
Hard Disk Drives	Nos.	5157	194.20	7756	289.55
Internet Security	Nos.	35415	64.34	6256	24.18
Notebook	Nos.	106	4.70	106	4.7
Handset	Nos.	321	16.81	366	18.91
USB Products			63.89		63.89
Others			35.83		29.56

Closing Stock of Finished Goods And Work in Progress Finished		2009-2010		2008-2009	
Finished Goods	Units	Qty	Value (in Lacs)	Qty.	Value (in Lacs)
Hard Disk Drives	Nos.			5157	194.20
Notebook	Nos.			106	4.70
USB Products					63.89
Handset	Nos.			321	16.81
Internet Security	Nos.	31837	34.29	35415	64.34
Prepaid SIM Card		15	0.04	0	0
Wowtel	Nos.	5669	7.87		
Others			16.00		35.83

Particulars of Sales		2009-2010		2008-2009	
	Units	Qty.	Value (in Lacs)	Qty.	Value (in Lacs)
Telecom	Nos.	0	10.76	0	
Internet Security	Nos	184911	400.72	299292	767.36
Metals	M.Tons	2695.2	1247.34	3284.67	2032.21
Others			808.66		170.60

(a)	Expenditure incurred in Foreign Currency:	RS.(IN LACS)	RS.(IN LACS)
	Travelling	8.04	1.36
	Sales Promotion	0	0
	Import Purchase	0	379.56
(b)	Earnings in foreign exchange	-	-

11. There was no employee who was in receipt of or was entitled to receive emoluments amounting to the aggregate of Rs.24 lakhs (Previous year of Rs.24 lakhs) or more per annum if employed throughout the year or Rs.2 lakhs or more per month if employed for part of the year.
12. Previous year figures have been regrouped/ rearranged wherever necessary.

**For M.V.KRISHNAMOORTHY
CHARTERED ACCOUNTANTS**

For and on behalf of the Board

**M.V.KRISHNAMOORTHY
PROPRIETOR
M.NO. 05859**

**ALOK P GUPTA
Director**

**OM PRAKASH BOHRA
Director**

**DAMODAR VYAS
Director**

Place: Mumbai

Date : 6th August,2010

Balance Sheet Abstract and Company's General Business Profile :

I) Registration Details :

Registration Number : 3749
Balance Sheet Date : 31-03-2010 State Code : 01

II) Capital Raised during the year (Rs. in Lakhs) :

Public Issue : NIL
Bonus Issue : NIL
Private Placement : NIL
Right Issue : NIL

III) Position of Mobilisation and Deployment of Funds (Rs. in Thousands) :

Total Liabilities 193,054.55 Total Assets 193,054.55

Sources of Funds

Paid up Capital 81,490.90
Reserves & Surplus 0.00
Secured Loans 0.00
Unsecured Loan 5,837.08

Application of Funds

Net Fixed Assets 2,421.29
Investments 0.00
Net Current Assets 5,532.41
Miscellaneous Expenditure Nil
Profit & Loss Account 43,365.09

IV) Performance of Company (Rs. in Thousands) :

Total Turnover/Income 24,858.45
Total Expenditure 23,551.03
Profit / (Loss) Before Tax 13.81
Provision for Taxation 0.00
Profit / (Loss) After Tax 13.81
Earning Per Share (Rs.) 0.00
Dividend Rate (Equity) 0.00

V) Generic Name of three Principal Products of the Company (As per Monetary Terms) :

Item Code No. 8471410
(ITC Code) :

Product Description : IT Products, Telecom Products

For and on behalf of the Board

Director

Director

Place : Mumbai

Date : 6/08/2010

ACI INFOCOM LIMITED

Registered Office : 218, Vasan Udyog Bhavan, Senapati Bapat Marg,
Opp. High Street Phoenix, Lower Parel (W), Mumbai 400 013.

I, hereby record my attendance at the Twenty Eighth Annual General Meeting to be held on Wednesday, 30th September, 2010 at the registered office of the company situated at 218, Vasan Udyog Bhavan, Senapati Bapat Marg, Opp. High Street Phoenix, Lower Parel (W), Mumbai 400 013 at 10.30 a.m.

DP ID :		CLIENT ID :	
NAME AND ADDRESS OF SHAREHOLDER (IN BLOCK CAPITALS)		FOLIO NO.	

SIGNATURE OF THE SHARE HOLDER OR PROXY _____

ACI INFOCOM LIMITED

Registered Office : 218, Vasan Udyog Bhavan, Senapati Bapat Marg,
Opp. High Street Phoenix, Lower Parel (W), Mumbai 400 013.

PROXY FORM

DP ID :		CLIENT ID :	
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I/Weof.....
..... being a Member/Members of ACI INFOCOM LIMITED hereby
appointof.....
(or failing him)of.....

as my/our Proxy to attend and vote for me/us and on my/our behalf at the Wednesday, 30th September, 2010 at the registered office of the company situated at 218, Vasan Udyog Bhavan, Senapati Bapat Marg, Opp. High Street Phoenix, Lower Parel (W), Mumbai 400 013 at 10.30 a.m. and at any adjournment thereof.

AS WITNESS my hand/our hands this _____ day of _____ 2010.

SIGNATURE OF THE SHAREHOLDER OR PROXY _____



NOTE: The Proxy Form must be deposited at the Registered Office of the Company not less than 48 hours before the time of holding the Meeting. The Proxy need not be a member of the Company.

Folio No. _____

Name of the Shareholder(s) : _____

Book-Post
Printed Matter



If undelivered please Return to :

ACI Infocom Limited

218, VASAN UDYOG BHAVAN, SENAPATI BAPAT MARG,
OPP. HIGH STREET PHOENIX, LOWER PAREL (W), MUMBAI 400 013.
Tel No. : 40 37 19 99