

20th ANNUAL REPORT

2014-2015



Global

Infratech & Finance Limited

CORPORATE PROFILE

Board of Directors

Mr. AALLAN PAUL DIN: 06639742	-	Executive Director
Mr. SAMBASIVAIYER SWAMINATHAN DIN: 02800432	-	Independent Director
Mr. BASKARAN SATHYA PRAKASH DIN: 01786634	-	Independent Director
Mr. ALIYAR RIYA DIN: 07027295	-	Non-Executive Director

Key Managerial Personnel

Mr. RENGANATHAN RAMAN	-	Chief Financial Officer
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Statutory Auditor

M/s. Pradeep Gupta,
Chartered Accountants
54B, Station Plaza,
Station Road, Bhandup West,
Mumbai- 400 078

Secretarial Auditor

M/s. G.S. Bhide & Associates,
Company Secretaries,
D-301, Surya Society,
Charwada Road, G.I.D.C.,
Vapi: 396195

Registrar and Transfer Agent

M/s. PurvaSharegistry (India) Pvt. Ltd.
No-9, Shiv Shakti Industrial Estate,
Ground Floor, J. R. Boricha Marg,
Opp. Kasturba Hospital, Lower Parel,
Mumbai - 400 011
(T) (91)- 022-2301 6761 / 2301 8261
(F) (91)- 022-2301 2517
Email: purvashr@mtnl.net.in

Bankers

HDFC Bank
VIJAYA BANK
AXIS BANK
INDIAN OVERSEAS BANK

Registered Office

405, B Wing, 4th Floor,
Royal Sands CHS Limited,
Off New Link Road, Andheri (W),
Mumbai - 400 053
(T) (91)- 022-26342860

Annual General Meeting

Day : Tuesday
Date : 29.09.2015
Time : 10.00 A.M
Venue : "Ramee Guest Line Hotel,
462, A. B. Nair Road,
Opp. Sun-N-Sand Hotel,
Juhu, Vile Parle (W),
Mumbai-400 049"

Corporate Office

No. 14, 1st Floor,
Ramakrishna Street,
T.Nagar,
Chennai- 600 017
(T) (91)- 044-43522777

Web: www.globalinfrafin.com and www.gifl.in
Email: asianlakcfl@gmail.com

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NOTICE

Notice is hereby given that 20th Annual General Meeting of the members of GLOBAL INFRA TECH & FINANCE LIMITED, will be held on Tuesday, 29th day of September, 2015 at 10.00 a.m. at Ramee Guest Line Hotel, 462, A. B. Nair Road, opp. Sun-n-Sand Hotel, Juhu, Vile parle (w), Mumbai-400 049 to transact the following businesses:

ORDINARY BUSINESS:

Item 1: ADOPTION OF ACCOUNTS:

To receive, consider and adopt the Financial Statement of the Company for the financial year ended 31st March, 2015, including audited Balance Sheet as at 31st March 2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of Board of Directors and Auditors thereon.

Item 2: RE-APPOINTMENT OF MR. AALLAN PAUL, RETIREMENT BY ROTATION:

To appoint a Director in place of Mr. Aallan Paul (DIN: 06639742), who retires by rotation at this Annual General Meeting and being eligible has offered himself for re-appointment.

Item No. 3: APPOINTMENT OF AUDITORS:

To appoint Auditors of the Company and fix their remuneration and in this regard to consider and if thought fit to, pass the following resolution as a **Special Resolution**:

“RESOLVED THAT pursuant to the provisions of section 139, 140, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 as may be applicable, and pursuant to the resolution passed by the members at the 19th Annual General Meeting held on 26th September, 2014, where in M/s. Pradeep Gupta, Chartered Accountants, Mumbai (Membership No. 048979) was appointed as the auditors of the company to hold office from the conclusion of the 19th Annual General Meeting till the conclusion of the 24th Annual General Meeting, and subsequent written unwillingness letter received by the company from M/s. Pradeep Gupta, Chartered Accountants, Mumbai (Membership No. 048979), stating his unwillingness to continue as the Statutory Auditors of the company from the conclusion of the 20th Annual General Meeting, and on the recommendation of the Audit Committee, M/s. M Jhunjhunwala & Associates, Chartered Accountants (Firm Registration No. 328750E) be and is hereby appointed as Auditor of the Company to hold office from the conclusion of this the 20th Annual General Meeting till the conclusion of the 25th Annual General Meeting of the Company to be held in the year 2020 (subject to ratification of its appointment at every AGM), and that the Board of Directors be and is hereby authorized to fix the remuneration plus service tax, out-of-pocket, travelling, etc. payable to them, as may be mutually agreed between the Board of Directors of the Company and the Auditor.”

SPECIAL BUSINESS:

Item No. 4: APPOINTMENT OF MR. BASKARAN SATHYA PRAKASH AS INDEPENDENT DIRECTOR:

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read along with Clause 49 of the Listing Agreement, Mr. Baskaran Sathya Prakash (DIN : 01786634), who was appointed w.e.f., 29th December, 2014 as an Additional

cum Independent Director of the company by the Board of Directors at their meeting held on 29th December, 2014 and who ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and who is eligible for appointment in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the company to hold office for five consecutive years, for a term upto 28th December, 2019;

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and deeds to give effect to the above resolution."

Item No. 5: APPOINTMENT OF MS. ALIYAR RIYA AS NON-EXECUTIVE, NON-INDEPENDENT DIRECTOR:

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

"RESOLVED THAT" **RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and all other applicable provisions of the Companies Act 2013 and the Companies (Appointment and Qualification of Directors) Rules 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) to the Companies Act, 2013, Ms. Aliyar Riya (DIN: 07027295), who was appointed w.e.f 12th February, 2015, as an Additional Director cum Non-Executive, by the Board of Directors at their meeting held on 12th February, 2015 and who ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013 and who is eligible for appointment, in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as a Non-Executive Director of the company;

Item No. 6: ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION OF THE COMPANY:

To adopt new Articles of Association of the Company containing regulations in conformity with the Companies Act, 2013 and in this regard to consider and if thought fit, to pass the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 read with Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) along with The Companies (Amendment) Act, 2015, the draft regulations contained in the Articles of Association submitted to this meeting be and are hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company.;

"RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to do all such acts and deeds to give effect to the above resolution."

By order of the Board of Directors
For GLOBAL INFRATECH & FINANCE
LIMITED

Sd/-
AALLAN PAUL
(DIN: 06639742)
EXECUTIVE DIRECTOR

Date : 12th August, 2015
Place : Chennai

IMPORTANT NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, which sets out details relating to Special Business at the meeting, is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT PROXY/PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.** A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company.

Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board resolution to the Company, authorizing their representative to attend and vote on their behalf at the meeting.

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than 48 hours before the commencement of the meeting. A Proxy form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolution/authority, as applicable.

During the period beginning 24 hours before the time fixed for the commencement of the meeting and ending with the conclusion of the meeting, a member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, provided that not less than three days of notice in writing is given to the Company.

3. **Members / proxies** should bring the duly filled Attendance slip enclosed herewith to attend the meeting. Shareholders are requested to tender their attendance slips at the registration counters at the venue of the AGM and seek registration before entering the meeting hall. The shareholder needs to furnish the printed 'attendance slip' along with a valid identity proof such as the PAN card, passport, AADHAR card or driving license, to enter the AGM hall.
4. The Register of Members and the Share Transfer books of the Company will remain closed from Wednesday, 23rd September, 2015 to Tuesday, 29th September, 2015 (both days inclusive), for the purpose of Annual General Meeting.
5. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by the members at the AGM
6. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
7. Members holding shares in electronic form are hereby informed that bank particulars against their respective depository account will be used by the company for payment of dividend (declared if any). The company or its Registrars cannot act on any request received directly from the members holding share in electronic form for any change of bank particulars or bank mandates. Such changes are to be advised only to the Depository Participant of the Members. Members holding shares in physical form and desirous of either registering bank particulars or changing bank particulars already registered against their respective folios for payment of dividend are requested to write to the company.
8. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible.

Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified.

9. 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 the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company.
10. Additional information, pursuant to Clause 49 of the Listing Agreement with the Stock Exchanges in respect of the Directors seeking appointment/re-appointment at the Annual General Meeting, forms integral part of the notice. The Directors have furnished the requisite declarations for their appointment/re-appointment.
11. Electronic copy of the 20th Annual Report is being sent to all the members whose 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 20th Annual Report for 2015 is being sent in the permitted mode.
12. Members may also note that the 20th Annual Report will also be available on the Company's website www.gifl.in and www.globalinfrain.com for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office at Mumbai and Corporate Office at Chennai 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, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: asianlakcfl@gmail.com.
13. All documents referred to in the accompanying Notice and the explanatory Statement shall be open for inspection at the Registered Office and Corporate office of the company during normal business hours (10.00 am to 6.00 pm) on all working days except Saturdays, up to and including the date of the general meeting of the company.
14. No dividend has been proposed by the Board of Directors for the year ended 31st March, 2015.
15. **Voting through electronic means:**

In compliance with provision of section 108 of the companies Act, 2013 and Rules 20 of the companies (Management and Administration) Rules, 2014, the company will provide its members facility to exercise their right to vote in the 20th Annual General Meeting (AGM) by electronic means and the business may be transacted through remote e-voting Services provided by Central Depository Services (India) Limited (CDSL).

THE INSTRUCTIONS FOR MEMBERS FOR VOTING ELECTRONICALLY ARE AS UNDER:-

- (i) The voting period begins on Saturday, 26th September, 2015 (09.00 AM. IST) and ends on Monday, 28th September, 2015 (5.00 PM. IST). During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 22nd September, 2015 may cast their vote electronically. The remote 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:

Particulars	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 Global Infratech & Finance Limited.
 - (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.
16. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote through e-mail at asianlakcfl@gmail.com with a

copy marked to helpdesk.evoting@cdslindia.com, evoting@cdslindia.com on or before 28th September, 2015 upto 5:00 pm without which the vote shall not be treated as valid.

17. The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date of 22nd September, 2015.
18. The shareholders shall have one vote per equity share held by them as on the cut-off date of 22nd September, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
19. Any person, who acquires shares of the Company and becomes a shareholder of the Company after dispatch of the Notice of AGM and holds shares as of the cut-off date i.e. 22nd September, 2015, may obtain the login ID and password by sending a request at evoting@cdslindia.com and helpdesk.evoting@cdslindia.com. However, if you are already registered with CDSL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forget your password, you can reset the password by using 'Forgot User Details / Password' option available on www.evotingindia.com
20. A member may participate in the AGM even after exercising his right to vote through remote e-voting, but shall not be allowed to vote again at the AGM
21. The facility for voting through ballot will also be made available at the AGM, and members attending the AGM who have not already cast their vote by remote e-voting will be able to exercise their right at the AGM. Shareholders who have not cast their vote electronically, by remote e-voting may cast their vote at the AGM through ballot paper.
22. At the AGM, at the end of the discussion on the resolutions on which voting is to be held, the Chairman shall, with the assistance of the Scrutinizer, order voting through ballot paper for all those members who are present but have not cast their votes electronically using the remote e-voting facility.

23. Scrutiny of the Voting Process:

23.1 The Board of directors has appointed **Mr. Vishal Kumar Garg, Proprietor of M/s. Vishal Garg & Associates, Company Secretaries** as a scrutinizer to scrutinize the voting process (both electronic and physical) in a fair and transparent manner.

23.2 The Scrutinizer shall, immediately after the conclusion of voting at the AGM, count the votes cast at the AGM and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in employment of the Company. The Scrutinizer shall submit a consolidated Scrutinizer's Report of the total votes cast in favour of or against, if any, not later than three days after the conclusion of the AGM to the Chairman of the Annual General Meeting. The Chairman, or any other person authorized by the Chairman, shall declare the result of the voting forthwith.

23.3 The result, along with the Scrutinizer's Report, will be placed on the Company's website, www.gifl.in and www.globalinfrain.com and on the website of CDSL immediately after the result is declared by the Chairman or any other person authorized by the Chairman, and the same shall be communicated to the BSE Ltd.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4:

Mr. Baskaran Sathya Prakash (DIN : 01786634), is a Non-Executive (Independent Director) of the Company. He joined the Board of Directors on 29th December, 2014. He is the Chairman of the "Audit Committee" and a member of both the "Nomination & Remuneration Committee" and "Stakeholder Relationship Committee", of the Board of Directors of our Company. Mr. Baskaran Sathya Prakash ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, he being eligible and seeks re-appointment/appointment as an Independent Director for a term of five years.

Mr. Baskaran Sathya Prakash, aged 39, holds Masters Degree in Business Administration. He has more than a decade of experience in the field of information technology and media related activities including implementation of ERP solutions and project management. He has worked at various senior capacities with large software & media houses and has been responsible for devising and implementing marketing, operational and growth strategies for corporate. His contribution to the growth of the Company is incomparable. As an Independent Director of our Company with corporate acumen he brings value addition to our Company.

He holds Directorships in the following companies other than that of our Company;

Sr. No.	Name of the Company	Date of Appointment	Designation
1	Onesource Techmedia Limited	30/05/2008	Director
2	SaraaMediaworks Private Limited	29/09/2009	Director
3	SagarOnsys Institute of Gaming Multimedia and Animation Private Limited	03/04/2012	Director
4	REVPL Aagro Research Private Limited	13/05/2013	Director
5	Carewell Industries Limited	30/05/2015	Managing Director
6	Raaj Internet (I) Private Limited	25/05/2015	Director

Details of his membership/chairmanships in Committees of Board other than that of our Company;

Sr. No.	Name of the Company	Name of the Committee	Designation
1	OnesourceTechmedia Limited	Audit Committee	Chairman
		Nomination Remuneration Committee	Member
		Stakeholders Relationship Committee	Member
2	Carewell Industries Limited	Audit Committee	Member
		Stakeholders Relationship Committee	Member

Mr. Baskaran Sathya Prakash, does not hold any shares of the Company.

Mr. .Baskaran Sathya Prakash, during the FY 2014-2015 attended all the five meeting of Board of Directors held on or after the date of her appointment.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mr.Baskaran Sathya Prakash, for the office of Independent Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

Section 149 of the Act inter alia stipulates the criteria of independence should a company propose to appoint an independent director on its Board. As per the said Section 149, an independent director can hold office for a term up to 5 (five) consecutive years on the Board of a company and he shall not be included in the total number of directors for retirement by rotation.

The Company has received from Mr. Baskaran Sathya Prakash;

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
- (ii) Intimation of Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013 and
- (iii) A declaration to the effect that he meets the criteria of independence as provided in Sub-Section (6) of Section 149 of the Companies Act, 2013.

He is not related to any of the other Director(s), and KMP(s) of the Company.

The Resolution seeks the approval of members for the appointment of Mr. Baskaran Sathya Prakash, as an Independent Director of the Company up to 28th December, 2019 pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. He is not liable to retire by rotation.

In the opinion of the Board of Directors, Mr. Baskaran Sathya Prakash, the Independent Director proposed to be appointed, fulfils the conditions specified in the Act and the Rules made thereunder and he is independent of the Management. A copy of the draft letter for appointment of Mr. Baskaran Sathya Prakash, as an Independent Director setting out the terms and conditions is available for inspection without any fee by the members at the Company's registered office during normal business hours on working days up to the date of AGM.

The Board considers that his continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mr. Baskaran Sathya Prakash, as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Baskaran Sathya Prakash, as an Independent Director, for the approval by the shareholders of the company.

This Explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchanges.

No director, key managerial personnel or their relatives, except Mr. Baskaran Sathya Prakash, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 4 for the approval of the Members as ordinary resolution.

Item No. 5:

Mrs. Aliyar Riya (DIN: 07027295), is a Non-Executive, Non Independent Director of the Company, She joined the Board of Directors on 12th February, 2015. She is the of the "Nomination and Remuneration Committee" and Chairman of Stakeholders Relationship Committee, of the Board of Directors of our Company and Mrs. Aliyar Riya (DIN: 07027295), who ceases to hold office at this Annual General Meeting pursuant to Section 161 of the Companies Act, 2013. In terms of Section 149 and any other applicable provisions of the Companies Act, 2013, she being eligible and seeks re-appointment/appointment as a Director of the Company.

Mrs. Aliyar Riya, aged 34 years, holds a Degree of Master of Business Administration. She has about a decade experience in the field of Finance and Administration. Her contribution to the growth of the Company is incomparable.

She does not hold Directorships in any other companies other than that of our Company;

Mrs. Aliyar Riya does not hold any membership/chairmanships in Committees of Board other than that of our Company.

Mrs. Aliyar Riya does not hold any Equity Shares in M/s. Global Infratech & Finance Limited.

Mrs. Aliyar Riya during the FY 2014-2015 attended one meeting of Board of Directors held after the date of her appointment.

The Company has received notice in writing under the provisions of Section 160 of the Companies Act, 2013, from a member along with a deposit of Rs. 1,00,000/- proposing the candidature of Mrs. Aliyar Riya for the office of Director, to be appointed as such under the provisions of Section 149 of the Companies Act, 2013.

The Company has received from Mrs. Aliyar Riya (DIN: 07027295)

- (i) Consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules 2014,
- (ii) Intimation of Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under Sub-Section (2) of Section 164 of the Companies Act, 2013 and

The Resolution seeks the approval of members for the appointment of Mrs. Aliyar Riya as a Non-Executive Director of the Company pursuant to Section 149 and other applicable provisions of the Companies Act, 2013 and Rules made thereunder. She is liable to retire by rotation.

The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail the services of Mrs. Aliyar Riya as a Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs. Aliyar Riya as a Director, for the approval by the shareholders of the company.

This Explanatory statement may also be regarded as a disclosure under Clause 49 of the Listing agreement with the Stock Exchange.

No director, key managerial personnel or their relatives, except Mrs. Aliyar Riya, to whom the resolution relates, is interested or concerned in the resolution.

The Board recommends the resolution set forth in Item No. 5 for the approval of the Members as ordinary resolution.

Item No. 6 :

The Articles of Association of the company as currently in force was adopted pursuant to the provisions under the Companies Act, 1956. The reference to specific sections of the Companies Act, 1956 in the existing Articles of Association may no longer be in conformity with the Companies Act, 2013 and also as per Companies Amendment Rules 2015. Considering that substantive sections of the Companies Act, 2013 which deal with the general working of the Companies stand notified, it is proposed to amend the existing Articles of Association to align it with the provisions of Companies Act, 2013 including rules framed thereunder and adoption of specific sections of Table - F of Schedule

I of the Companies Act, 2013 which sets out to the model articles of association for a company limited by shares.

Some of the Articles of the existing Articles of Association of the Company require alteration or deletions, material changes. Certain provisions of existing Articles of Association have been simplified by providing reference to relevant Sections to the Companies Act, 2013 and the Rules framed there under, to avoid repetition in its entirety.

The proposed new draft of Articles of Association is uploaded in the Company's website at www.gifl.in and www.globalinfrain.com for perusal by the shareholders. The amendments inter alia include (i) appointment of independent and Women Directors and Key Managerial Personnel (ii) communication through electronic media (iii) to omit Common seal(iv) aligning with new Act and empowering the Company/Board to do some acts, which require Article permission etc.

A copy of the proposed new set of the articles of association of the Company would be available for inspection at the registered office of the Company situated at 405, B Wing, 4th Floor, Royal Sands CHS Limited, Off New Link Road, Andheri (W), Mumbai- 400 053 and at the Corporate office situated at No:14, 1st Floor, Ramakrishna Street, T.Nagar, Chennai - 600 017 on all working days except Saturdays and Public Holidays from between 10.00 A.M and 6.00 P.M upto the date of Annual General Meeting of the Company.

None of the Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No.6 of the Notice.

The Board commends the Special Resolution set out at Item No. 6 of the Notice for approval by the shareholders.

**By order of the Board of Directors
FOR GLOBAL INFRATECH & FINANCE LIMITED**

**Sd/-
AALLAN PAUL
(DIN: 06639742)
EXECUTIVE DIRECTOR**

**Date : 12th August, 2015
Place : Chennai**

DIRECTOR'S REPORT

Dear Members,

We are pleased to present the report on our business and operations for the year ended 31st March, 2015.

1. Results of our Operations:

The Company's financial performance for the year ended 31st March, 2015 is summarised below;

Particulars	Rs. in Lacs	
	FY 2014-2015	FY 2013-2014
Revenue from Operations	3819.64	2482.45
Other Operating Income	16.55	4.64
Total Income	3836.19	2487.09
Total Expenses	3725.14	2253.82
Profit Before Tax & Extraordinary Items	111.05	233.26
Tax Expense		
-Current Tax	35.25	72.08
-Deferred Tax Liability/(Assets)	0.17	-
Net Profit for the Year	75.63	161.18

a. Review of operations and affairs of the Company:

During the year under review, the Company has earned a profit before Interest, Depreciation & Tax of Rs. 130.55 lacs as compared to previous year Rs. 237.19 lacs. The net profit for the year under review has been Rs.75.63 lacs as compared to the previous year net profit Rs. 161.18 lacs. The Company is into the Business of providing financial assistance, as a part of treasury operation to corporate Houses and HNIs as well as investing its surplus funds in Equity Market and the company is also into the business of Infra-project.

SEBI vide its Ex-parte Ad- Interim Order No. WTM/RKA/ ISD/ 162 /2014 dated 19th December, 2014 issued under sections 11(1), 11(4) And 11B of The Securities and Exchange Board of India Act, 1992 in the matter of First Financial Services Ltd has barred your company from accessing the Securities Market till further directions, thus cutting off the Investment wing of the company, which has caused fall in the revenues of the Company. Your company is taking necessary steps to vacate the said order so as far as it related to your Company.

Your company is constantly making endeavours to in tapping the new opportunities.

b. Dividend:

Your Directors do not recommend any dividend for the year under review, and has decided to retain the surplus with the company for furthering the growth of the Company.

c. Transfer to Reserves:

Out of the Net Profit of Rs. 75.63 lacs for the FY 2014-2015, Rs, 15.13 lacs has been transferred to Statutory Reserve A/c in compliance with the Section 45 IC (i) of the Reserve Bank Act, 1934 and balance is retained as Surplus.

d. Deposits:

During the year under review, your company has not accepted any deposits from the public within the meaning of section 76 of the Companies Act 2013 and the rules there under. There are no public deposits, which are pending for repayment.

e. Particulars of contracts or arrangements made with related parties:

The company has not entered in to any contracts or arrangements with related parties referred to in section 188(1) of the Companies Act, 2013, during the financial year under review. The Policy on Related Party Transaction is available on our website www.globalinfrafin.com , www.gifl.in.

f. Variation in market Capitalization:

Particulars	As at 31 st March, 2015	As at 31 st March, 2014	Increase / Decrease in %
Market Value per share	12.80	40.40	(68.32)
No. of Shares	26,24,08,300	23,85,53,000	-
Market Capitalization	335,88,26,240	963,75,41,200	(62.34)
EPS	0.03	0.06	
Price earnings ratio	426.66	673.33	(36.63)
Percentage increase/decrease in the Market Price of the Shares in comparison with the last IPO ⁽¹⁾			1180.00

Note: ⁽¹⁾ The IPO of the company was brought out in the FY 1995-1996 at a rate Rs. 10/- per Share, The face value per share of the Company at the time of IPO was Rs. 10/- per share. For the purpose of the calculation, necessary adjustment has been carried, as the Company during the FY 2012-2013 sub-divided the face value of the shares from Rs. 10/- per share to Re. 1 per share.

g. Management's Discussion and Analysis:

Management's Discussion and Analysis Report for the year under review, as stipulated under Clause 49 of the Listing Agreement with the Stock Exchanges, is appended as **Annexure I** to this report.

h. Director's Responsibility Statement:

Pursuant to Section 134(3)(c) and Section 134(5) of the Companies Act, 2013, the Board of Directors, to the best of their knowledge and ability, confirm that:

- in the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- 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 that period;
- the directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 (erstwhile Companies Act, 1956) for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- the directors have prepared the annual accounts on a going concern basis;
- the directors have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;
- the directors have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

i. Recommendations of the Audit Committee:

During the year under review, all the recommendations made by the Audit Committee were accepted by the Board.

j. Major Change in the Share Capital of the Company:

The Board of Director at the Board meeting held on 17th November, 2014 allotted 2,38,55,300 Equity Shares of Re. 1/- each as Bonus Shares to the existing Shareholders of the Company in the ratio of 1 Equity Shares for every 10 Equity shares held by the members as on the record date (i.e, 17th November, 2014) in accordance with the approval for Bonus received from the Shareholders of the company at the 19th Annual General Meeting held on 29th September, 2014 and subsequent necessary approvals from BSE Limited. The Said Bonus shares were listed and permitted to trade on the BSE Limited with effect from Wednesday, November 26, 2014.

2. Human Resource Management:

To ensure good human resources management at Global Infratech & Finance Limited, we focus on all aspects of the employee lifecycle. This provides a holistic experience for the employee as well. During their tenure at the Company, employees are motivated through various skill-development, engagement and volunteering programs. All the while, we create effective dialogs through our communication channels to ensure that the feedback reach the relevant teams, including the leadership.

a. Particulars of employees:

The table containing the details of remuneration of Directors and Employees in accordance with the provisions of Section 197(12) of the Companies Act, 2013, read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, is appended as **Annexure II** to this report.

There are no employees who were in receipt of remuneration in excess of the ceiling prescribed in the Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.

The Company currently do not provide any Employee Stock Option Scheme/Employee Stock Purchase Scheme to its employees.

b. Key Managerial Personnel:

i. Managing Director or Chief Executive Officer or Manager and in their absence, a Whole-Time Director:

- Mr. Pravin Tukaram Sawant (DIN: 00701127) was the Managing director of the Company from 29th September, 2011 and resigned from the Directorship of the company on 12th February, 2015.
- Mr. Aallan Paul (DIN: 06639742) is the Whole Time Director of the Company w.e.f., 01st October, 2014.

ii. Company Secretary:

- During the year under review, the Board did not find a suitable candidate for the position of Company Secretary. The Board is in the Process of identifying a suitable candidate for the position of Company Secretary.

iii. Chief Financial Officer:

- Mr. Renganathan Raman has been appointed as the CFO of the Company w.e.f., 28th May, 2014.

3. Corporate Governance:

Corporate governance is an ethically driven business process that is committed to values aimed at enhancing an organization's brand and reputation. This is ensured by taking ethical business decisions and conducting business with a firm commitment to values, while meeting stakeholders' expectations. At Global Infratech & Finance Limited, it is imperative that our company affairs are managed in a fair and transparent manner. This is vital to gain and retain the trust of our stakeholders. The Company is committed to maintain the highest standards of corporate governance and adhere to the corporate governance requirements set out by SEBI. The Company has also implemented several best corporate governance practices as prevalent globally.

The Report on corporate governance as stipulated under Clause 49 of the Listing Agreement is appended as **Annexure III** to this report.

a. Auditors' certificate on corporate governance:

As required by Clause 49 of the Listing Agreement, the auditors' certificate on corporate governance is appended as **Annexure IV** to this report.

b. Compliance Department:

Mr. Aallan Paul (DIN : 06639742), Executive Director of the Company was appointed as the Compliance Officer of the Company at the Board Meeting held on 24th March, 2015. The Board is in the Process of identifying a suitable candidate for the position of Company Secretary cum Compliance Officer.

The compliance department of the company is responsible for independently ensuring that the operating and business units comply with regulatory and internal guidelines. New instructions/guidelines issued by the regulatory authorities were disseminated across the company to ensure that the business and business units operate within the boundaries set by the regulators and that compliance risks are suitably monitored and mitigated in course of their activities & processes.

c. Information on the Board of Directors of the Company:

During the year under review, following changes took place in the Composition of Board of Directors of the Company;

- (i) The Board of Directors at their Meeting held on 28th May, 2014 had appointed Mr. Sambasivaier Swaminathan (DIN: 02800432) as Additional cum Independent Director of the Company w.e.f., 28th May, 2014
- (ii) The Shareholders at the Annual General Meeting of the Company held on 26th September, 2014 approved the appointment of;
 - a. Mr. Aallan Paul (DIN : 06639742) as Executive, Whole time Director of the Company w.e.f. 1st October 2014
 - b. Mr. Sambasivaier Swaminathan (DIN: 02800432) as Independent Director of the Company to hold office for a term of five consecutive years till 27th May, 2019.
 - c. Mr. Ashok Bothra (DIN: 01734863) as the Independent Director of the Company to hold office for a term of five consecutive years till 31st March, 2019.

- (iii) The Board of Directors of the Company at the Meeting held on 20th December, 2014 approved the following:
 - a. Appointment of Mr Abdul Rahman Amannulla (DIN: 06591320) as the Additional Director cum Independent Director w.e.f., 20th December, 2014 to hold office till the conclusion of the ensuing Annual General Meeting.
 - b. Taking on record the resignation of Mr. Ashok Bothra (DIN: 01734863) from the directorship of the company w.e.f., 04th December, 2014.
- (iv) The Board of Directors of the Company at the Meeting held on 29th December, 2014 had appointed Mr Baskaran Sathya Prakash (DIN: 01786634) as the Additional cum Independent Director w.e.f. 29th December, 2014 to hold office till the conclusion of the ensuing Annual General Meeting.
- (v) The Board of Directors of the Company at the Meeting held on 12th February, 2015 approved the following:
 - a. Appointment of Mrs. Aliyar Riya (DIN: 07027295) as the Additional Cum Non- Executive Director, Non Independent Director w.e.f. 12th February, 2015 to hold office till the conclusion of the ensuing Annual General Meeting.
 - b. Taking on record the resignation of Mr. Pravin Tukaram Sawant (DIN: 00701127), from the directorship of the company w.e.f., 12th February, 2015.
- (vi) The Board of Directors of the Company at the Meeting held on 24th March, 2015 accepted the resignation of Mr. Abdul Rahman Amannulla (DIN: 06591320) from the directorship of the Company w.e.f 24th March, 2015

In compliance with the Companies Act, 2013 the following directors are proposed to be appointed as Director/Independent Directors/Executive Director of the Company by the approval of the Share Holders of the Company;

- (i) Mr Baskaran Sathya Prakash (DIN: 01786634) be regularised as the Independent Director of the Company to hold office from 29th December, 2014 till 28th December, 2019 under the provision of Section 149 of the Companies Act, 2013 and rules thereof.
- (ii) Ms. Aliyar Riya (DIN: 07027295) be regularised as the Director of the Company.

d. Board Diversity:

The Company recognizes and embraces the importance of a diverse board in its success. We believe that a truly diverse board will leverage differences in thought, perspective, knowledge, skill, regional and industry experience, cultural and geographical background, age, ethnicity, race and gender, which will help us, retain our competitive advantage. The Board has adopted the Board Diversity Policy which sets out the approach to diversity of the Board of Directors. The Board Diversity Policy is available on our website www.globalinfrafin.com, www.gifl.in.

e. Details with regards to meeting of Board of Directors of the Company:

During the FY 2014-2015, 17 (Seventeen) meetings of the Board of Directors of the Company were held. For further details with regards to the meeting of Board of Directors, please refer to the Corporate Governance Report which forms part of this Report.

f. Policy on directors' appointment and remuneration:

The current policy is to have an appropriate mix of executive, non-executive and independent directors to maintain the independence of the Board, and separate its functions of governance and management. As on 31st March, 2015, the Board consist of 4 Members, 1 of whom is an

Executive Director and 1 of whom is an Non-Executive Director and the 2 are Independent Directors. The Board periodically evaluates the need for change in its composition and size.

The Policy of the Company on Director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of director and other matters provided under Section 178(3) of the Companies Act, 2013, adopted by the Board, is appended as **Annexure V** to this report. We affirm that the remuneration paid to the director is as per the terms laid out in the said policy.

g. Declaration by Independent Directors:

The Company has received necessary declarations from each Independent Director under Section 149(7) of the Companies Act, 2013, that he/she meets the criteria of independence laid down in Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

h. Training of Independent Directors:

Every new Independent Director at the time of appointment is issued a detailed Appointment Letter incorporating the role, duties and responsibilities, remuneration and performance evaluation process, Code of Conduct and obligations on disclosures.

Further every new Independent Director is provided with copy of latest Annual Report, the Code of Conduct, the Code of Conduct for Internal Procedures and to Regulate, Monitor and Report Trading by Insiders ("Code of Conduct - PIT") and the Code of Practices & Procedures for Fair Disclosure of Unpublished Price Sensitive Information (the "Fair Practice Code"), Tentative Schedule of upcoming Board and Committee meetings.

The Company through its Executive Directors / Key Managerial Personnel conduct programs / presentations periodically to familiarize the Independent Directors with the strategy, operations and functions of the Company.

Thus such programs / presentations provides an opportunity to the Independent Directors to interact with the senior leadership team of the Company and help them to understand the Company's strategy, business model, operations, service and product offerings, markets, organization structure, finance, human resources, technology, quality, facilities and risk management and such other areas as may arise from time to time. The Policy on the Familiarization Programme for Independent Directors is available on our website www.globalinfrafin.com, www.gifl.in.

i. Board's Committees:

Currently, the Board has three committees: the audit committee, the nomination and remuneration committee, and the stakeholders relationship committee. All committees are appropriately constituted.

A detailed note on the Board and its committees, including the details on the dates of Committee Meetings is provided under the Corporate Governance report section in this Annual Report. The composition of the committees and compliances, as per the applicable provisions of the Act and Rules, are as follows:

Name of the Committee	Name of the Company Member	Position in the Committee
Audit Committee	Mr. Baskaran Sathya Prakash	Chairman
	Mr. Sambasivaier Swaminathan	Member
	Mr. Aallan Paul	Member
Nomination and Remuneration Committee	Mr. Sambasivaier Swaminathan	Chairman
	Mr. Bhaskaran Satya Prakash	Member
	Mrs. Aliyar Riya	Member
Stakeholders Relationship Committee	Mrs. Aliyar Riya	Chairman
	Mr. Aallan Paul	Member
	Mr. Bhaskaran Sathya Prakash	Member

j. Board Evaluation:

The board of directors has carried out an annual evaluation of its “own performance”, “Board committees” and “individual directors” pursuant to the section 134(3) of the Companies Act, 2013.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc.

The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee (“NRC”) reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole was evaluated, The same was discussed in the board meeting that followed the meeting of the independent Directors at which the report as submitted by the Independent Directors was taken on record and discussed.

k. Listing:

The equity shares of Global Infratech & Finance Limited (Scrip Code: 531463) are listed at BSE Limited.

Your Company paid the Listing Fees to the BSE Limited for the year 2014-15 as well as 2015-16 in terms of listing agreement entered with the said Stock Exchange. Further it is informed that the Company in FY 2013-2014 had applied for de-listing from Ludhiana Stock Exchange Limited and the approval for De-Listing was awaited, during this period, SEBI vide its Order No. WTM/RKA /MRD/166/2014 dated 30th December, 2014 has De-recognised the Ludhiana Stock Exchange Limited w.e.f., the date of the order, thus the securities of the company is deemed to be delisted from the Ludhiana Stock Exchange limited w.e.f., 30th November, 2014.

4. Auditors:**a. Statutory Auditor:**

Pursuant to the provisions of section 139, 140, 141 and 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules 2014 as may be applicable, M/s. Pradeep Gupta, Chartered Accountants, (Membership No. 048979) was appointed as the auditors of the company to hold office from the conclusion of the 19th Annual General Meeting till the conclusion of the 24th Annual General Meeting, subject to the ratification at every general meeting.

The Board of Directors at the meeting held on 12th August, 2015 took on record the written unwillingness letter received from M/s. Pradeep Gupta, Chartered Accountants, Mumbai (Membership No. 048979), stating his unwillingness to continue as the Statutory Auditors of the company from the conclusion of the 20th Annual General Meeting,

The Board of Directors of the Company on the recommendation of the Audit Committee, recommends that appointment of M/s. M Jhunjhunwala & Associates, Chartered Accountants (Firm Registration No. 328750E) as the Statutory Auditors of the company to hold office from the conclusion of this the 20th Annual General Meeting till the conclusion of the 25th Annual General Meeting of the Company to be held in the year 2020, subject to ratification of its appointment at every AGM.

b. Secretarial Auditors:

M/s. G.S.Bhide & Associates, Company Secretaries, were appointed to conduct the Secretarial Audit of the Company for the FY 2014-2015, as required under the Section 204 of the Companies Act, 2013 and Rules thereunder. The Secretarial Audit Report for the FY 2014-2015 is appended as **Annexure VI** to this report

c. Comments of the Board on the qualification/reservation/adverse remarks/disclosure made:**(i) by the Statutory Auditors in the Audit Report:**

The Auditors' report do not contain any qualifications, reservations or adverse remarks

(ii) by the Secretarial Auditors in the Secretarial Audit Report:

- i. *The Company has not appointed whole time Company Secretary during the year as required under Section 203 of Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.*
- ii. *Non-Compliance related to timely formation of Remuneration and Nomination Committee was observed during the year as the requirement was applicable effective from 1st October 2014.*

The Board with respect to the above mentioned qualification/reservation/adverse remarks, herewith submits the following;

- i. the Board is in the Process of identifying a suitable candidate for the position of Company Secretary
- ii. The Nomination and Remuneration Committee was formulated on 02nd January, 2015.

d. Internal Financial Control

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

e. Risk Management:

The Company has a robust Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business segments. The Company has identified various risks and also has mitigation plans for each risk identified. The Risk Management Policy of the Company is available on our website www.globalinfrafin.com, www.gifl.in.

f. Vigil Mechanism:

The Company has established a mechanism for Director's and employee's to report their concerns relating to fraud, malpractice or any other activity or event which is against the interest of the Company. The same has been disclosed in the corporate governance report under the heading Whistle Blower Policy, which forms part of the directors' report. The Whistle Blower Policy is available on our website www.globalinfrafin.com, www.gifl.in.

g. Statement on Material Subsidiary:

The Company currently do not have any Material Subsidiary. The Policy on Identification of Material Subsidiaries is available on our website www.globalinfrafin.com, www.gifl.in.

5. Corporate Social Responsibility:

The Company has not developed and implemented any Corporate Social Responsibility initiatives as the provisions of Section 135 of the Companies Act, 2013 is not applicable to the company.

a. Particulars on conservation of energy, research and development, technology absorption and foreign exchange earnings and outgo:**(i) Energy Conservation:**

Conservation of energy continues to receive increased emphasis and steps are being taken to reduce the consumption of energy at all levels. The Company has taken steps to conserve energy in its office use, consequent to which energy consumption had been minimized. No additional Proposals/ Investments were made to conserve energy. Since the Company has not carried on industrial activities, disclosure regarding impact of measures on cost of production of goods, total energy consumption, etc, are not applicable.

(ii) Foreign Exchange Earnings and Outgo:

The Company has not earned or spent any foreign exchange during the year under review.

(iii) Research and Development & Technology Absorption:

The Company has not adopted any technology for its business and hence no reporting is required to be furnished under this heading. The Company will adopt necessary technology as and when required in the furtherance of the business.

6. Others:**a. Extract of Annual Return:**

In accordance with Section 134(3)(a) and Section 92(3) of the Companies Act, 2013, an extract of the annual return in the prescribed format is appended as **Annexure VII** to this Report.

b. Significant and Material Orders:

SEBI vide its Ex-parte Ad- Interim Order No. WTM/RKA/ ISD/ 162 /2014 dated 19th December, 2014 issued under sections 11(1), 11(4) And 11B of The Securities and Exchange Board of India Act, 1992 in the matter of First Financial Services Ltd has barred your company from accessing the Securities Market till further directions. Your company is taking necessary steps to vacate the said order so as far as it related to your Company.

c. Disclosure under the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act 2013:

The Company has in place an Anti-Sexual Harassment Policy in line with the requirement of the Sexual Harassment of Women at workplace (Prevention, Prohibition and Redressal) Act 2013. All the employees (permanent, Contractual, temporary, Trainees) are covered under this policy.

During the year under review, no complaints were received falling under the category of Sexual Harassment of Women.

d. Other Disclosures:

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

- (i) Issue of equity shares with differential rights as to dividend, voting, or otherwise.
- (ii) Issue of shares (including sweat equity shares) to employees of the company under any scheme.
- (iii) Redemption of Preference Shares and/or Debentures.

7. ACKNOWLEDGEMENT:

Your Directors wish to place on record their appreciation for the contribution made by the employees at all levels but for whose hard work, and support, your company's achievements would not have been possible. Your Directors also wish to thank its customers, dealers, agents, suppliers, investors and bankers for their continued support and faith reposed in the company.

**By Order of the Board of Directors
For GLOBAL INFRA TECH & FINANCE LIMITED**

Date: 12th August, 2015
Place: Chennai

Sd/-
AALLAN PAUL
(DIN: 06639742)
Executive Director

Sd/-
ALIYAR RIYA
(DIN: 07027295)
Director

Annexure I**MANAGEMENT DISCUSSION AND ANALYSIS REPORT****1. Economic Outlook:**

The year 2014 - 15 began with several challenges on the macroeconomic front, including rising inflation, dwindling industrial output and a falling rupee. The Reserve Bank of India (RBI) intervened in July and August to stem the rupee's slide by increasing the marginal standing facility rate and the bank rate by 200 bps each to 10.25%. The result was that frequent issuers such as Non-Banking Financial Companies (NBFCs) pulled back from the bond market. In first quarter of 2015, the RBI has cut the repo rate by 50 bps to 7.50% in two tranches as there are signs that inflation is moderating.

Overall GDP growth in the fiscal settled at around 7.4%, mostly driven by the industry and services sector. Wholesale Price Index has registered moderation at (2.33%), while Consumer Price Index has moderated to 5.17% up to March 2015. Structural shifts in inflation are due to lower oil prices, deceleration in agriculture prices & wages and improved household inflation expectations. The trading environment is becoming more challenging as the buoyancy of Indian exports has declined with respect to world growth. Current account deficit (CAD) is expected to decline below 1% of GDP for the FY 2014-15. Foreign exchange reserves increased to \$ 341.14 billion at week ended March 27, 2015. Fiscal deficit is expected to be contained at 4.1% as per the budget estimates.

The vision of the new government is pragmatic and of inclusive growth which is apparent from more devolution of tax collections to the states, postponing the achievement of 3% fiscal target to FY 2018 thereby making more space for public investment in the country. Thrust to infrastructure, measures to revive the investment cycle, boost to savings, 'Make in India' initiative, ease of doing business and boosting entrepreneurship are major focus areas of the government.

2. INDUSTRY OVERVIEW:**a. Financial Sector:**

India has a diversified financial sector, which is undergoing rapid expansion. The sector comprises commercial banks, insurance companies, non-banking financial companies, co-operatives, pension funds, mutual funds and other smaller financial entities. The financial sector in India is predominantly a banking sector with commercial banks accounting for more than 60 per cent of the total assets held by the financial system.

India's services sector has always served the country's economy well, accounting for about 57 per cent of the gross domestic product (GDP). In this regard, the financial services sector has been an important contributor.

The NBFCs saw moderation in rate of asset growth, rising delinquencies resulting in higher provisioning thereby impacting profitability. However, comfortable capitalisation levels and conservative liquidity management, continues to provide comfort to the credit profile of well-run NBFCs inspite of the impact on profitability.

Money Market Instruments take care of the borrower's short-term needs and render the required liquidity to the lenders, thus opportunities to the players to establish themselves in Money Market and earn from such activities.

The revised regulatory framework released in November, 2014 by the RBI focuses on strengthening the structural profile of the NBFC sector. These changes have to be implemented in a phased manner by March 31, 2018.

b. Infra Sector:

India remains rich with potential. With a stable government in place coupled with improving business sentiments and a rapidly emerging environment that is conducive for policy making, the future looks promising especially for the Infrastructure and Construction sector.

The total order announcements/ awards have marginally improved during 2014-15 and the trend is expected to strengthen during 2015-16.

As regards the competitive landscape, many prominent players continue to reel under high debt and some are under Corporate Debt Restructuring (CDR) which is evident from the recent financial results published by them. An increasing number of PPP and real estate assets are up for sale in a 'buyers' market. Such companies with stressed balance sheets will take time to recoup. To fill the gap, a number of foreign players have come in making competition more robust. Going forward, there is a good possibility of the CAPEX cycle recovering within 2-3 quarters. Only players with strong delivery capabilities and a stable balance sheet will be better placed to leverage this upturn

3. DISCUSSION ON FINANCIAL PERFORMANCE:

During the year under review, the Company has earned a profit before Interest, Depreciation & Tax of Rs. 130.55 lacs as compared to previous year Rs. 237.19 lacs. The net profit for the year under review has been Rs.75.63 lacs as compared to the previous year net profit Rs. 161.18 lacs. The Company is into the Business of providing financial assistance, as a part of treasury operation to corporate Houses and HNIs as well as investing its surplus funds in Equity Market and the company is also into the business of Infra-project.

SEBI vide its Ex-parte Ad- Interim Order No. WTM/RKA/ ISD/ 162 /2014 dated 19th December, 2014 issued under sections 11(1), 11(4) And 11B of The Securities and Exchange Board of India Act, 1992 in the matter of First Financial Services Ltd has barred your company from accessing the Securities Market till further directions, thus cutting off the Investment wing of the company, which has caused fall in the revenues of the Company. Your company is taking necessary steps to vacate the said order so as far as it related to your Company.

4. RISK FACTORS:

- a. The Company operates in highly competitive environment that is subject to innovations, changes and varying levels of resources available to each player in each segment of business.
- b. Exposure to global practices has made the Indian customer more discerning and demanding. There has been a clear shift towards those entities that are able to offer products and services in the most innovative and cost efficient manner. The financial services sector will need to adopt a better customer-centric business focus. It will also have to create value for its shareholders as well as its customers, competing for the capital necessary to fund growth as well as for customer market share.

- c. Infrastructure projects are highly capital intensive, and as such run the risks of (i) longer development period than planned due to delay in statutory clearances, delayed supply of equipments or non-availability of land, non-availability of skilled manpower, etc., (ii) financial and infrastructural bottlenecks, (iii) execution delay and performance risk, and (iv) cost over-run. The past experience of the Company in implementing projects without significant time overruns provides confidence about the timely completion of these projects.

5. OPPORTUNITIES:

The Monetary Policy Framework Agreement between the Government of India and Reserve Bank of India is a vital step to keep inflation below 6%. This is also supported by the steep decline in the international crude oil prices, which controlled food inflation and increased consumption of the basic commodities in rural areas. Government has announced a number of policy measures to achieve the projected GDP growth in 2015-16 like approval of large infrastructure projects, addressing challenges of mining and power sectors, increasing foreign investment limits in Insurance, Railways, Defence manufacturing and Aerospace. Growth in agricultural sector output will drive demand from rural areas.

In view of the aforesaid initiatives of the Government, NBFCs can also look for growth in asset financing and collateral backed lending activities. The Reserve Bank of India's enhancement of the credit limits through securitisation transactions for both banks and NBFCs, shall provide better opportunities to NBFCs to meet their ongoing capital/funding requirements.

The opportunities in the Infrastructure Industry can be looked in to from the various specific segments like, Roads and highways, Rails, Ports & Airports and Power;

The Indian Government, via the National Highway Development Program (NHDP), is planning more than 200 projects in NHDP Phase III and V to be bid out, representing around 13,000 km of roads. The average project size is expected to US\$150 million - US\$200 million. Larger projects are likely to reach the US\$700 million US\$800 million range. About 53 projects with aggregate length of 3000km and an estimated cost of around US\$8 billion are already at the pre-qualification stage.

The Indian Government has also recognised existing infrastructure gaps and capacity constraints in the rail system, and as a consequence plans large scale investment over the five years from FY13 - FY17. Projected investments total US\$65 billion, of which 40% is expected to be contributed by the private sector.

An estimated investment of around US\$22 billion is targeted for port projects in the five year period from FY13 - FY15. The National Maritime Development Programme includes 276 projects, with a required investment of about US\$15 billion over the next ten years.

The total investment on new airports has been proposed at about US\$10 billion by 2018. Greenfield airport projects are planned in resort destinations and emerging metros such as Goa, Pune, Navi Mumbai, Greater Noida and Kannur. Further, 35 non-metro airports are proposed for development.

Increased manufacturing activities and a growing population are also causing a surge in power usage. The estimated investment in the electricity projects in the next five years is to a tune of US\$167 billion

6. RISK MANAGEMENT:

The Company has a robust Risk Management framework to identify, evaluate business risks and opportunities. This framework seeks to create transparency, minimize adverse impact on the business objectives and enhance the Company's competitive advantage. The business risk framework defines the risk management approach across the enterprise at various levels including documentation and reporting. The framework has different risk models which help in identifying risks trend, exposure and potential impact analysis at a Company level as also separately for business segments. The Company has identified various risks and also has mitigation plans for each risk identified. The Risk Management Policy of the Company is available on our website www.globalinfrafin.com, www.gifl.in.

The Board has adopted the policies and procedures for ensuring the orderly and efficient conduct of its business, including adherence to the Company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial disclosures.

7. INTERNAL CONTROL SYSTEMS & ADEQUACY:

The Company has implemented a comprehensive system of internal controls and risk management systems for achieving operational efficiency, optimal utilization of resources, credible financial reporting and compliance with local laws. These controls are regularly reviewed by both internal and external agencies for its efficiency and effectiveness. Management information and reporting system for key operational activities form part of overall control mechanism.

The Company has retained the services of Independent firms of Professionals to function as internal auditors and provide reports and effectiveness of internal control measures are reviewed by top management and audit committee of the Board.

The Company believes that it has internal controls and risk management systems to assesses and monitor risks. The company has its management team which monitors and manages risks by monitoring trends that may have an effect on the economic environment and actively assesses on a routine basis the market value of the Company's loan book. The Company seeks to monitor and control its risk exposure through a variety of separate but complementary financial and operational reporting systems. The Company believes it has effective procedures for evaluating and managing the market, operationally and other risks to which it is exposed.

8. HUMAN RESOURCE:

The Company firmly believes that human resources is an important instrument to provide proper communication of the Company's growth story to its stake holders and plays vital role in the overall prospects of the Company. So the Company takes possible steps for the welfare of its manpower. The employee relationship was cordial throughout the year. We as on 31st March, 2015 have 9 permanent employees on our rolls.

**By Order of the Board of Directors
For GLOBAL INFRA TECH & FINANCE LIMITED**

**Date: 12th August, 2015
Place: Chennai**

**Sd/-
AALLAN PAUL
(DIN: 06639742)
Executive Director**

**Sd/-
ALIYAR RIYA
(DIN: 07027295)
Director**

Annexure II

DETAILS OF DIRECTORS AND EMPLOYEE REMUNERATION

INFORMATION AS PER SECTION 197(12) OF THE COMPANIES ACT, 2013, READ WITH
RULE 5(1) OF THE COMPANIES
(APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014:

Sl. No.	Particulars	Details																												
1	The ratio of the remuneration of each director to the median employee's remuneration for the financial year	<table><tr><th>Name of the Director</th><th>Ratio of the Median</th></tr><tr><td>Mr. Aallan Paul¹</td><td>10:1</td></tr><tr><td>Mr. Pravin Tukaram Sawant²</td><td>-</td></tr></table> <p>¹The Monthly remuneration being paid to Mr. Aallan Paul, Executive Director is Rs. 1,00,000/- per month</p> <p>²Mr.Pravin Tukaram Sawant, Managing Director resigned from the Directorship of the Company w.e.f 12th February, 2015 and the remuneration being paid to him was Rs. 50,000/- per month. Hence the ratio for Mr. Pravin Tukaram is not calculated.</p> <p>Note: The Median of the employees of the company as on 31st March, 2015 is Rs. 10,000/-</p>	Name of the Director	Ratio of the Median	Mr. Aallan Paul ¹	10:1	Mr. Pravin Tukaram Sawant ²	-																						
Name of the Director	Ratio of the Median																													
Mr. Aallan Paul ¹	10:1																													
Mr. Pravin Tukaram Sawant ²	-																													
2	The percentage increase in remuneration of each director, Chief Financial Officer, Chief Executive Officer, Company Secretary or Manager, if any, in the financial year	<ul style="list-style-type: none">➤ Mr.Pravin Tukaram Sawant, Managing Director resigned from the Directorship of the Company w.e.f 12th February, 2015 and the remuneration being paid to him was Rs. 50,000/- per month during the F.Y. 2013-2014 and 2014-2015. Hence there has been no increase in the remuneration of Mr. Pravin Tukaram Sawant.➤ Mr. Aallan Paul was appointed as the Executive Director w.e.f., 01st Oct, 2014. Thus the details of increase in remuneration as compared to previous year cannot be calculated.➤ Mr. Renganathan Raman was been appointed as the CFO of the Company w.e.f., 28th May, 2014. Thus the details of increase in remuneration as compared to previous year cannot be calculated.																												
3	The percentage increase in the median remuneration of employees in the financial year	The Median remuneration of the employee as on 31 st March, 2014 was Rs. 10,000/- and as on 31 st March, 2015 was Rs. 10,000/-, thus the median employee remuneration has been stable.																												
4	The number of permanent employees on the rolls of company	9 Employees as on 31 st March, 2015																												
5	The explanation on the relationship between average increase in remuneration and company performance	During the year under review, the Company has earned a profit before Interest, Depreciation & Tax of Rs. 130.55 lacs as compared to previous year Rs. 237.19 lacs. The net profit for the year under review has been Rs.75.63 lacs as compared to the previous year net profit Rs. 161.18 lacs. Whereas the total remuneration paid to employees during the FY 2013-2014 was Rs. 8.17 lacs/- and during the FY 2014-2015 it was 13.75 lacs/- thus the employee remuneration has increase by 68.30% as compared to that of the previous year.																												
6	Variations in the market capitalisation of the Company and price earnings ratio as at the closing date of the current financial year and previous financial year and percentage increase over decrease in the market quotations of the shares of the company in comparison to the rate at which the company came out with the last public offer.	<table><tr><th>Particulars</th><th>As at 31st March, 2015</th><th>As at 31st March, 2014</th><th>Increase / Decrease in %</th></tr><tr><td>Market Value per share</td><td>12.80</td><td>40.40</td><td>(68.32)</td></tr><tr><td>No. of Shares</td><td>26,24,08,300</td><td>23,85,53,000</td><td>-</td></tr><tr><td>Market Capitalization</td><td>335,88,26,240</td><td>963,75,41,200</td><td>(62.34)</td></tr><tr><td>EPS</td><td>0.03</td><td>0.06</td><td></td></tr><tr><td>Price earnings ratio</td><td>426.66</td><td>673.33</td><td>(36.63)</td></tr><tr><td colspan="3">Percentage increase/decrease in the Market Price of the Shares in comparison with the last IPO ⁽¹⁾</td><td>1180.00</td></tr></table> <p>Note: ⁽¹⁾ The IPO of the company was brought out in the FY 1995-1996 at a rate Rs. 10/- per Share, The face value per share of the Company at the time of IPO was Rs. 10/- per share. For the purpose of the calculation, necessary adjustment has been carried, as the Company during the FY 2012-2013 sub-divided the face value of the shares from Rs. 10/- per share to Re. 1 per share.</p>	Particulars	As at 31 st March, 2015	As at 31 st March, 2014	Increase / Decrease in %	Market Value per share	12.80	40.40	(68.32)	No. of Shares	26,24,08,300	23,85,53,000	-	Market Capitalization	335,88,26,240	963,75,41,200	(62.34)	EPS	0.03	0.06		Price earnings ratio	426.66	673.33	(36.63)	Percentage increase/decrease in the Market Price of the Shares in comparison with the last IPO ⁽¹⁾			1180.00
Particulars	As at 31 st March, 2015	As at 31 st March, 2014	Increase / Decrease in %																											
Market Value per share	12.80	40.40	(68.32)																											
No. of Shares	26,24,08,300	23,85,53,000	-																											
Market Capitalization	335,88,26,240	963,75,41,200	(62.34)																											
EPS	0.03	0.06																												
Price earnings ratio	426.66	673.33	(36.63)																											
Percentage increase/decrease in the Market Price of the Shares in comparison with the last IPO ⁽¹⁾			1180.00																											

Sl. No.	Particulars	Details
7	Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and any exceptional circumstances for increase in the managerial remuneration	Mr. Aallan Paul was appointed as the Executive Director w.e.f., 01 st Oct, 2014. and Mr. Pravin Tukaram Sawant, Managing Director, resigned from the Directorship w.e.f, 12 th February, 2015, thus the comparative figures wouldn't give appropriate picture. The increase in the Employee remuneration is already provided in the point No. 5.
8	Comparison of the remuneration of the Key Managerial Personnel against the performance of the company	The comparison of the remuneration of KMP cannot be calculated as mentioned in point No. 1 & 2 above.
9	The key parameters for any variable component of remuneration availed by the directors.	We currently do not provide any variable component in the remuneration structure of the Directors
10	The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year	Not Applicable
11	If remuneration is as per the remuneration policy of the company	It is hereby affirmed that the remuneration paid is s per the remuneration policy of the Company.

**By Order of the Board of Directors
For GLOBAL INFRATECH & FINANCE LIMITED**

**Date: 12th August, 2015
Place: Chennai**

**Sd/-
AALLAN PAUL
(DIN: 06639742)
Executive Director**

**Sd/-
ALIYAR RIYA
(DIN: 07027295)
Director**

Annexure III**REPORT ON CORPORATE GOVERNANCE**

In accordance with terms of Clause 49 of the Listing Agreement with all the Stock Exchanges and the best practices followed internationally on Corporate Governance, the report containing details of corporate governance systems and processes at GLOBAL INFRATECH & FINANCE LIMITED is as under:

COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE:

Corporate governance encompasses a set of systems and practices to ensure that the Company's affairs are being managed in a manner which ensures accountability, transparency and fairness in all transactions in the widest sense and systems and practices are commitment to values, ethical business conduct, accountability, transparency and compliance of laws and acceptance by management of the inalienable rights of shareholders as the true owners of the Company.

The objective is to meet;

- Stakeholders' aspirations and societal expectations.
- Good governance practices stem from the dynamic culture and positive mindset of the organization.
- Infusion of best expertise in the Board;
- Consistent monitoring and improvement of the human and physical resources;
- Board/ Committee meetings at regular intervals to keep the Board informed of the recent happenings.

Your Company believes that good corporate governance contemplates that corporate actions balance the interests of all stakeholders and satisfy the tests of accountability and transparency. The Company adopts a model to adhere to all the rules and regulations of the statutory authorities. Duties and statutory obligations are discharged in a fair and transparent manner with the object of maximizing the value of the shareholders and stakeholders.

1. BOARD OF DIRECTORS:**a. COMPOSITION AND CATEGORY OF BOARD OF DIRECTORS:**

The Company as on the date of this report has in all 4 Directors with considerable professional experience in divergent areas connected with corporate functioning.

The Board of Directors of the Company comprises of Executive and Independent Directors. In all there are Four Directors, One Executive Director, One Non-Executive Director and Two Independent Directors.

The Independent Directors on the Board are competent and highly respected professionals from their respective fields and have vast experience in Marketing, finance, Taxation, Information Technology, Legal and other allied fields which enable them to contribute effectively to the Company in their capacity as members of the Board. The day to day management of the Company is conducted by Managing Director / Executive Director subject to supervisions and control of the Board.

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.

Composition of the Board of Directors as on the date of this Report is mentioned below;

Name of the Director	Designation	Category
Mr. Aallan Paul	Executive Director	Executive Director
Mr. Sambasivaier Swaminathan	Director	Independent Director
Mr. Baskaran Sathya Prakash	Director	Independent Director
Mrs. Aliyar Riya	Director	Non-Executive Director

b. PROCEDURE OF THE BOARD:

Generally the Directors of the Company are informed about the Agenda of the Board Meetings and Committee Meetings, containing relevant information / supporting data, as required well in advance, to enable the Board to take informed decision. Statutory Auditors are also requested to attend the Board or Committee meeting as and when required. When deemed expedient, the Board also approves by circular resolution important items of business which are permitted under the Companies Act, 2013, and which cannot be deferred till the next Board Meeting.

Matters discussed at Board Meeting generally relate to Company's performance, quarterly / half yearly results of the Company, approval of related-party transactions, general notice of interest of Directors, review of the reports of the internal auditors, Audit Committee and compliance with their recommendation, suggestion, compliance of any regulatory, statutory or listing requirements, etc.

c. MEETING OF BOARD OF DIRECTORS AND ATTENDANCE:

During the financial year under review, 17 Board Meetings were held i.e. on 06th May 2014, 26th May 2014, 28th May 2014, 04th August, 2014, 12th August, 2014, 24th September, 2014, 07th October, 2014, 03rd November, 2014, 13th November 2014, 17th November 2014, 22nd November 2014, 20th December 2014, 29th December 2014, 02nd January, 2014, 04th February, 2015, 12th February 2015 and 24th March, 2015.

Details of the attendance at the Board Meetings during the financial year and at the last Annual General Meeting and also the number of Directorships held by Directors is mentioned below;

Note:

*The Directorships held by the Directors as mentioned below do not include Alternate Directorships and Directorships held in Foreign Companies, and Companies registered under Section 25 of the Companies Act, 1956 or Section 8 of the Companies Act, 2013.

#In accordance with Clause 49 of the Listing Agreement, Memberships / Chairmanships of only the Audit Committees and Stakeholders Relationship Committee in all Public Limited Companies has only been considered.

Name of Director	Attendance Particulars		No. of Directorships in other Public Company*	No. of Chairmanship/ Membership of Board Committees in other Companies#	
	Board Meetings	Last AGM		Chairman	Member
Mr. Pravin Tukaram Sawant ⁶	16	Yes	NA	NA	NA
Mr. Ashok Bothra ²	11	Yes	NA	NA	NA
Mr. Aallan Paul	17	Yes	-	-	-
Mr. Sambasivaier Swaminathan ¹	14	Yes	2	1	2
Mr. Abdul Rahman Amannulla ^{3&7}	-	-	NA	NA	NA
Mr. Baskaran Sathya Prakash ⁴	5	-	2	1	3
Mrs. Aliyar Riya ⁵	1	-	-	-	-

Note:

¹Appointed as Additional cum Independent Director of the Company at the Board Meeting held on 28th May, 2014 and was regularized as Independent Director at the AGM held on 26th September, 2014.

²Resigned from the Directorship of the Company w.e.f., 4th December, 2014.

³Appointed as Additional cum Independent Director of the Company w.e.f., 20th December, 2014.

⁴Appointed as Additional cum Independent Director of the Company w.e.f., 29th December, 2014.

⁵Appointed as Additional Cum Non-Executive, Non- Independent Director of the Company w.e.f 12th February, 2015.

⁶Resigned from the Directorship of the Company w.e.f., 12th February, 2015.

⁷Resigned from the Directorship of the Company w.e. 24th March, 2015.

2. AUDIT COMMITTEE:

The Audit Committee of the Company is constituted in line with the provisions of Clause 49 of the Listing Agreement with the Stock Exchange read with Section 177 of the Companies Act, 2013.

The primary purpose of the Audit Committee is to assist the Board of Directors (the "Board") of M/s. Global Infratech & Finance Limited, (the "Company") in fulfilling its oversight responsibilities with respect to -

- (i) 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, stock exchanges and others,
- (ii) the company's compliances with legal and regulatory requirements,
- (iii) the Company's independent auditors' qualification and independence,
- (iv) the audit of the Company's Financial Statements, and performance of the Company's internal audit function and its Independent Auditors.

a. TERMS OF REFERENCE:

The Board of Directors of the Company at its Meeting held on 07th October, 2014 amended the terms of reference as follow;

1. Overseeing the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible.
2. Recommending to the Board, the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees.
3. Approval of payment to the statutory auditors for any other services rendered by the statutory auditors.
4. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
5. Examination of the financial statement and the auditors' report thereon;

6. Approval or any subsequent modification of transactions of the company with related parties;
7. Scrutiny of inter-corporate loans and investments;
8. Valuation of undertakings or assets of the company, wherever it is necessary;
9. Evaluation of internal financial controls and risk management systems;
10. Appointment, removal and terms of remuneration of internal auditor.
11. Reviewing, with the management, the annual financial statements before submission to the Board for approval, with particular reference, but not restricted to:
 - a. Matters required to be included in the Director's Responsibility Statement' to be included in our Board's report in terms of Clause (2AA) of Section 217 of the Companies Act;
 - b. Changes, if any, in accounting policies and practices and reasons for the same;
 - c. Major accounting entries involving estimates based on the exercise of judgment by management;
 - d. Significant adjustments made in the financial statements arising out of audit findings;
 - e. Compliance with listing and other legal requirements relating to the financial statements;
 - f. Disclosure of any related party transactions;
 - g. Qualifications in the draft audit report.
12. Reviewing, with the management, the quarterly financial statements before submission to the board of directors for their approval, including such review as may be required for compliance with provisions of the listing agreement entered into with the Stock Exchange;
13. Monitoring the statement of uses/ application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document/prospectus/notice and the report submitted by the monitoring agency monitoring the utilisation of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
14. Reviewing, with the management, performance of statutory and internal auditors, and adequacy of the internal control systems.
15. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage and frequency of internal audit.
16. Reviewing management letters / letters of internal control weaknesses issued by the statutory auditors;
17. Discussing with internal auditors on any significant findings and follow up thereon.
18. Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board.
19. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.
20. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of nonpayment of declared dividends) and creditors.
21. To review the functioning of the 'whistle blower/Vigil Mechanism' mechanism, when the same is adopted by our Company and is existing.
22. Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience & background, etc. of the candidate.

23. Carrying out any other function as is mentioned in the terms of reference of the Audit Committee and to carry out any other function statutorily required to be carried out by the Audit Committee as per applicable laws;
24. The Audit Committee shall mandatorily review the following information:
 - a. Management discussion and analysis of financial information and results of operations;
 - b. Statement of significant related party transactions (as defined by the Audit Committee), submitted by the management;
 - c. Management letters / letters of internal control weaknesses issued by the statutory auditors;
 - d. Internal audit reports relating to internal control weaknesses; and
 - e. The appointment, removal and terms of remuneration of the chief internal auditor shall be subject to review by the Audit Committee.
25. Terms of reference, power, quorum and other matters in relation to the Audit Committee will be as per of Listing Agreement of the Specific Stock Exchange."

b. COMPOSITION:

The Audit Committee as on the date of this report comprises of three members as follows;

Name of the Director	Status in the Committee	Category
Mr. Baskaran Sathya Prakash	Chairman	Independent Director
Mr. Sambasivaier Swaminathan	Member	Independent Director
Mr. Aallan Paul	Member	Executive Director

All the members have accounting or related financial management expertise.

c. MEETING OF COMMITTEE AND ATTENDANCE:

During the financial year review, the Committee met Six times i.e. on 28th May 2014, 04th August, 2014, 12th August, 2014, 13th November 2014, 12th February, 2015 and 13th February 2015 and the attendance of the members at the Audit Committee meetings was as follows:

Name of the Director	Attendance Particular	
	Meeting Held during his tenure	Meeting Attended during his tenure
Mr. Aallan Paul ^{1 & 7}	4	4
Mr. Pravin Tukaram Sawant ⁶	5	5
Mr. Ashok Bothra	4	4
Mr. Sambasivaier Swaminathan ^{2 & 4}	3	3
Mr. Baskaran Sathya Prakash ⁵	2	2

Note:

¹ He was removed from the Committee membership w.e.f., 07th October, 2014.

² He was inducted as the Committee Member cum Chairman w.e.f., 07th October, 2014.

³ He resigned from the Board of Directors w.e.f., 04th December, 2014, thus vacating the committee membership as well.

⁴ He was re-designated as the Committee Member w.e.f., 29th December, 2014.

⁵ He was inducted as the Committee Member cum Chairman w.e.f., 29th December, 2014.

⁶ He resigned from the Board of Directors w.e.f., 12th February, 2015, thus vacating the committee membership as well.

⁷ He was inducted as the Committee Member.

3. NOMINATION AND REMUNERATION COMMITTEE:

The Board of Directors of the Company formed the Nomination and Remuneration Committee of the Board in terms of provision of Section 178 of Companies Act, 2013 and revised clause 42 of the Listing Agreements at the Board Meeting held on 02nd January, 2015.

The Nomination and Remuneration Committee of the Board has been constituted bring on board the independent approach towards determining the remuneration payable/to be paid to the Directors and Key Managerial Personnel's of the Company.

a. TERMS OF REFERENCE:

1. Ensure that our Company has formal and transparent procedures for the selection and appointment of new directors to the board and succession plans;
2. To 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 formulating the policy to ensure that –
 - a. the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the company successfully;
 - b. relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
 - c. remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals;
3. To make recommendations for the appointment and removal of directors;
4. Ensure that our Company has in place a programme for the effective induction of new directors;
5. To review, on an ongoing basis, the structure of the board, its committees and their inter relationship;
6. To recommend to the Board, the remuneration packages of our Company's Managing / Joint Managing / Deputy Managing / Whole time / Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);
7. To be authorised at its duly constituted meeting to determine on behalf of the Board of Directors and on behalf of the shareholders with agreed terms of reference, our Company's policy on specific remuneration packages for Company's Managing / Joint Managing / Deputy Managing / Whole-time / Executive Directors, including pension rights and any compensation payment;
8. To implement, supervise and administer any share or stock option scheme of our Company; and
9. To attend to any other responsibility as may be entrusted by the Board within the terms of reference.

b. COMPOSITION:

The Nomination and Remuneration Committee as on the date of this report comprises of three members as follows;

Name of the Director	Status in the Committee	Category
Mr. Sambasivaier Swaminathan	Chairman	Independent Director
Mr. Bhaskaran Satya Prakash	Member	Independent Director
Mr. Aliya Riya	Member	Non-Executive Director

c. MEETING OF COMMITTEE AND ATTENDANCE:

During the financial year review, the Committee met Four times i.e. on 02nd January, 2015, 12th February, 2015, 13th February, 2015 and 24th March, 2015 and the attendance of the members at the Nomination and Remuneration Committee meetings was as follows:

Name of the Director	Attendance Particular	
	Meeting Held during his tenure	Meeting Attended during his tenure
Mr. Sambasivaier Swaminathan	4	4
Mr. Bhaskaran Satya Prakash	4	4
Mr. Abdul Rahman Amannulla ¹	1	0
Mr. Aliya Riya ²	2	2

Note:

¹ He resigned from the Board of Directors w.e.f., 24th March, 2015, thus vacating the committee membership as well.

² She was inducted as the Committee Member w.e.f., 24th March, 2015.

d. REMUNERATION POLICY:

The Policy of the Company on Director's appointment and remuneration, including criteria for determining qualifications, positive attributes, independence of director and other matters provided under Section 178(3) of the Companies Act, 2013, adopted by the Board, is appended as **Annexure V** to the Director's Report. We affirm that the remuneration paid to the director is as per the terms laid out in the said policy.

e. DIRECTORS' REMUNERATION:

The detail of the remuneration paid to the Directors of the Company is as follow;

Name of the Director	Salary	Perquisites and allowances	Commission payable	Total
Mr. Pravin Tukaram Sawant	5.85 lacs	-	-	5.85 lacs
Mr. Aallan Paul	12.00 lacs	-	-	12.00 lacs

The Company as on the date of this Report does not pay any fee/remuneration to its Non-Executive Directors.

4. STAKEHOLDERS RELATIONSHIP COMMITTEE:

The Board of Directors at the meeting held on 07th October, 2014 in compliance with the Companies Act, 2013 and SEBI amendment has merged the "Shareholders/Investors Grievance Committee" and "Share Transfer Committee" and constituted the "Stakeholders Relationship Committee".

The Shareholders Grievances Committee of the Board has been constituted to look into complaints like transfer of shares, non-receipt of dividend, resolving investor grievances etc.

The Stakeholders Relationship Committee of the Company and the Registrar and Share Transfer Agent i.e. M/s.Purva Sharegistry (India) Private Limited attends to all grievances of the shareholders and investors received directly or through SEBI, Stock Exchanges and Registrar of Companies etc.

The Minutes of Stakeholders Relationship Committee are noted by the Board of Directors at the Board Meetings.

Continuous efforts are made to ensure that grievances are more expeditiously redressed to the complete satisfaction of the investors. Shareholders are requested to furnish their telephone numbers and email addresses to facilitate prompt action.

a. TERMS OF REFERENCE:

The Board of Directors of the Company at its Meeting held on 07th October, 2014 amended the terms of reference as follow;

- i) Efficient transfer of shares; including review of cases for refusal of transfer / transmission of shares and debentures;
- ii) Redressal of shareholders and investor complaints in relation to transfer of shares, allotment of shares, non-receipts of the refund orders, right entitlement, non-receipt of Annual Reports and other entitlements, non-receipt of declared dividends etc;
- iii) Monitoring transfers, transmissions, dematerialization, re-materialization, splitting and consolidation of shares and other securities issued by our Company, including review of cases for refusal of transfer/ transmission of shares
- iv) Issue of duplicate / split / consolidated share certificates;
- v) Allotment and listing of shares;
- vi) Review of cases for refusal of transfer / transmission of shares and debentures;
- vii) Reference to statutory and regulatory authorities regarding investor grievances;
- viii) Ensure proper and timely attendance and redressal of investor queries and grievances.
- ix) To do all such acts, things or deeds as may be necessary or incidental to the exercise of all the above powers.

b. COMPOSITION:

The Stakeholders Relationship Committee as on the date of this report comprises of three members as follows;

Name of the Director	Status in the Committee	Category
Mrs. Aliyar Riya	Chairman	Non-Executive Director
Mr. Baskaran Sathya Prakash	Member	Independent Director
Mr. Aallan Paul	Member	Executive Director

c. MEETING OF COMMITTEE AND ATTENDANCE:

During the financial year review, the Committee (Including the meeting held by the Share Transfer Committee) met 7 times i.e. on 07th October 2014, 03rd November, 2014, 13th November 2014, 17th November, 2014, 04th February, 2015, 12th February, 2015 and 13th February, 2015 and the attendance of the members at the Stakeholders Relationship Committee meetings was as follows:

Name of the Director	Attendance Particular	
	Meeting Held during his tenure	Meeting Attended during his tenure
Mr. Pravin Tukaram Sawant ¹	1	1
Mr. Ashok Bothra ^{1 & 2}	4	4
Mr. Aallan Paul ¹	7	7
Mr. Sambasivaier Swaminathan ^{1 & 4}	6	6
Mr. Baskaran Sathya Prakash ³	3	3
Mrs Aliyar Riya ⁵	1	1

Note:

¹ As on 07th October, 2014, the Share Transfer Committee and Shareholders/Investors Grievance Committee was merged and a New Committee named “Stakeholders Relationship Committee” was formed, with the Chairmanship of Mr. Sambasivaier Swaminathana and Membership of Mr. Ashok Bothra and Mr. Aallan Paul.

² He resigned from the Board of Directors w.e.f., 04th December, 2014, thus vacating the committee membership as well.

³ He was inducted as the Committee Member w.e.f., 29th December, 2014.

⁴ Mrs. Aliyar Riya was inducted as the Committee Member cum Chairman in place of Mr. Sambasivaier Swaminathan.

d. SHAREHOLDERS QUERIES RECEIVED AND REPLIED IN 2014-2015:

During the Financial year 2014-2015, no complaints were received from Shareholders. There were no share transfer pending registrations as at 31st March, 2015.

There are no complaints pending as on date of this report.

In case of any investor complaint shareholders are requested to address the same to company.

e. COMPLIANCE OFFICER:

Mr. Aallan Paul (DIN : 06639742), Executive Director of the Company was appointed as the Compliance Officer of the Company at the Board Meeting held on 24th March, 2015. The Board is in the Process of identifying a suitable candidate for the position of Company Secretary cum Compliance Officer.

5. GENERAL BODY MEETINGS:

a. ANNUAL GENERAL MEETINGS:

AGM	Venue	Date	Time	Number of Special Resolutions passed
18 th AGM	Ramee Guest Line Hotel, 462, A. B. Nair Road, Opp. Sun-N-Sand Hotel, Juhu, Vile Parle (W), Mumbai-400 049.	26.09.2014	12.30 P.M.	1 ¹
17 th AGM	306, Agarwal B2B Centre, 3rd Floor, Kanchpada, Near Malad Ind. Estate, Malad (W), Mumbai-400 064	25.09.2013	10.30 A.M.	NIL
16 th AGM	LIC Colony, Flat No. 731, Sector 32, CHD Road, Ludhiana, Punjab-141 001	20.09.2012	11.30 A.M.	NIL

Note:

¹ At the AGM held on 26.09.2014, for change in MOA and AOA of the Company pursuant to Increase in Authorised Share Capital of the Company from Rs. 25.00 Crores to Rs. 27.00 Crores.

b. EXTRA ORDINARY GENERAL MEETINGS:

In Financial Year	Venue	Date	Time	Number of Special Resolutions passed
2014-2015	N.A	NA	NA	NA
2013-2014	N.A	NA	NA	NA
2012-2013	LIC Colony, Flat No. 731, Sector 32, CHD Road, Ludhiana, Punjab-141 001	30.05.2012	2.30 P.M.	3 ¹
		26.11.2012	10.30 A.M.	Nil

Note:

¹ In Extra Ordinary General Meeting of the Company held on 30th May, 2012, following special resolution were passed;

- Increase in Authorized Capital of the Company from Rs. 20,00,00,000 (Rupees Twenty Crores) comprising of 2,00,00,000 (Two Crore) Equity Shares of Rs 10/- (Rupees Ten) each to Rs. 25,00,00,000 (Rupees Twenty Five Crores) divided into 2,50,00,000 (Two Crore Fifty Lac) Equity shares of Rs. 10/- (Rupees Ten) each.
- Alteration in MOA and AOA of the Company pursuant to increase in the Authorized Capital.
- Authorization for issue and allotment of not more than 1,00,00,000 Equity Shares of Rs. 10/- per share at a premium of Rs 5/- per share on Preferential Basis.

c. POSTAL BALLOT:

During the year under review, requirement for passing resolutions under postal ballot did not arise. Further on the date of this report, there is no proposal for passing of any resolution through postal Ballot.

6. DISCLOSURES:
a. DETAILS OF RELATED PARTY TRANSACTION:

During the year under review the company has not entered in to any materially significant related party transactions which may have potential conflict with the interests of company at large.

b. ORDERS BY STOCK EXCHANGE, SEBI OR ANY OTHER STATUTORY AUTHORITY:

SEBI vide its Ex-parte Ad- Interim Order No. WTM/RKA/ ISD/ 162 /2014 dated 19th December, 2014 issued under sections 11(1), 11(4) And 11B of The Securities and Exchange Board of India Act, 1992 in the matter of First Financial Services Ltd has barred your company from accessing the Securities Market till further directions. Your company is taking necessary steps to vacate the said order so as far as it related to your Company.

Except for the above mentioned instance, where in the order is an Ex-parte Ad-Interim Order, there has been no instance of non-compliance by the Company on any matter related to Capital Markets.

c. WHISTLE BLOWER POLICY:

The Board of Directors of the Company have adopted the Whistle Blower Policy. Employees can report to the Management concerned unethical behavior, act or suspected fraud or violation of the Company's Code of Conduct Policy. No Employee has been denied access to the Audit Committee. Further the policy has been placed in the website of the Company i.e. www.onesourcetechmedia.com

d. DISCLOSURES ON MANDATORY / NON - MANDATORY REQUIREMENTS:

The Company has adopted / complied with all the mandatory requirements of the Clause 49 of the Listing the Stock Exchange.

The following is the list of non-mandatory requirements as adopted/complied by the company as prescribed in Annexure XIII to Clause 49 of Listing Agreement with the Stock Exchange:-

1. The Board:

The Company during the FY 2014-2015 did not have any chairman and thus the need for providing for a Chairman's office did not arise.

2. Shareholders Right:

The Notice of Board Meeting called for approving the Quarterly, Half yearly and Yearly Financials and the said approved results in accordance with Clause 41 of the Listing Agreement is intimated to the Stock Exchange and also published in the leading English Newspapers and in vernacular language Newspaper.

The said Quarterly, Half yearly and Yearly Financials are made available on the Company website: www.globalinfrafin.com and www.gifl.in.

Further Significant Events / Official News / Press Release, if any are posted on the Company website.

3. Audit qualifications

The financial statements of the Company for the F.Y. 2014-2015 are unqualified.

4. Separate posts of Chairman and CEO:

The Company during the FY 2014-2015 did not have any chairman. Further Mr. Aallan Paul (DIN: 06639742) is the Executive Director of the Company.

5. Reporting of Internal Auditor:

Internal Auditor has direct access to the Audit Committee.

7. MEANS OF COMMUNICATION:

- a. In compliance with the requirement of Listing Agreement, the Company regularly intimates financial results to BSE Limited immediately after they are approved by Board of Directors.
- b. The Notice of Board Meeting called for approving the Quarterly, Half yearly and Yearly Financials and the said approved results in accordance with Clause 41 of the Listing Agreement is intimated to the Stock Exchange and also published in the leading English Newspapers and in vernacular language Newspaper.
- c. The said Quarterly, Half yearly and Yearly Financials are made available on the Company website: www.globalinfrafin.com and www.gifl.in.
- d. Further Significant Events / Official News / Press Release, if any are posted on the Company website.

- e. No formal representations were made to Institutional Investors or Analysts during the year under review.

8. GENERAL SHAREHOLDERS INFORMATION:

i. DETAILS OF THE ENSUING ANNUAL GENERAL MEETING:

Date : Tuesday, 29th day of September, 2015
Time : at 10.00 A.M.
Venue : "Ramee Guest Line Hotel,
462, A. B. Nair Road,
Opp. Sun-N-Sand Hotel,
Juhu, Vile Parle (W),
Mumbai-400 049"

ii. TENTATIVE FINANCIAL CALENDAR:

Financial Year	1 st April, 2015 to 31 st March, 2016
Result for the quarter ending 30 th June, 2015	By 14 th August, 2015
Result for the quarter ending 30 th September, 2015	by 14 th November, 2015
Result for the quarter ending 31 st December, 2015	by 14 th February, 2015
Result for the year ending 31 st March, 2016	by 30 th May, 2016
Annual General Meeting	by September, 2016

iii. BOOK CLOSURE DATE:

The Register of Members and the Share Transfer books of the Company will remain closed from Wednesday, 23rd September, 2015 to Tuesday, 29th September, 2015 (both days inclusive), for the purpose of Annual General Meeting.

For the purpose of determining the List of Members who will be given the facility of E-Voting for casting their votes for the proposed resolutions at the Annual General Meeting, 22nd September, 2015 would be the cut-off date.

iv. DIVIDEND:

Your Directors do not recommend any dividend for the year under review retaining the surplus with the company for furthering the growth of the Company.

v. LISTING STATUS:

Your Company paid the Listing Fees to the BSE Limited for the year 2014-15 as well as 2015-16 in terms of listing agreement entered with the said Stock Exchange.

Further is it informed that the Company in FY 2013-2014 had applied for de-listing from Ludhiana Stock Exchange Limited and the approval for De-Listing was awaited, during this period, SEBI vide its Order No. WTM/RKA /MRD/166/2014 dated 30th December, 2014 has De-recognised the Ludhiana Stock Exchange Limited w.e.f., the date of the order, thus the securities of the company is deemed to be delisted from the Ludhiana Stock Exchange limited w.e.f., 30th November, 2014.

vi. STOCK CODE:

The Security ID and Security Code for the Equity Shares of the Company are "GBLINFRA" and "531463" respectively. Further the ISIN of the Company is INE377M01027

vii. MARKET PRICE DATA AND PERFORMANCE IN COMPARISON TO BROAD - BASED INDICES - S&P BSE SENSEX:

Month	Price on BSE (Rs.) & Value			S&P BSE SENSEX	
	High	Low	Total Turnover	High	Low
Apr-14	47.15	40.25	1528,74,286.00	22,939.31	22,197.51
May-14	48.90	44.00	2692,37,146.00	25,375.63	22,277.04
Jun-14	45.60	21.45	1755,17,397.00	25,725.12	24,270.20
Jul-14	21.05	14.20	353,09,200.00	26,300.17	24,892.00
Aug-14	13.92	11.20	296,71,216.00	26,674.38	25,232.82
Sep-14	13.75	10.35	660,50,552.00	27,354.99	26,220.49
Oct-14	16.80	12.50	422,00,180.00	27,894.32	25,910.77
Nov-14	27.75	16.80	1549,68,496.00	28,822.37	27,739.56
Dec-14	26.60	16.85	537,48,936.00	28,809.64	26,469.42
Jan-15	16.90	15.05	19,64,133.00	29,844.16	26,776.12
Feb-15	18.35	14.00	3,58,984.00	29,560.32	28,044.49
Mar-15	14.64	12.50	271,71,484.00	30,024.74	27,248.45

viii. REGISTRAR AND TRANSFER AGENTS:

M/s. PurvaSharegistry (India) Pvt. Ltd.

No-9, Shiv Shakti Industrial Estate,
Ground Floor, J. R. Boricha Marg,
Opp. Kasturba Hospital, Lower Parel,
Mumbai - 400 011

(T) (91)- 022-2301 6761 / 2301 8261

(F) (91)- 022-2301 2517

Email: purvashr@mtnl.net.in

ix. SHARE TRANSFER SYSTEM:

Share transfers are processed and share certificates duly endorsed are returned within a period of fifteen days from the date of receipt, subject to documents being valid and complete in all respects. The Board has delegated the authority for approving transfer, transmission, etc. of the Company's securities to the "Stakeholder's Relationship Committee". A summary of transfer/transmission of securities of the Company so approved by the "Stakeholder's Relationship Committee" is placed at every Board meeting. The Company obtains from a Company Secretary in Practice half-yearly certificate of compliance with the share transfer formalities as required under Clause 47(c) of the Listing Agreement and files a copy of the said certificate with Stock Exchanges.

x. DISTRIBUTION OF SHAREHOLDING:

Share Holding pattern as on 31st March, 2015:

Category	Category of Shareholder	Number of Shareholders	Total number of shares	As a Percentage of (A+B)
(A)	Shareholding of Promoter and Promoter Group			
1	Indian	11	3530984	1.35
2	Foreign	0	0	0
	Total Shareholding of Promoter and Promoter Group [(A)(1)+(A)(2)]	11	3530984	1.35
(B)	Public shareholding			
1	Institutions	1	702	0.00
2	Non-institutions	679	258876614	98.65
	Total Public Shareholding [(B)(1)+(B)(2)]	680	258877316	98.65
	TOTAL (A)+(B)	691	262408300	100.00

xi. DISTRIBUTION OF HOLDING BY SIZE AS ON 31ST MARCH, 2015:

No. of Shares	No. of Shareholders	%	Shareholding in Rs.	%
1 to 5,000	322	46.60	251083	0.10
5,001 to 10,000	78	11.29	514966	0.20
10,001 – 20,000	19	2.75	263211	0.10
20,001 – 30,000	21	3.04	513825	0.20
30,001 – 40,000	15	2.17	527810	0.20
40,001 – 50,000	18	2.60	795441	0.30
50,001 – 1,00,000	24	3.47	1825691	0.70
1,00,000 & above	194	28.08	257716273	98.21
Total	691	100.00	262408300	100.00

xii. DEMATERIALIZATION OF SHARES AND LIQUIDITY:

The Company's Equity Shares are in Demat trading segment and the Company had established connectivity with both NSDL & CDSL by signing the necessary agreements.

Procedures for dematerialization/ rematerialization of Equity Shares:-

Shareholders seeking demat/ remat of their shares need to approach their Depository Participants (DP) with whom they maintain a demat account. The DP will generate an electronic request and will send the physical share certificates to Registrar and Share Transfer Agents of the Company. Upon receipt of the request and share certificates, the Registrar will verify the same. Upon verification, the Registrar will request NSDL/CDSL to confirm the demat request. The demat account of the respective share holder will be credited with equivalent number of shares. In case of rejection of the request, the same shall be communicated to the shareholder.

In case of remat, upon receipt of the request from the shareholder, the DP generates a request and verification of the same is done by the Registrar. The Registrar then requests NSDL or CDSL to confirm the same. Approval of the Company is being sought and equivalent numbers of shares are issued in physical form to the shareholder. The share certificates are dispatched 15 days from the date of issue of shares.

98.12% of the Company's Equity Share Capital of the Company is held in dematerialized form as on 30th June, 2015.

xiii. OUTSTANDING GDRS/ADRS/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS, CONVERSION DATE AND LIKELY IMPACT ON EQUITY:

The Company at present has not issued any GDRS, ADRS/ Warrants or any Convertible Instruments.

xiv. OTHER INFORMATION'S:

➤ **Requirement of PAN Card in case of Transfer of Shares in Physical Form:**

Pursuant to SEBI Circular, the shareholders holding shares in physical form are requested to submit self-certified copy of PAN at the time of sending their request for share transfer/ transmission of name/ transposition of name.

➤ **For the Attention of Shareholders holding shares in electronic form**

Shareholders holding shares in electronic mode should address all their correspondence to their respective Depository Participants (DPs).

➤ **Electronic Clearing Service**

The Securities and Exchange Board of India (SEBI) has made it mandatory for all companies to use the bank account details furnished by the Depositories for depositing dividends. Dividend will be credited to the Members' bank account through NECS wherever complete core banking details are available with the Company. In case where the core banking details are not available, dividend warrants will be issued to the Members with bank details printed thereon as available in the Company's records. This ensures that the dividend warrants, even if lost or stolen, cannot be used for any purpose other than for depositing the money in the accounts specified on the dividend warrants and ensures safety for the investors. The Company complies with the SEBI requirement.

➤ **Green initiatives in Corporate Governance to receive documents through email by registering your email address:**

The Ministry of Corporate Affairs (MCA) has taken a "Green initiative in the Corporate Governance" by providing an opportunity to the shareholders to register their email address with Company and changes therein from time to time.

The Company will send notices/documents such as Annual reports and notices by email to the shareholders registering their email address. To support this laudable move of the Government, the members who have not registered their email address, so far, are requested to do so at the earliest, in respect of demat holding through the respective Depository Participant (DP) and in respect of physical holding through the Registrar and Share Transfer Agent (RTA) PurvaSharegistry (India) Pvt. Ltd. @ purvashr@mtnl.net.in or at the Company's e-mail id i.e., asianlakcfl@gmail.com

While every notice/document will be sent through email address registered with the Company, in case you desire to receive any notice/document in physical form, please intimate by email and the same shall be sent to your address registered with the Company/DP.

We solicit your patronage and support in joining hands with the Company to implement the e-governance initiative.

➤ **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 forms can be obtained from the Company's Registrar and Share Transfer Agent.

xv. CODE OF CONDUCT:

The Board of Directors of the Company has laid down Code of Conduct for Directors and for Senior Management & Employees. All Board Members and Senior Management have affirmed compliance with the Code of Conduct for the year under review. Declaration to this effect signed by the Executive Director is appended as "Annexure III - A" to this report.

xvi. EXECUTIVE DIRECTOR'S AND CHIEF FINANCIAL OFFICER'S CERTIFICATION:

The Certificate from Executive Director and Chief Financial Officer in terms of Clause 49 (IX) is appended as "Annexure III - B" to this report.

xvii. ADDRESS FOR CORRESPONDENCE:**i. Investor Grievances:****Mr. Aallan Paul****Executive Director cum Compliance Officer**

(T) (91)- 022-26342860

(T) (91)- 044-43522777

Web: www.globalinfracfin.com and www.gifl.inEmail: asianlakcfl@gmail.com**ii. Registered office:****Global Infratech & Finance Limited**

405, B Wing, 4th Floor,

Royal Sands CHS Limited,

Off New Link Road, Andheri (W),

Mumbai - 400 053

(T) (91)- 022-26342860

Web: www.globalinfracfin.com and www.gifl.inEmail: asianlakcfl@gmail.com**iii. Corporate office:****Global Infratech & Finance Limited**No. 14, 1st Floor,

Ramakrishna Street,

T.Nagar,

Chennai- 600 017

(T) (91)- 044-43522777

Web: www.globalinfracfin.com and www.gifl.inEmail: asianlakcfl@gmail.com

**By Order of the Board of Directors
For GLOBAL INFRA TECH & FINANCE LIMITED**

Sd/-**AALLAN PAUL****(DIN: 06639742)****Executive Director****Sd/-****ALIYAR RIYA****(DIN: 07027295)****Director****Date: 12th August, 2015****Place: Chennai**

Annexure III - A

**ANNUAL CERTIFICATE UNDER CLAUSE 49(II)(E)
OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE**

I, Aallan Paul (DIN: 06639742), Executive Director of the Company confirm that the Company has obtained from all Board Members and Senior Management, affirmation that they have complied with the Code of Conduct during the year ended 31st March 2015.

For GLOBAL INFRATECH & FINANCE LIMITED

**Sd/-
AALLAN PAUL
(DIN: 06639742)
EXECUTIVE DIRECTOR**

**Date: 12th August, 2015
Place: Chennai**

Annexure III - B

EXECUTIVE DIRECTOR'S & CFO'S CERTIFICATION

**To,
The Board of Directors,
Global Infratech & Finance Limited**

- i) We have reviewed financial statements and the cash flow statement for the year and that to the best of their knowledge and belief :
 - 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 Issuer's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- ii) There are, to the best of our knowledge and belief, no transactions entered into by the Issuer during the year which are fraudulent, illegal or violative of the Company's code of conduct.
- iii) 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.
We have not come across any reportable deficiencies in the design or operation of such internal controls
- iv) We have indicated to the auditors and the Audit committee
 - a. That there are no significant changes in internal control over financial reporting during the year;
 - b. That there are no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
 - c. That there are no instances of significant fraud of which they have become aware.

For GLOBAL INFRATECH & FINANCE LIMITED

**Sd/-
AALLAN PAUL
Executive Director**

**Sd/-
RENGANATHAN RAMAN
Director**

**Date: 12th August, 2015
Place: Chennai**

Annexure IV**AUDITOR'S CERTIFICATE ON CORPORATE GOVERNANCE**

To,
The Members,
GLOBALINFRA TECH&FINANCE LIMITED

We have examined the compliance of Corporate Governance by Global Infratech & Finance Limited for the year ended on 31st March 2015, as stipulated in clause 49 of the Listing Agreement of the said Company with 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 the corporate Governance. It is neither an audit nor an expression of opinion on the financial statement of the Company.

In our opinion and to the best of our information and according to the explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

We state that no investor grievance(s) is/ are pending for a period exceeding for one month against the Company as per the records maintained by the Shareholders/Investors Grievance Committee.

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 Pradeep Gupta
Chartered Accountants

Sd/-
Pradeep Gupta
Proprietor
M No. 048979

Place : Mumbai
Date : 28th May, 2015

Annexure V**NOMINATION AND REMUNERATION POLICY**

This Nomination and Remuneration Policy is being formulated in compliance with Section 178 of the Companies Act, 2013 read along with the applicable rules thereto and Clause 49 of the Listing Agreement, as amended from time to time. This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee (NRC or the Committee) and has been approved by the Board of Directors.

1. DEFINITIONS:

“Remuneration” means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961;

“Key Managerial Personnel” means:

- i) Managing Director, or Chief Executive Officer or Manager and in their absence, a Whole-time Director;
- ii) Chief Financial Officer;
- iii) Company Secretary; and
- iv) such other officer as may be prescribed.

“Senior Managerial Personnel” mean the personnel of the company who are members of its core management team excluding Board of Directors. Normally, this would comprise all members of management, of rank equivalent to General Manager and above, including all functional heads.

2. OBJECTIVE

The objective of the policy is to ensure that

- a) the level and composition of remuneration is reasonable and sufficient to attract, retain and motivate Directors, Key Managerial Personnel's and Senior Managerial Personnel's of the quality required to run the company successfully;
- b) relationship of remuneration to performance is clear and meets appropriate performance benchmarks; and
- c) remuneration to directors, key managerial personnel and senior management involves a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals.

3. ROLE OF THE COMMITTEE

The role of the NRC will be the following:

- a) To Ensure that the Company has formal and transparent procedures for the selection and appointment of new directors to the board and succession plans;
- b) To 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.
- c) To make recommendations for the appointment and removal of directors;
- d) Ensure that our Company has in place a programme for the effective induction of new directors;
- e) To review, on an ongoing basis, the structure of the board, its committees and their inter relationship;

- f) To recommend to the Board, the remuneration packages of our Company's Managing / Joint Managing / Deputy Managing / Whole time / Executive Directors, including all elements of remuneration package (i.e. salary, benefits, bonuses, perquisites, commission, incentives, stock options, pension, retirement benefits, details of fixed component and performance linked incentives along with the performance criteria, service contracts, notice period, severance fees etc.);
- g) To implement, supervise and administer any share or stock option scheme of our Company; and
- h) To attend to any other responsibility as may be entrusted by the Board.

4. APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- a) The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend his / her appointment, as per Company's Policy.
- b) A person should possess adequate qualification, expertise and experience for the position he / she is considered for appointment. The Committee has authority to decide whether qualification, expertise and experience possessed by a person is sufficient / satisfactory for the position.
- c) The Company shall not appoint or continue the employment of any person as Whole-time Director who has attained the age of seventy years. Provided that the term of the person holding this position may be extended beyond the age of seventy years with the approval of shareholders by passing a special resolution.

5. TERM/TENURE

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

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

b) **Independent Director:**

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

No Independent Director shall hold office for more than two consecutive terms of upto maximum of 5years each, but such Independent Director shall be eligible for appointment after expiry of three years of ceasing to become an Independent Director.

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

At the time of appointment of Independent Director it should be ensured that number of Boards on which such Independent Director serves is restricted to seven listed companies as an Independent Director and three listed companies as an Independent Director in case such person is serving as a Whole-time Director of a listed company or such other number as may be prescribed under the Companies Act, 2013 and Listing Agreement.

6. EVALUATION

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

7. REMOVAL

The Committee may recommend with reasons recorded in writing, removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the Companies Act, 2013, rules and regulations and the policy of the Company.

8. RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013 and the prevailing policy of the Company. The Board will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position/ remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

9. POLICY FOR REMUNERATION TO DIRECTORS/KMP/SENIOR MANAGEMENT PERSONNEL

a) Remuneration to Managing Director / Whole-time Directors:

- i) The Remuneration/ Commission etc. to be paid to Managing Director / Whole-time Directors, etc. shall be governed as per provisions of the Companies Act, 2013 and rules made there under or any other enactment for the time being in force and the approvals obtained from the Members of the Company.
- ii) The Nomination and Remuneration Committee shall make such recommendations to the Board of Directors, as it may consider appropriate with regard to remuneration to Managing Director / Whole-time Directors.

b) Remuneration to Non-Executive / Independent Directors:

- i) The Non-Executive / Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.
- ii) All the remuneration of the Non-Executive / Independent Directors (excluding remuneration for attending meetings as prescribed under Section 197 (5) of the Companies Act, 2013) shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made there under or any other enactment for the time being in force. The amount of such remuneration shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors or shareholders, as the case may be.
- iii) An Independent Director shall not be eligible to get Stock Options and also shall not be eligible to participate in any share based payment schemes of the Company.
- iv) Any remuneration paid to Non- Executive / Independent Directors for services rendered which are of professional in nature shall not be considered as part of the remuneration for the purposes of clause (b) above if the following conditions are satisfied:
 - The Services are rendered by such Director in his capacity as the professional; and

- In the opinion of the Committee, the director possesses the requisite qualification for the practice of that profession.

c) Remuneration to Key Managerial Personnel and Senior Management:

- i) The remuneration to Key Managerial Personnel and Senior Management may consist of fixed pay and incentive pay, in compliance with the provisions of the Companies Act, 2013 and in accordance with the Company's Policy.
- ii) The Fixed pay shall include monthly remuneration and may include employer's contribution to Provident Fund, contribution to pension fund, pension schemes, etc. as decided from time to time.
- iii) The Incentive pay shall be decided based on the balance between performance of the Company and performance of the Key Managerial Personnel and Senior Management, to be decided annually or at such intervals as may be considered appropriate.

10. IMPLEMENTATION

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

Annexure VI

SECRETARIAL AUDIT REPORT**FORM NO. MR-3****FOR THE FINANCIAL YEAR ENDED ON 31ST MARCH 2015****[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014]**

The Members,
M/s. Global Infratech & Finance Limited

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by M/s. Global Infratech & Finance Limited (hereinafter called the Company). Secretarial Audit was conducted in a manner that provided to us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of M/s. Global Infratech & Finance Limited's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, we hereby report that in our opinion, the Company has, during the audit period covering the financial year ended March 31, 2015, complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance mechanism in place to the extent, in the manner and subject to the reporting made hereinafter.

We have examined the books, papers, minute books, forms and returns filed and other records maintained by the Company for the financial year ended on March 31, 2015 according to the provisions of:

1. The Companies Act, 2013 (the Act) and the rules made there under;
2. The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
3. The Depositories Act, 1996 and the Regulations and bye-laws framed there under;
4. Foreign Exchange Management Act, 1999 and the rules and regulations made there under;
5. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.
6. The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2013;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;
 - e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
 - f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993, regarding the Companies Act and dealing with client;
 - g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
 - h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

We have also examined compliance with the applicable clauses of the following:

- a) Secretarial Standards issued by The Institute of Company Secretaries of India.
- b) The Listing Agreements entered into by the Company with BSE Limited.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above; except the followings –

- *The Company has not appointed whole time Company Secretary during the year as required under Section 203 of Companies Act 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014.*
- *Non-Compliance related to timely formation of Remuneration and Nomination Committee was observed during the year as the requirement was applicable effective from 1st October 2014.*

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

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

Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

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

We further report that during the audit period, there were no instances of:

- a) Public / Rights / Preferential issue of shares / debentures / sweat equity.
- b) Redemption / buy-back of securities.
- c) Major decisions taken by the Members in pursuance to Section 180 of the Companies Act, 2013.
- d) Merger / amalgamation / reconstruction etc.
- e) Foreign technical collaborations.

For G. S. Bhide & Associates
Company Secretaries

S/d-
Gayatri S. Bhide
Proprietor
C. P. No. 11816

Place : Mumbai
Date : May 28, 2015

Annexure VII

Form No. MGT-9
EXTRACT OF ANNUAL RETURN
as on the financial year ended on 31st March, 2015
[Pursuant to section 92(3) of the Companies Act, 2013 and
rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS:

i	CIN:	L65921MH1995PLC248335
ii	Registration date	06/01/1996
iii	Name of the Company	GLOBAL INFRATECH & FINANCE LIMITED
iv	Category / Sub-Category of the Company	Company having Share Capital
v	Address of the Registered office and contact details	405, B Wing, 4th Floor, Royal Sands CHS Limited Off New Link Road, Andheri (W), Mumbai-400053, Maharashtra (T) : 022-26342860 (T) : 044 - 43522777 Email : - asianlakcfl@gmail.com
vi	Whether listed company	Yes <input checked="" type="checkbox"/> No <input type="checkbox"/>
vii	Name, Address and Contact details of Registrar and Transfer Agent, if any	M/s. Purva Sharegistry (India) Pvt. Ltd. No-9, Shiv Shakti Industrial Estate, Ground Floor, J. R. Boricha Marg, Opp. Kasturba Hospital, Lower Parel, Mumbai - 400 011 (T) (91) - 022 - 2301 6761 / 2301 8261 (F) (91) - 022 - 2301 2517 Email: purvashr@mtnl.net.in

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	Interest Income & Trading in Equity Shares	As per National Industrial Classification - 2008: Section K - Financial and Insurance Activities Division 66 -Other Financial Activities	46%
2	Infrastructure Development	As per National Industrial Classification - 2008: Section F - Construction Division 42 - Civil Engineering	54%

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sl. No.	Name And Address of The Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of shares held	Applicable Section
1	-	-	-	-	-

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				No. of Shares held at the end of the year				% Change during the year*
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters*									
(1) Indian									
a) Individual/HUF	12,04,098	2,00,000	14,04,098	0.59	11,10,984	2,20,000	13,30,984	0.51	-
b) Central Govt	-	-	-	-	-	-	-	-	-
c) State Govt (s)	-	-	-	-	-	-	-	-	-
d) Bodies Corp.	-	20,00,000	20,00,000	0.84	-	22,00,000	22,00,000	0.84	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any other	-	-	-	-	-	-	-	-	-
Sub-total (A) (1):-	12,04,098	22,00,000	34,04,098	1.43	11,10,984	24,20,000	35,30,984	1.35	-
(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)	12,04,098	22,00,000	34,04,098	1.43	11,10,984	24,20,000	35,30,984	1.35	-
B. Public Shareholding									
(1) Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	4,30,275	-	4,30,275	0.18	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt(S)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-
f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIs	-	-	-	-	702	-	702	0.00	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others	-	-	-	-	-	-	-	-	-
Sub-Total (B)(1)	-	-	-	-	702	-	702	0.00	-
(2) Non-Institutions									
a) Bodies Corp.									
i. Indian	12,13,49,539	20,000	12,13,69,539	50.88	17,33,56,448	22,000	17,33,78,448	66.07	-
ii. Overseas	-	-	-	-	-	-	-	-	-
b) Individuals									
i. Individual shareholders holding nominal share capital upto Rs. 1 lakh	12,91,186	8,56,000	21,47,186	0.90	8,42,966	9,28,000	17,70,966	0.67	-
ii. Individual shareholders holding nominal share capital in excess of Rs 1 lakh	9,56,50,781	14,27,000	9,70,77,781	40.69	7,26,99,255	15,65,300	7,42,64,555	28.30	-
c) Others									
1. HUF	99,66,280	-	99,66,280	4.18	93,41,907	-	93,41,907	3.56	-
2. NRI	8,000	-	8,000	0.00	830	-	830	0.00	-
3. Clearing Member	41,49,841	-	41,49,841	1.74	1,19,908	-	1,19,908	0.05	-
Sub-Total (B)(2)	23,24,15,627	23,03,000	23,47,18,627	98.39	25,63,61,314	24,93,300	25,88,76,614	98.65	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	23,28,45,902	23,03,000	23,51,78,902	98.57	25,63,62,016	25,15,300	25,88,77,316	98.65	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-	-	-	-	-	-
Grand Total (A+B+C)	23,40,50,000	23,03,000	23,85,53,000	100	25,74,73,000	-	26,24,08,300	100	-

Note: *the Company has issued Bonus Shares during the year and due to which the total Number of Equity shares at the start of the year and end of year is not equal and thus the % change has not be calculated.

ii. Shareholding of Promoters:

Sl. No	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% Change in Shareholding during the year*
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	Moongipa Development & Infrastructure Ltd	10,00,000	0.42	-	11,00,000	0.42	-	-
2	Shivashakti Enclaves Private Limited	10,00,000	0.42	-	11,00,000	0.42	-	-
3	Lokesh Shankar Gurnani	2,51,328	0.11	-	2,76,460	0.11	-	-
4	Rajan Mittal	2,00,000	0.08	-	2,20,000	0.08	-	-
5	Fiaz Mohammed Salim Khan	2,00,000	0.08	-	2,20,000	0.08	-	-
6	Rajan Mittal	1,51,600	0.06	-	N.A	-	-	-
7	Sanjay Basudeo Agarwal	1,48,000	0.06	-	1,16,050	0.04	-	-
8	Sangeeta N Agarwal	1,16,700	0.05	-	1,28,370	0.05	-	-
9	Nawal Basudeo Agarwal	1,12,500	0.05	-	1,23,750	0.05	-	-
10	Sunita Agarwal	1,12,000	0.05	-	1,23,200	0.05	-	-
11	Rajesh B Agarwal	1,02,500	0.04	-	1,12,750	0.04	-	-
12	Karishma Deepak Agarwal	9,470	0.00	-	10,404	0.00	-	-
Total		34,04,098	1.43	-	35,30,984	1.35	-	-

Note: *the Company has issued Bonus Shares during the year and due to which the total Number of Equity shares at the start of the year and end of year is not equal and thus the % change has not been calculated.

iii. Change in Promoters' Shareholding :

Sl. No	Particulars			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	MOONGIPA DEVELOPMENT & INFRASTRUCTURE LTD						
	01.04.2014			10,00,000	0.42	-	-
	Add	17.11.2014	Bonus	1,00,000	-	11,00,000	0.42
	31.03.2015			-	-	11,00,000	0.42
2	SHIVASHAKTI ENCLAVES PRIVATE LIMITED						
	01.04.2014			10,00,000	0.42	-	-
	Add	17.11.2014	Bonus	1,00,000	-	11,00,000	0.42
	31.03.2015			-	-	11,00,000	0.42
3	LOKESH SHANKAR GURNANI						
	01.04.2014			2,51,382	0.11	-	-
	Add	17.11.2014	Bonus	25,132	-	2,76,460	0.11
	31.03.2015			-	-	2,76,460	0.11
4	RAJAN MITTAL						
	01.04.2014			2,00,000	0.08	-	-
	Add	17.11.2014	Bonus	20,000	0.08	2,20,000	0.08
	31.03.2015			-	-	2,20,000	0.08
5	FAIZ MOHAMMED SALIM KHAN						
	01.04.2014			2,00,000	0.08	-	-
	Add	17.11.2014	Bonus	20,000	0.01	2,20,000	0.08
	31.03.2015			-	-	2,20,000	0.08
6	RAJAN MITTAL						
	01.04.2014				0.06	-	-
	Add	17.11.2014	Bonus	15,160	-	1,66,760	0.06
	Less	31.12.2014	Market Sale	1,66,760	0.06	-	-
7	SANJAY BASUDEO AGARWAL						
	01.04.2014			1,48,000	0.06	-	-
	Less	30.05.2014	Market Sale	42,500	0.02	1,05,500	0.04
	Add	17.11.2014	Bonus	10,550	0.00	1,16,050	0.04
8	SANGEETA N AGARWAL						
	01.04.2014			1,16,700	0.05	-	-
	Add	17.11.2014	Bonus	11,670	0.00	1,28,370	0.05
	31.03.2015			-	-	1,28,370	0.05

Sl. No	Particulars			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
9	NAWAL BASUDEO AGARWAL						
	01.04.2014			1,12,500	0.05	-	-
	Add	17.11.2014	Bonus	11,250	-	1,23,750	0.05
	31.03.2015			-	-	1,23,750	0.05
10	SUNITA AGARWAL						
	01.04.2014			1,12,000	0.05	-	-
	Add	17.11.2014	Bonus	11,200	-	1,23,200	0.05
	31.03.2015			-	-	1,23,200	0.05
11	RAJESH B AGARWAL						
	01.04.2014			1,02,500	0.04	-	-
	Add	17.11.2014	Bonus	10,250	-	1,12,750	0.05
	31.03.2015			-	-	1,12,750	0.05
12	KARISHMA DEEPAK AGARWAL						
	01.04.2014			9,470	0.00	-	-
	Less	22.08.2014	Market Sale	130	0.00	9,340	0.00
	Add	17.11.2014	Bonus	934	-	10,274	0.00
	Less	19.12.2014	Market Purchase	130	0.00	10,404	0.00
	31.03.2015			-	-	10,404	0.00

Note: As the Shares Purchased/Sold by the promoters as mentioned above were in Dematerialised form tracing of exact date of transaction in the script of the company is not possible, hence we have mentioned the date of Benpos as the date of transaction for Purchase / Sales.

iv. Shareholding Pattern of top ten Shareholders (other than Directors, Promoters and Holders of GDRs and ADRs):

Sl. No	For Each of the Top 10 Shareholders			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1	RANGAN VINCOM PRIVATE LIMITED						
	01.04.2014			89,68,725	3.76	-	-
	Add	17.11.2014	Bonus	8,96,872	-	98,65,597	3.76
	31.03.2015			-	-	98,65,597	3.76
2	ORCHID SOLUTION PRIVATE LIMITED						
	01.04.2014			79,54,730	3.33	-	-
	Add	04.04.2014	Market Purchase	2,43,000	0.10	81,97,730	3.44
	Add	17.11.2014	Bonus	8,19,773	-	90,17,503	3.44
3	RAJESH PODDAR						
	01.04.2014			80,00,000	3.35	-	-
	Add	28.11.2014	Bonus	8,00,000	-	88,00,000	3.35
	31.03.2015			-	-	88,00,000	3.35
4	LADIOS TRADING PRIVATE LIMITED						
	01.04.2014			74,32,605	3.12	-	-
	Add	11.04.2014	Market Purchase	50,000	0.02	74,82,605	3.14
	Add	18.04.2014	Market Purchase	18,000	0.01	75,00,605	3.14
	Add	02.05.2014	Market Purchase	13,000	0.01	75,13,605	3.15
	Add	09.05.2014	Market Purchase	66,500	0.03	75,80,105	3.18
	Add	28.11.2014	Bonus	7,58,010	-	83,38,115	3.18
5	DREAMVALLEY TRADING PRIVATE LIMITED						
	01.04.2014			68,36,601	2.87	-	-
	Add	04.04.2014	Market Purchase	4,70,452	0.20	73,07,053	3.06
	Add	11.04.2014	Market Purchase	57,788	0.02	73,64,841	3.09
	Add	18.04.2014	Market Purchase	73,845	0.03	74,38,686	3.12
	Add	25.04.2014	Market Purchase	86,675	0.04	75,25,361	3.15
	Add	02.05.2014	Market Purchase	62,539	0.03	75,87,900	3.18
	Add	09.05.2014	Market Purchase	3,88,728	0.16	79,76,628	3.34
	Add	16.05.2014	Market Purchase	2,78,510	0.12	82,55,138	3.46
	Add	23.05.2014	Market Purchase	2,52,586	0.11	85,07,724	3.57
	Add	30.05.2014	Market Purchase	4,66,493	0.20	89,74,217	3.76
	Add	06.06.2014	Market Purchase	56,164	0.02	90,28,381	3.78
	Add	13.06.2014	Market Purchase	54,910	0.02	90,83,291	3.81
	Add	20.06.2014	Market Purchase	30,110	0.01	91,13,401	3.82
	Add	17.11.2014	Bonus	9,11,340	-	1,00,24,741	3.82
	31.03.2015			-	-	1,00,24,741	3.82

Sl. No	For Each of the Top 10 Shareholders			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
6	RAJESH GAURISHANKAR PODDAR HUF						
	01.04.2014			60,00,000	2.52	-	-
	Add	17.11.2014	Bonus	6,00,000	0.23	66,00,00	2.52
	31.03.2015			-	-	66,00,00	2.52
7	ANJU PODDAR						
	01.04.2014			58,10,400	2.44	-	-
	Add	17.11.2014	Bonus	5,81,040	0.22	63,91,440	2.44
	31.03.2015			-	-	63,91,440	2.44
8	DIVYA DRISHTI TRADERS PVT LTD						
	01.04.2014			51,12,140	2.14	-	-
	Add	17.11.2014	Bonus	5,11,214	-	56,23,354	2.14
	31.03.2015			-	-	56,23,354	2.14
9	ANURODH MERCHANDISE PRIVATE LIMITED						
	01.04.2014			49,00,000	2.05	-	-
	Add	17.11.2014	Bonus	4,90,000	-	53,90,000	2.05
	Less	05.12.2014	Market Sale	3,75,000	0.14	50,15,000	1.91
	05.12.2014 - The shareholder ceases to be in the top 10 from 05.12.2014			-	-	50,15,000	1.91
10	DIVYA DRISHTI MERCHANTS PVT LTD						
	01.04.2014			47,13,025	1.98	-	-
	Add	17.11.2014	Bonus	4,71,302	-	51,84,327	1.98
	31.03.2015			-	-	51,84,327	1.98
11	FLAME DEALERS PRIVATE LIMITED						
	21.11.2014 - The Shareholder entered the Top 10 from 21.11.2014			64,42,811	2.46	-	-
	31.03.2015			-	-	64,42,811	2.46

Note: As the Shares Purchased/Sold by the above mentioned shareholders were in Dematerialised form tracing of exact date of transaction in the script of the company is not possible, hence we have mentioned the date of Benpos as the date of transaction for Purchase / Sales.

v. Shareholding of Directors and Key Managerial Personnel:

Sl. No	For Each of the Directors and KMP			Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	01.04.2014			-	-	-	-
	Date wise Increase / Decrease in Shareholding during the year.			-	-	-	-
	30.03.2015			-	-	-	-

V. INDEBTEDNESS

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

				In Lakhs
Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i. Principal Amount	-	482.00	-	-
ii. Interest due but not paid	-	2.66	-	-
iii. Interest accrued but not due	-	00.78	-	-
Total (i+ii+iii)		485.44	-	-
Change in Indebtedness during the financial year				
• Addition	05.13	-	-	-
• Reduction	00.45	485.44	-	-
Net Change	4.68	-	-	-
Indebtedness at the End of the financial year				
i. Principal Amount	4.68	-	-	-
ii. Interest due but not paid	-	-	-	-
iii. Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	4.68	-	-	-

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

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

Sl. No.	Particulars of Remuneration	Name of MD/WT/ Manager		In Lakhs Total Amount Rs.
		PRAVIN SAWANT	AALLAN PAUL	
1	Gross salary			
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	5.85	12.00	17.85
	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	-	-	-
2	Stock Options	-	-	-
3	Sweat Equity	-	-	-
4	Commission			
	– As % of Profit	-	-	-
	– Others, specify	-	-	-
5	Others, Please specify	-	-	-
	Total (A)	5.85	12.00	17.85
Ceiling as per the Act (in accordance with Section II of the Schedule V of the Companies Act, 2013)				42.00

B. Remuneration to other directors:

Sl. No.	Particulars of Remuneration	Name of Directors	In Lakhs Total Amount
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	-	-
	• Commission	-	-
	• Others, please specify	-	-
	Total (2)	-	-
	Total (B)=(1+2)	-	-
	Total Managerial Remuneration	-	-
	Overall Ceiling as per the Act	-	-

C. Remuneration To Key Managerial Personnel Other Than MD/Manager/WT/DT:

Sl. No.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	-	-	3.67	3.67
	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	-	-	-	-
2	Stock Options	-	-	-	-
3	Sweat Equity	-	-	-	-
4	Commission				
	– As % of Profit	-	-	-	-
	– Others, specify	-	-	-	-
5	Others, Please specify	-	-	-	-
	Total			3.67	3.67

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
B. DIRECTORS					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-
C. OTHER OFFICERS IN DEFAULT					
Penalty	-	-	-	-	-
Punishment	-	-	-	-	-
Compounding	-	-	-	-	-

**By Order of the Board of Directors
For GLOBAL INFRATECH & FINANCE LIMITED**

**Date: 12th August, 2015
Place: Chennai**

**Sd/-
AALLAN PAUL
(DIN: 06639742)
Executive Director**

**Sd/-
ALIYAR RIYA
(DIN: 07027295)
Director**

INDEPENDENT AUDITOR'S REPORT

**To the Members of
M/s. Global Infratech & Finance Limited**

Report on the Financial Statements

We have audited the accompanying financial statements of M/s. Global Infratech & Finance Limited which comprises the balance sheet as at 31st March 2015, the statements of profit and loss and the cash flow statement for the year then ended, and a summary of significant accounting policies and other explanatory information.

Management Responsibility for the Financial Statements

The company's Board of Directors is responsible for the matters stated in Section 134(5) of the Companies Act, 2013 with respect to the preparation and presentations 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 principles generally accepted in India, including the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgements and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatements, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. 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.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatements of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- a) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March, 2015;
- b) In the case of the Statement of Profit and Loss, of the profit of the Company for the year ended on that date.
- c) In the case of the cash flows statements, of the cash flows of the Company for the year ended on that date.

Reports on Other Legal and Regulatory Requirements

- 1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
- 2. As required by section 143 (3) of the Act, we report that:
 - (a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - (b) In our opinion proper books of account as required by law have been kept by the company so far as it appears from our examination of those books;
 - (c) The balance sheet, the statement of profit and loss and the cash flow statements dealt with by this report are in the agreement with the books of accounts;
 - (d) In our opinion, the Balance Sheet, the Statement of Profit and Loss and cash flow statement comply with the Accounting Standards referred to in section 133 of the Companies Act, 2013 read with rule 7 of the Companies (Accounts) Rules, 2014.
 - (e) On the basis of the written representations received from the directors as on 31st March 2015 taken on records by the Board of Directors, none of the directors is disqualified as on 31st March 2015 from being appointed as a director in terms of Section 164(2) of the Companies Act 2013;
 - (f) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our knowledge and according the explanations given to us, none of the clauses are applicable to the Company.

For Pradeep Gupta
Chartered Accountants

Sd/-
Pradeep Gupta
Proprietor
M No. 048979

Place : Mumbai
Date : 28th May, 2015

Annexure referred to in paragraph 1 of our report of even date to the members of M/s. Global Infratech & Finance Limited on the accounts for the year ended 31st March, 2015.

On the basis of such checks as we considered appropriate and according to the information and explanation given to us during the course of our audit, we report that:

1.
 - a. The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets;
 - b. These fixed assets have been physically verified by the management at reasonable intervals; no material discrepancies were noticed on such verification, the same have been properly dealt with in the books of account;
2.
 - a. The management of the company conducts physical verification of its inventories at reasonable intervals.
 - b. 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. The company is maintaining proper records of inventory and no material discrepancy were noticed on physical verification.
3. The Company has not granted any loan to any parties covered in the register maintained under section 189 of the Companies Act, 2013. Hence clauses (b) & (c) are not applicable.
4. In our opinion and according to 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 purchase of fixed assets, and with regard to the sale of goods. During the course of our audit, no major weakness has been noticed in the internal controls.
5. In our opinion and according to the information and explanations given to us, the company has not accepted deposits from the public and therefore, the provisions of section 73 and 74 of the Companies Act, 2013 and rules there under are not applicable to the company.
6. In the best of our knowledge and explanations, the Central Government has not prescribed maintenance of cost records under subsection (1) of section 148 of the Companies Act, 2013 for the products of the company.
7.
 - a. The Company is regular in depositing with appropriate authorities undisputed statutory dues including provident fund, investor education and protection fund, employees' state insurance, income-tax, sales-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues applicable to it.
 - b. According to the information and explanations given to us, no disputed amounts payable in respect of provident fund, investor education and protection fund, employees' state insurance, income-tax, wealth-tax, service tax, customs duty, excise duty, cess and other material statutory dues were outstanding, at the year end, for a period of more than six months from the date they became payable.

- c. The Company is not required to transfer any funds to the Investor Education and Protection Fund in accordance with the relevant provisions of the Companies Act.
8. In my opinion and according to the information given to me and explanations provided, the company has no accumulated losses and the Company has not incurred cash loss during the current financial year as well as in the immediately preceding financial year.
9. Based on our audit procedures and according to the information and explanations given to us, we are of the opinion that the Company has not defaulted in repayment of dues to the financial institutions, banks and debenture holders.
10. According to the information and explanations given to us, the Company has not given any guarantee for loans taken by others from banks and financial institutions.
11. To the best of our knowledge and belief and according to the information and explanations given to us, the company has not availed any Term Loan.
12. Based on information and explanation furnished by the management, which have been relied upon by us, there were no frauds on or by the Company noticed or reported during the year.

None of the other matters are either applicable or call for a statement for the year under audit.

For Pradeep Gupta
Chartered Accountants

Sd/-
Pradeep Gupta
Proprietor
M No. 048979

Place : Mumbai
Date : 28th May, 2015

BALANCE SHEET AS AT 31ST MARCH 2015

PARTICULARS	Note No.	31.03.2015	31.03.2014
		Rs. In lacs	Rs. In lacs
EQUITY AND LIABILITIES			
SHAREHOLDERS' FUNDS			
Share Capital	2	2,624.08	2,385.53
Reserves and Surplus	3	1,131.93	1,294.85
		3,756.02	3,680.38
NON-CURRENT LIABILITIES			
Deferred tax Liabilities (Net)		0.17	-
		0.17	-
CURRENT LIABILITIES			
Short-term Borrowings	4	4.68	485.44
Trade Payables	5	2,600.34	2,962.01
Other Current Liabilities	6	18.22	13.62
Short-Term Provision	7	38.54	72.08
		2,661.78	3,533.15
TOTAL		6,417.96	7,213.53
ASSETS			
NON- CURRENT ASSETS			
Fixed Assets (Tangible Asset)	8	16.84	10.76
Long Term Loans & Advances	9	40.50	3.00
Other Non-Current Assets	10	-	1.93
		57.34	15.69
CURRENT ASSETS			
Trade Receivables	11	2,294.91	1,233.10
Inventories	12	1,652.18	2,011.54
Cash & Cash Equivalents	13	89.66	14.37
Short Term Loans & Advances	14	2,322.15	3,937.10
Other Current Assets	15	1.72	1.75
		6,360.62	7,197.85
TOTAL		6,417.96	7,213.53
Summary of Significant Accounting Policies	1		

AS PER OUR REPORT OF EVEN DATE

PRADEEP GUPTA

Chartered Accountants

For and on Behalf of the Board

Sd/-

Proprietor

M. No : 048979

Sd/-

AALLAN PAUL
(DIN: 06639742)
Executive Director

Sd/-

BASKARAN SATHYA PRAKASH
(DIN: 01786634)
Director

Sd/-

ALIYAR RIYA
(DIN: 07027295)
Director

Sd/-

RENGANATHAN RAMAN
CFO

Place : Mumbai
Date : 28th May, 2015

Place : Chennai
Date : 28th May, 2015

STATEMENT OF PROFIT AND LOSS FOR THE PERIOD ENDED 31ST MARCH, 2015

PARTICULARS	Note No.	31.03.2015	31.03.2014
		Rs. In lacs	Rs. In Lacs
INCOME			
Revenue From Operations			
Sale of Materials		2,054.19	1,104.31
Sale of Shares		1,447.65	1,099.17
Infraproject Income		20.41	100.00
Interest Income		297.40	178.97
Other Operating Income		16.55	4.42
Other Income	15	0.00	0.22
TOTAL INCOME		3,836.19	2,487.09
EXPENSES			
Purchases			
Materials		1,616.91	1,797.38
Shares		1,660.95	595.85
Contract Expenses		-	1.35
(Increase) / Decrease in Stock of :			
Materials	16	370.71	(564.70)
Shares	16	(11.36)	385.88
Employee benefit expenses	17	31.96	11.28
Administration & Other Expenses	18	32.11	22.80
Finance Cost	19	18.12	2.71
Depreciation	8	2.45	1.27
Provision for Standard Assets(As per RBI)	20	3.29	-
TOTAL EXPENSES		3,725.14	2,253.82
PROFIT BEFORE TAXATION		111.05	233.26
Tax Expense			
Current Year Taxes		32.25	72.08
Deferred Taxes		0.17	-
NET PROFIT FOR THE YEAR		75.63	161.18
Transfer to Statutory Reserve (20% of PAT)		15.13	-
Transfer to General Reserve (80% of PAT)		60.50	-
Earnings per equity share:			
Basic and Diluted (Face Value of Rs.10/- each, Previous Year Rs .10/- each)	25	0.03	0.06
Summary of Significant Accounting Policies	1		

AS PER OUR REPORT OF EVEN DATE
PRADEEP GUPTA
Chartered Accountants

For and on Behalf of the Board
Sd/-
Proprietor
M. No : 048979

Sd/-
AALLAN PAUL
(DIN: 06639742)
Executive Director

Sd/-
BASKARAN SATHYA PRAKASH
(DIN: 01786634)
Director

Sd/-
ALIYAR RIYA
(DIN: 07027295)
Director

Sd/-
RENGANATHAN RAMAN
CFO

Place : Mumbai
Date : 28th May, 2015

Place : Chennai
Date : 28th May, 2015

STATEMENT OF CASH FLOW ANNEXED TO THE BALANCE SHEET AS AT 31ST MARCH 2015

PARTICULARS		31.03.2015	31.03.2014
		Rs. In lacs	Rs. In lacs
A.	Cash Flow From Operating Activities		
	Net Profit Before Tax & Extra-Ordinary Items	111.05	233.27
	<i>Adjustments for Non-Cash & Non-Operating Expenses</i>		
	Depreciation	2.45	1.27
	Share Issue Expenses w/off	1.96	1.75
	Operating Profit Before Working Capital Changes	115.46	236.29
	<i>Adjustments for Working Capital Changes</i>		
	Decrease / (Increase) in Short Term Borrowings	(480.75)	(435.38)
	Decrease / (Increase) in Trade Payable	(361.67)	1,804.53
	Decrease / (Increase) in Other Current Liabilities	3.39	(2.51)
	Decrease / (Increase) in Short Term Provisions	(33.54)	18.07
	Decrease / (Increase) in Long Term Loans & Advances	(37.50)	(3.00)
	(Decrease) / Increase in Trade Receivables	(1,061.82)	(1,137.65)
	(Decrease) / Increase in Inventories	359.36	(178.81)
	(Decrease) / Increase in Short Term Loans & Advances	1,616.14	(281.00)
	Cash Generated from Operations	119.07	20.53
	Income Tax Liability for the year	(35.25)	(72.08)
	Extra-Ordinary Items	-	-
	Net Cash Flow from Operating Activities	83.82	(51.54)
B.	Cash Flow From Investing Activities		
	Purchase of Fixed Assets	(8.53)	(12.03)
	Net Cash Flow from Operating Activities	(8.53)	(12.03)
C.	Cash Flow From Financing Activities		
	Issue of Equity Shares	-	-
	Share Premium Money received	-	-
	Net Cash Flow from Operating Activities	-	-
D.	Net Increase /(Decrease) in Cash & Cash Equivalents	75.30	(63.58)
E.	Opening Cash & Cash Equivalents	14.37	77.94
F.	Closing Cash & Cash Equivalents (Note 11)	89.66	14.37
Summary of Significant Accounting Policies		Note 1	

AS PER OUR REPORT OF EVEN DATE

PRADEEP GUPTA
Chartered Accountants

For and on Behalf of the Board

Sd/-
Proprietor
M. No : 048979
Sd/-
AALLAN PAUL
(DIN: 06639742)
Executive Director
Sd/-
BASKARAN SATHYA PRAKASH
(DIN: 01786634)
Director
Sd/-
ALIYAR RIYA
(DIN: 07027295)
Director
Sd/-
RENGANATHAN RAMAN
CFO

Place : Mumbai
Date : 28th May, 2015

Place : Chennai
Date : 28th May, 2015

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2015**NOTE: 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES:****a. BASIS OF PREPARATION:**

The financial statements of the Company have been prepared in accordance with the Generally Accepted Accounting Principles in India (Indian GAAP) in compliance with the Accounting Standards notified under the Companies (Accounting Standards) Rules, 2006 (as amended) and the relevant provisions of the Companies Act, 2013. The financial statements have been prepared on accrual basis under the historical cost convention. Further in view of the revised schedule VI of the Companies Act, the company has also reclassified the previous year figures in accordance with the requirements applicable for the current year

b. GENERAL:

The company follows the accrual method of accounting. The financial statements have been prepared in accordance with the historical cost convention and in accordance with. Expenses are accounted on their accrual with necessary provision for all known liabilities and losses.

c. USE OF ESTIMATES:

The preparation of financial statements requires estimates and assumptions to be made that affect the required amount of assets and liabilities on the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Difference between the actual amounts and the estimates are recognised in the period in which the results are known/materialised.

d. FIXED ASSETS:

Fixed assets are stated at cost including taxes, duties, freight, insurance etc. related to acquisition and installation.

e. DEPRECIATION:

Depreciation is provided to the extent of depreciable amount on written Down Value (WDV) at the rates and method prescribed in the Schedule II of the Companies Act, 2013 and on pro rata basis for the additions / deletions during the year.

f. INVENTORIES:

There are no inventories lying with the company at the end of the period. Earlier, inventories were valued at lower of Cost or NRV.

g. REVENUE RECOGNITION:

Revenue is recognized and expenditure is accounted for on their accrual.

h. PROVISIONS, CONTINGENT ASSETS AND CONTINGENT LIABILITIES:

Provisions involving substantial degree of estimation in measurement are recognized when there is a present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are disclosed when the company has possible obligation or a present obligation and it is probable that a cash flow will not be required to settle the obligation. Contingent Assets are neither recognized nor disclosed in the financial statements.

i. INVESTMENTS:

Investments that are readily realizable and intended to be held for not more than one year, are classified as current investments. All other investments are classified as long-term investments.

Current Investments are stated at lower of cost or market rate on individual investment basis. Long Term Investments are considered "at cost", unless there is other than temporary decline in value thereof, in which case, adequate provision is made against such diminution in the value of investments.

j. EMPLOYEE BENEFITS:

(i) Gratuity:

The liability for gratuity has not been provided as per the provisions of Payment of Gratuity Act, 1972 since no employee of the company is eligible for such benefits during the year.

(ii) Provident Fund:

The provisions of the Employees Provident Fund are not applicable to the company since the number of employees employed during the year were less than the minimum prescribed for the benefits.

(iii) Leave Salary:

In respect of Leave Salary, the same is accounted as and when the liability arises in accordance with the provision of law governing the establishment.

k. TAXATION:

Taxes on Income are accrued in the same period as the revenue and the expenses to which they relate. Deferred tax assets are recognized to the extent there is a virtual certainty of its realization.

l. IMPAIRMENT OF ASSETS:

As at Balance Sheet Date, the carrying amount of assets is tested for impairment so as to determine:

- a. Provision for Impairment Loss, if any, required or
- b. The reversal, if any, required of impairment loss recognized in previous periods.

Impairment Loss is recognized when the carrying amount of an asset exceeds its recoverable amount.

m. BORROWING COST:

Borrowing cost attributable to the acquisition or construction of qualifying assets are capitalized as a part of such assets. All other borrowing costs are charged off to revenue.

A qualifying asset is an asset that necessarily requires a substantial period of time to get ready for its intended use or sale.

n. DEFERRED REVENUE EXPENDITURE:

Miscellaneous Expenditure are written off uniformly over a period of 5 years.

o. INCOME TAX:

Current Tax is determined as the amount of tax payable in respect of taxable income for the period. Deferred tax is recognized, subject to the prudence, of timing differences, being the difference between taxable incomes and accounting income that originate in one period and are capable of reversal in one or more periods.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2015

2. SHARE CAPITAL

Particulars	31.03.2015		31.03.2014	
	Number	Rs. In lacs	Number	Rs. In lacs
Authorised				
Equity Shares of Rs.1/- each (Previous Year Rs.1/-)	27,00,00,000	2700.00	25,00,00,000	2500.00
Issued, Subscribed & Paid Up:				
Equity Shares of Rs.1/- each (Previous Year Rs.1/-)	26,24,08,300	2,624.08	23,85,53,000	2,385.53
Total	26,24,08,300	2,624.08	23,85,53,000	2,385.53

Reconciliation of number of equity shares outstanding at the beginning and at the end of the period

Particulars	31.03.2015		31.03.2014	
	Number	Rs.	Number	Rs.
Shares outstanding at the beginning of the year	23,85,53,000	2,385.53	23,85,53,000	2,385.53
Add : Bonus Shares Issued During the year	2,38,55,300	238.55	-	-
Shares outstanding at the end of the year	26,24,08,300	2,624.08	23,85,53,000	2,385.53

The company has one class of Equity shares having a par value of Rs.1/- each. Each shareholder is eligible to one vote per share held.

In the Event of Liquidation of the Company, the holders of the equity shares will be entitled to receive remaining assets of the company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Details of Share held by shareholders holding more than 5% of the aggregate shares in the company

Name of Shareholder	31.03.2015		31.03.2014	
	Number	%	Number	%
N.A	-	0.00	-	0.00

3. RESERVES AND SURPLUS

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
Share Premium		
Opening Balance	1,017.75	1,017.75
Add : During the year	-	-
Less: During the year	238.55	-
Closing Balance	779.20	1,017.75
Statutory Reserves (As per RBI)		
Opening Balance	22.01	22.01
Add: Transferred from statement of Profit & Loss	15.13	-
Add: Transferred from Reserves & Surplus for Earlier Years	56.35	-
Closing Balance	93.49	22.01
Surplus in Profit & Loss Statement		
Opening balance	255.09	93.91
Add: Transferred from Statement of Profit & Loss	60.50	161.18
Less : Transferred to Statutory Reserves for Earlier Years	(56.35)	-
Closing Balance	259.25	255.09
Total	1,131.93	1,294.85

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2015

4. SHORT TERM BORROWINGS

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
Secured Loans		
Kotak Mahindra Bank	4.68	-
Unsecured Loans		
From Bodies Corporates	-	484.67
Gaurav Metals	-	0.77
Total	4.68	485.77

5. TRADE PAYABLES

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
Trade Payables (including acceptances)		
Liability for Purchases	2,532.11	1,719.24
Advances Received	65.04	1,242.77
Outstanding Expenses	3.19	-
Total	2,600.34	2,962.01

6. OTHER CURRENT LIABILITIES

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
A K Farook	14.50	-
Audit Fees Payable	0.50	0.20
Service Tax Payable	-	6.23
TDS Payable	2.36	7.19
Vishal Garg & Associates	0.86	-
Total	18.22	13.62

7. SHORT TERM PROVISIONS

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
Provision for Income Tax	35.25	72.08
Provision for Standard Assets	3.29	-
Total	38.54	72.08

8. FIXED ASSET

Particulars	Motor Vehicles	Computers & Laptops	Furniture & Fittings	Office Equipments	Total
	Rs. In Lacs	Rs. In Lacs	Rs. In Lacs	Rs. In Lacs	Rs. In Lacs
Gross Block					
As at 31 st March 2014	0.48	2.62	7.44	1.49	12.03
Add : Additions during the year	7.16	1.20	0.17	-	8.53
Less: Deletions during the year	-	-	-	-	-
As at 31st March 2015	7.64	3.83	7.61	1.49	20.56
Accumulated Depreciation					
As at 31 st March 2014	0.04	0.79	0.37	0.07	1.27
Add : Depreciation during the year	0.37	0.99	0.75	0.34	2.45
Less : Depreciation on Deletions	-	-	-	-	-
As at 31st March 2015	0.41	1.78	1.12	0.41	3.72
Net Block as at 31st March 2014	0.45	1.84	7.07	1.41	10.76
Net Block as at 31st March 2015	7.23	2.04	6.49	1.08	16.84

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2015

9. LONG-TERM LOANS & ADVANCES

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
Deposits (Unsecured, Considered Good)		
Sales Tax Deposits	3.00	3.00
Security Deposit	37.50	-
Water Deposit	0.00	-
Total	40.50	3.00

10. OTHER NON CURRENT ASSETS

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
Preliminary Expenses	-	0.21
Share Issue Expenses	-	1.72
Total	-	1.93

11. TRADE RECEIVABLES

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
Outstanding for a period of more than six months from the due date		
Unsecured, Considered Good	-	62.62
Outstanding for a period of less than six months from the date they are due for payment		
Unsecured, Considered Good	2,294.91	1,170.48
Total	2,294.91	1,233.10

12. INVENTORIES

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
Metals & Scrap	193.99	564.70
Shares Held as Stock-in-Trade	1,458.19	1,446.84
Total	1,652.18	2,011.54

13. CASH AND CASH EQUIVALENTS

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
Balances with Banks		
In Current Account	83.61	8.85
Cash in hand	6.05	5.51
Total	89.66	14.37

14. SHORT TERM LOANS & ADVANCES

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
(a) Loans		
Unsecured, Considered good		
Interest Bearing Loans	1,314.96	2,761.90
Interest Receivable on Loans	260.47	148.70
(b) Advances (Recoverable in Cash or Kind or value to be considered)		
(Secured, Considered Good)		
Advance Against Property	26.77	175.00
(Unsecured, Considered good)		
Advance to various parties	675.76	728.00
Advance Tax Paid	10.00	75.00
Input VAT (Net of Output VAT)	5.70	26.65
Excise Duty	0.01	-
Tax Deducted at Source Receivable	28.49	21.84
Total	2322.15	3,937.10

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2015
15. OTHER CURRENT ASSETS

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
Preliminary Expenses	-	0.04
Share Issue Expenses	1.72	1.72
Total	1.72	1.75

16. OTHER INCOME

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
Dividend Income	-	0.22
Miscellaneous Receipts	0.00	0.00
Total	0.00	0.22

17. (INCREASE)/DECREASE IN STOCK OF:

Particulars	31.03.2015	31.03.2014
	Rs.	Rs. In Lacs
Materials		
Opening stock	564.70	-
Less: Closing Stock	193.99	564.70
(Increase)/Decrease	370.71	(564.70)
Shares		
Opening Stock	1,446.84	1,832.72
Less: Closing Stock	1,458.19	1,446.84
(Increase)/Decrease	(11.36)	385.88

18. EMPLOYEE BENEFIT EXPENSES

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
Salaries	13.75	8.17
Staff welfare expense	0.36	0.62
Managerial Remuneration	17.85	2.50
Total	31.96	11.28

19. ADMINISTRATION EXPENSES

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
Advertisement Expenses	0.30	1.05
Audit Fee	0.50	0.20
Books & Periodicals	0.01	-
Business Promotion Expenses	0.16	-
Conveyance & Travelling Expenses	5.88	2.28
Electricity Expenses	0.12	-
Fees, Rates & Taxes	1.60	-
Roc Filing Fees	2.40	0.15
Fuel Expenses	1.27	-
General Expenses	0.00	-
Interest on Taxes	3.58	-
Legal Expenses	0.05	6.60
Listing & Depository Fees	3.03	5.18
Miscellaneous Expenses	0.06	0.02
Maintenance Expenses	0.45	0.51
Office Rent	3.15	1.01
Postage & Courier	0.02	0.16
Preliminary Expenses w/off	0.25	0.04
Printing & Stationery	1.48	0.59
Professional Fees	4.07	2.33
RTA Expenses	0.47	0.41
Share Issue Expenses W/Off	1.72	0.70
Telephone Expenses	0.86	0.48
Transaction Charges	0.01	-
Vehicle Maintenance	0.50	-
Website Expenses	0.18	0.07
Total	32.11	22.80

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2015

20. FINANCE COST

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
Interest	17.05	2.66
Interest on Loan	0.22	-
Bank Charges	0.84	0.05
Total	18.12	2.71

21. PROVISION FOR STANDARD ASSETS (As per RBI)

Particulars	31.03.2015	31.03.2014
	Rs. In Lacs	Rs. In Lacs
Provision for Standard Assets(0.25% of the Outstanding Loan)	3.29	-
Total	3.29	-

22. CONTINGENT LIABILITIES & COMMITMENTS : NIL
23. ADDITIONAL INFORMATION DISCLOSED AS PER PART II OF THE COMPANIES ACT, 2013 :

Particulars	March 31, 2015	March 31, 2014
(i) Adjustment to the carrying amount of Investments	NIL	NIL
(ii) Net gain/loss on foreign currency transaction and translation (other than considered as finance cost)	NIL	NIL
(iii) Value of imports calculated on CIF basis by the company during the financial year in respect of:	NIL	NIL
(iv) Expenditure in foreign currency during the financial year	NIL	NIL
(v) The amount remitted during the year in foreign currencies on account of dividends	NIL	NIL
(vi) Earnings in foreign exchange	NIL	NIL

24. RELATED PARTY DISCLOSURE (As per Accounting Standard 18 issued by ICAI)
1. Relationship

- Wholly Owned Subsidiary - Not Any
- Associate Company - Not Any
- Company under the Common Control of Promoters - Not Any
- Key Managerial Personnel - Mr. Aallan Paul (Whole-Time Director) ; Mr. Renganathan Raman (CFO)

2. Transactions

- Remuneration to Whole-Time Director - Rs. 17,85,129/- (PY : Rs. 2,50,000/-)
- Remuneration to CFO - Rs. 2,67,000/- (PY : Rs. NIL)
- Amount due from/to company /firm in which Directors are Interested : Rs. NIL (PY : Rs. NIL)
- Amount due to Whole-Time Director : Rs. 29,96,400/- (PY : NIL)

25. SEGMENT REPORTING (As per Accounting Standard 17 issued by ICAI)

1. NBFC Business ; 2. Infrastructure Business

(` In Lacs)

Gross Segment Revenue	March 31, 2015	March 31, 2014
a. Finance & Investments	1,761.59	1,278.36
b. Infrastructure Business	2,074.60	1,204.31
c. Others	-	4.42

The Company Operated predominantly within the geographical limits of India. It has no secondary segment revenue.

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31ST MARCH, 2015

26. The Company has not received any intimation from their suppliers regarding their status under the Micro, Small and Medium Enterprises Development Act, 2006 and hence disclosure, if any, relating to the amount unpaid as at the year end together with interest paid / payable as required under the said Act, have not been given.

27. EARNINGS PER SHARE

	March 31, 2015	March 31, 2014
i) Net Profit as per Statement of Profit and Loss attributable to equity shareholders (₹ in Lakhs)	75.63	161.18
ii) Weighted average number of equity shares used as a denominator for calculating EPS	26,24,08,300	26,24,08,300
iii) Earnings per Share (Basic and Diluted)	0.03	0.06
iv) Face Value per share	1.00	1.00

28. Confirmation of balances/reconciliation of accounts pertaining to certain advances/creditors/debtors is pending as at period end. Hence, the balances have been adopted as per the books of accounts.

29. Previous year's figures have been regrouped wherever necessary to confirm to current period's classification.

30. Consequent to the enactment of the Companies Act, 2013 (the Act) and its applicability for accounting periods commencing from 1st April 2014, the Company has reassessed the remaining useful life of fixed assets in accordance with the provisions prescribed under Schedule II to the Act. There are no assets which have completed their useful life. In case of other assets, the carrying value (Net of Residual Value) is being depreciated over the revised remaining useful life. The depreciation and amortization expenses charged for year ended would have been higher by Rs. 55,546/-, had the company continued with the previous assessment of useful life of such assets.

31. Preliminary Expenses for the Current Year has been written off in full. Had the company continued to write-off the preliminary expenses as per last year, the expenses would have been lower by Rs. 21,080/-.

AS PER OUR REPORT OF EVEN DATE

PRADEEP GUPTA

Chartered Accountants

For and on Behalf of the Board

Sd/-
Proprietor
M. No : 048979

Sd/-
AALLAN PAUL
(DIN: 06639742)
Executive Director

Sd/-
BASKARAN SATHYA PRAKASH
(DIN: 01786634)
Director

Sd/-
ALIYAR RIYA
(DIN: 07027295)
Director

Sd/-
RENGANATHAN RAMAN
CFO

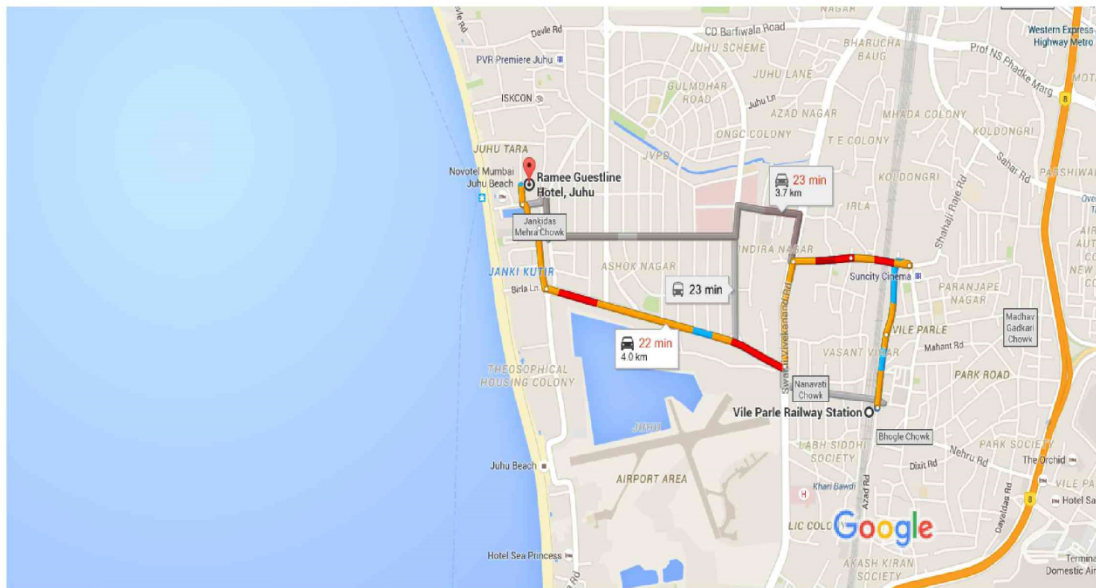
Place : Mumbai
Date : 28th May, 2015

Place : Chennai
Date : 28th May, 2015

ROUTE MAP TO THE VENUE OF THE AGM



Vile Parle Railway Station to Ramee Guestline Hotel, Juhu Drive 4.0 km, 22 min



Map data ©2015 Google 500 m



via Vaikunthlal Mehta Rd

12 min without traffic

22 min

4.0 km



via Indravadan Oza Rd

14 min without traffic

23 min

3.7 km



6:53 PM–7:16 PM

23 min

Walking > Bus 253 > Walking

Live traffic

Fast Slow



GLOBAL INFRATECH & FINANCE LIMITED

CIN : L65921MH1995PLC248335

Reg. Off.: 405, B Wing, 4th Floor, Royal Sands CHS Limited, Off New Link Road, Andheri (W), Mumbai- 400 053

(T) (91)- 022- 26342860

Corp Off.: No:14, 1st Floor, Ramakrishna Street, T.Nagar, Chennai - 600 017.

(T) (91)- 044-43522777 Web: www.gifl.in and www.globalinfrain.com Email: asianlakcfl@gmail.com

ATTENDANCE SLIP

(To be presented at the entrance)

20th ANNUAL GENERAL MEETING ON TUESDAY, 29th SEPTEMBER, 2015 AT 10.00 A.M

at Ramee Guest Line Hotel, 462, A. B. Nair Road, opp. Sun-n-Sand Hotel, Juhu, Vile Parle (w), Mumbai-400 049.

Folio No. _____ DP ID No. _____ Client ID No. _____

Name of the Member _____ Signature _____

Name of the Proxy holder _____ Signature _____

1. Only Member/ proxy holder can attend the Meeting.

2. Member/ proxy holder should bring his / her copy of the Annual report for reference at the Meeting.



GLOBAL INFRATECH & FINANCE LIMITED

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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 Member : _____

Registered Address : _____

Email Id : _____

Folio No. / Client ID : _____

No. _____

I/We, being the member(s) of Share of **GLOBAL INFRATECH & FINANCE LIMITED**, hereby appoint

1. Name : _____ Email Id : _____

Address : _____ Signature : _____

or failing him

2. Name : _____ Email Id : _____

Address : _____ Signature : _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 20th Annual General Meeting of the Company to be held on Tuesday, 29th September, 2015 At 10.00 A.M at Ramee Guest Line Hotel, 462, A. B. Nair Road, opp. Sun-n-Sand Hotel, Juhu, Vile parle (w), Mumbai-400 049 and at any adjournment thereof in respect of such resolution as are indicated below:

Ordinary Business:

1. Adoption of Accounts,
2. Re-Appointment of Mr. Aallan Paul, retirement by Rotation,
3. Appointment of Auditors,

Special Business:

4. Appointment of Mr. Baskaran Sathya Prakash as Independent Director,
5. Appointment of Mrs. Aliyar Riya as Non-Executive, Non-Independent Director ,
6. Adoption of New Set of Articles of Association of the Company.

Affix Revenue Stamp

Signed this _____ day of _____ 2015

Signature of shareholder _____ Signature of Proxy holder(s) _____

Note:

- a) This Proxy Form 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.
- b) Those Members who have multiple folios with different joint holders may use copies of this Attendance slip/proxy.

If undelivered return to:

Global Infratech & Finance Ltd.

405, B Wing, 4th Floor, Royal Sands CHS Limited,
Off New Link Road, Andheri (W)
Mumbai-400 053
(T) (91)- 022 - 2634 2860