

CORPORATE GOVERNANCE REPORT

The report on Corporate Governance states compliance as per requirements of the Companies Act, 2013, SEBI (LODR), Regulations, 2015, as applicable to the Company. Given below are the Company's Corporate Governance policies and practices for 2019-20 and the Company has complied with all the statutory and regulatory requirements as stipulated in the applicable laws.

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE

The Company's philosophy on Corporate Governance has been developed with a tradition of fair and transparent governance even before they were man-dated by the legislation. Transparency, integrity, professionalism and accountability - based values form the basis of the Company's philosophy for Corporate Governance. The Company believes that good Corporate Governance is a continuous process and strives to improve the Corporate Governance practices to meet shareholder's expectations.

BOARD OF DIRECTORS

- ❖ The Company is managed by well- qualified professionals. All directors are suitably qualified, experienced and competent .The members of the Board of Directors are persons with considerable experience and expertise in Audit, Accounts, Finance, Administration and Marketing. The Company is benefitted by the experience and skills of the Board of Directors.
- ❖ The Independent Directors have made disclosures to the Board confirming that there are no material, financial and/or commercial transactions between them and the company which could have potential conflict of interest with the company at large.
- ❖ The Company has a Code of Conduct for Directors and Senior Management personnel. The code is available on the official website of the company i.e. www.aciasialtd.com:
- ❖ All Directors and Senior Management Personnel have affirmed compliance with the code of conduct approved and adopted by the Board of Directors.
- ❖ **Composition of Board**
 - The Board of Directors of the Company is composed of committed persons with considerable experience in various fields. The Board is properly constituted as per Regulation 17 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.
 - As on the date of this report, the Board Strength consists of in all 4 directors. Out of them, 3 are non- executive Independent directors and 1 is Executive Director. All Independent Non-Executive Directors comply with the legal requirements of being "Independent".
 - Further none of the Directors on the Board is a Member of more than 10 Committees or Chairman of more than 5 Committees across all the Companies in which he is a Director. Also necessary disclosures regarding Committee positions in other public Companies have been made to the

Company by the Directors at regular intervals. The number of Directorships, Committee Membership/Chairmanship of all Directors is within respective limits prescribed under the Companies Act, 2013 and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

INFORMATION SUPPLIED TO THE BOARD

In advance of each meeting, the Board is presented with relevant information on various matters related to the working of the Company, especially those that require deliberation at the highest level. Directors have separate and independent access to officers of the Company. In addition to items, which are required to be placed before the Board for its noting and/or approval, information is provided on various significant items. At the meeting of the Independent Directors held during the year, they have expressed satisfaction on the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

ORDERLY SUCCESSION TO BOARD AND SENIOR MANAGEMENT

The Board of the Company satisfied itself that plans are in place for orderly succession for appointments to the Board and to Senior Management.

CODE OF CONDUCT

Regulations 17(5) of the SEBI (LODR) Regulations, 2015, requires listed Companies to lay down a Code of Conduct for its Directors and Senior Management, incorporating duties of a Directors as laid down in the Companies Act, 2013. The Board has adopted a Code of Conduct for all Directors and Senior Management of the Company and the same has been placed on Company's website i.e. www.aciasialtd.com.

MAXIMUM TENURE OF INDEPENDENT DIRECTORS

The maximum tenure of Independent Directors is in accordance with the Companies Act, 2013 and Regulation 25(2) of the SEBI (LODR) Regulations, 2015.

FORMAL LETTER OF APPOINTMENT TO INDEPENDENT DIRECTORS

The Company issues a formal letter of appointment to Independent Directors in the manner as provided in the Companies Act, 2013. As per Regulation 46(2) of the SEBI (LODR) Regulation, 2015, the terms and conditions of appointment of Independent Directors are placed on the Company's website i.e. www.aciasialtd.com.

DIRECTORS' INTEREST IN THE COMPANY

Sometime, the Company does enter into contracts with companies in which some of the Directors of the

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

RESPONSIBILITIES & FUNCTIONS OF BOARD OF DIRECTORS

The Board of Directors of the listed entity shall have the following responsibilities:

i. Disclosure of information:

- (1) Members of Board of Directors and key managerial personnel shall disclose to the Board of directors whether they, directly, indirectly, or on behalf of third parties, are having a material interest in any transaction or matter directly affecting the listed entity.
- (2) The Board of Directors and senior management shall conduct themselves so as to meet the expectations of operational transparency to stakeholders while at the same time maintaining confidentiality of information in order to foster a culture of good decision-making.

i. Key functions of the Board of Directors-

- (1) Reviewing and guiding corporate strategy, major plans of action, risk policy, annual Budgets and business plans, setting performance objectives, monitoring implementation and corporate performance, and overseeing major capital expenditures, acquisitions and divestments.
- (2) Monitoring the effectiveness of the listed entity's governance practices and making changes as needed.
- (3) Selecting, compensating, monitoring and, when necessary, replacing key managerial Personnel and overseeing succession planning.
- (4) Aligning key managerial personnel and remuneration of board of directors with the longer Term interests of the listed entity and its shareholders.
- (5) Ensuring a transparent nomination process to the board of directors with the diversity of thought, experience, knowledge, perspective and gender in the board of Directors.
- (6) Monitoring and managing potential conflicts of interest of management, members of the Board of Directors and shareholders, including misuse of corporate assets and abuse in related party transactions.
- (7) Ensuring the integrity of the listed entity's accounting and financial reporting systems,

including the independent audit, and that appropriate systems of control are in place, in particular, systems for risk management, financial and operational control, and compliance with the law and relevant standards.

- (8) Overseeing the process of disclosure and communication
- (9) Monitoring and reviewing Board of Director's evaluation framework.

ii. Other responsibilities:

1. The Board of Directors shall provide strategic guidance to the listed entity, ensure effective monitoring of the management and shall be accountable to the listed entity and the shareholders.
2. The Board of Directors shall set a corporate culture and the values by which executives throughout a group shall behave.
3. Members of the Board of Directors shall act on a fully informed basis, in good faith, with due diligence and care, and in the best interest of the listed entity and the shareholders.
4. The Board of Directors shall encourage continuing directors training to ensure that the members of Board of Directors are kept up to date.
5. Where decisions of the Board of Directors may affect different shareholder groups differently, the Board of Directors shall treat all shareholders fairly.
6. The Board of Directors shall maintain high ethical standards and shall take into account the interests of stakeholders.
7. The Board of Directors shall exercise objective independent judgment on corporate affairs.
8. The Board of Directors shall consider assigning a sufficient number of non-executive members of the Board of Directors capable of exercising independent judgment to tasks where there is a potential for conflict of interest.
9. The Board of Directors shall ensure that, while rightly encouraging positive thinking, these do not result in over-optimism that either leads to significant risks not being recognized or exposes the listed entity to excessive risk.
10. The Board of Directors shall have ability to 'step back' to assist executive management by challenging the assumptions underlying: strategy, strategic initiatives (such as acquisitions), risk appetite, exposures and the key areas of the listed entity's focus.
11. When committees of the Board of Directors are established, their mandate, composition and working procedures shall be well defined and disclosed by the Board of Directors.
12. Members of the Board of Directors shall be able to commit themselves effectively to their responsibilities.

13. In order to fulfill their responsibilities, members of the Board of Directors have access to accurate, relevant and timely information.
14. The Board of Directors and senior management shall facilitate the independent Directors to perform their role effectively as a member of the Board of Directors and also a member of a committee of Board of Directors.

PERFORMANCE EVALUATION

Pursuant to the provisions of the Companies Act, 2013 and SEBI Listing Regulations, 2015, the Board has carried out an annual evaluation of its own performance, and that of its Committees and individual directors. Manner in which such formal annual evaluation was made by the Board is given below:

- Performance evaluation criteria for Board, Committees of the Board and Directors were approved by the Board. The criteria are placed on the Company's website www.aciasialtd.com
- Under law, as per the report of performance evaluation, the Board shall determine, inter alia, whether to continue the term of appointment of the independent director. During the year under review, there was no occasion to decide on the continuance of the term of appointment of any of the independent directors and hence, the question of taking a decision on their re-appointment did not arise.

Details on the evaluation carried out by the independent directors at their meeting held 31st March, 2020 have been furnished in a separate Para elsewhere in this Report.

The Board of Directors is collectively responsible for selection of a member on the Board. The Nomination and Remuneration Committee of the Company follows a defined criterion for identifying, screening, recruiting and recommending candidates for election as a Director on the Board. The criteria for appointment to the Board include:

- composition of the Board, which is commensurate with the size of the Company, its portfolio, geographical spread and its status as a listed Company;
- desired age and diversity on the Board;
- size of the Board with optimal balance of skills and experience and balance of Executive and Non-Executive Directors consistent with the requirements of law;
- professional qualifications, expertise and experience in specific area of business;
- balance of skills and expertise in view of the objectives and activities of the Company;
- avoidance of any present or potential conflict of interest;
- availability of time and other commitments for proper performance of duties;

- Personal characteristics being in line with the Company's values, such as integrity, honesty, transparency, pioneering mindset.

INDEPENDENT DIRECTORS MEETING

In compliance with Schedule IV to the Companies Act, 2013 and regulation 25(3) of SEBI Listing Regulations, 2015, the meeting of independent directors was not held due to COVID -19 during the year, but the Management discuss the following:

- i. Review the performance of non-independent directors and the Board as a whole;
- ii. Review the performance of the Chairperson of the Company, taking into account the views of executive directors and non-executive directors;
- iii. Assess the quality, quantity and timeliness of flow of information between the Company Management and the Board that is necessary for the Board to effectively and reasonably perform their duties; and
- iv. Review the responsibility of independent directors with regard to internal financial controls.

Mr. Akshay Vijay Nawale was Chairman of the committee, deliberated on the above and expressed their satisfaction on each of the matters.

REMUNERATION OF DIRECTORS**Pecuniary transactions with non-executive directors**

During the year under review, there were no pecuniary transactions with any non-executive director of the Company.

The register of contracts is maintained by the Company pursuant to section 189 of the Companies Act, 2013. The register is signed by all the directors present at the respective Board meetings.

CRITERIA OF MAKING PAYMENTS TO NON-EXECUTIVE DIRECTORS

Non-executive directors of the Company play a crucial role in the independent functioning of the Board. They bring in an external perspective to decision-making and provide leadership and strategic guidance while maintaining objective judgment. They also oversee corporate governance framework of the Company.

As stated earlier, the Remuneration Policy, inter alia, disclosing criteria of making payments to directors, key managerial personnel and employees is placed on www.aciasialtd.com

NON-EXECUTIVE DIRECTORS

Non-executive directors are paid sitting fees and commission as earlier stated in this Report.

DETAILS OF REMUNERATION TO DIRECTORS:

The Company has no stock option plans for the directors and hence, it does not form part of the remuneration package payable to any executive and/or non-executive director. During the year under review, none of the directors was paid any performance-linked incentive.

In 2019-20, the Company did not advance any loans to any of the non-executive directors, and/or Managing Director. Details of remuneration paid/payable to directors during 2019-20 are provided in an annexure to the Directors' Report in section VI (B) of Form MGT-9, i.e. extract of the Annual Return.

COMPLIANCES REGARDING INSIDER TRADING:

The Company had in place a 'Code of Conduct for Prevention of Insider Trading and Corporate Disclosure Practices', in accordance with the SEBI (Prohibition of Insider Trading) Regulations, 1992, as amended. These regulations have been substituted by SEBI with a new set of Regulations, which have come into effect from 15 May 2015.

Accordingly, the Board at its meeting approved and adopted,

- (ii) Code of Practices and Procedures for Fair Disclosure of Unpublished Price Sensitive Information;
- and
- (iii) Code of Conduct to Regulate, Monitor and Report Trading by its employees and other connected persons.

The said codes are being adhered to.

The Code referred to in (a) above is placed on the Company's website www.aciasialtd.com

SEPARATE INDEPENDENT DIRECTOR MEETING:

The Independent Directors meet at least once a year without the presence of Executive Directors or Management representatives to discuss the performance of Non-Independent Directors and the Board as a whole; the quality, quantity and timeliness of flow of information between the Company management and the Board that is necessary for the Board to effectively and reasonably perform their duties.

DIRECTORS INDUCTION AND FAMILIARIZATION

The details of familiarization programme for Independent Directors have been disclosed on website of the Company. In addition to the extensive induction and training provided as part of the familiarization programme, the Independent Directors are also taken through various business and functional sessions in the Board meetings including the Board meetings to discuss strategy. The details of Directors' induction and familiarization are available on the Company's website www.aciasialtd.com.

MEETINGS OF THE BOARD OF DIRECTOR

The Board meets at regular intervals to discuss and decide on Company/business policy and strategy apart from the other Board business. The Board meetings are pre-scheduled & Agenda is circulated well in advance to facilitate the Directors to ensure meaningful participation in the meetings. However in case of special and urgent business need the Committee of Board of Directors met at a short notice and its minutes is noted and confirmed in the subsequent Board meeting. The Agenda for the Board/Committee meetings cover items set out as per guidelines in Listing Regulations & it includes detailed notes on the items to be discussed at the meeting to enable the Directors to take an informed decision.

During the Financial Year 2019-20, four Board Meetings were held on the following dates:

1. 30th May, 2019
2. 13th August, 2019
3. 13th November, 2019
4. 11th February, 2020

DETAILS OF THE BOARD OF DIRECTORS AND EXTERNAL DIRECTORSHIPS

Particulars of the Board’s Composition, Directors’ Attendance at Board Meetings and at the previous Annual General Meeting, number of other Directorships and Board-Committee memberships held as on 31st March, 2020, are given below:

N o.	Name of the Director, Designation and Category	Attendance of Board Meetings	Attendance at previous AGM	No. of other Director- ships(*)	Number of other Board Committee positions (@)	
					As Chairman	As Member
1	Hirji Kanji Patel	0	No	0	None	None
2	Reshma Rajesh Malagavakar	3	Yes	3	0	0
3	Rakesh Ganesh Naik	3	Yes	1	0	0
4	Akshay Vijay Nawale	4	Yes	3	2	2
5	Prashantbhai Sureshbhai Mishra	4	No	1	0	2
6	Vidya Babu Rai	4	Yes	1	1	1

Notes:

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

Directorships held in Private Companies, Foreign Companies and Companies registered under Section 8 of the Companies Act, 2013 are excluded.

(@) Include only positions held in Audit Committee and Shareholders’/Investor Grievance Committee of the Board of Directors of other Companies.

COMMITTEES OF THE BOARD

The Board Committee plays a crucial role in the governance structure of the Company and has been constituted to deal with specific areas/activities which concern the Company and need a closer review. The Board Committee are set up under the formal approval of the Board to carry out clearly defined roles which are considered to be performed by members of the Board, as a part of good governance practice. The Board supervises the execution of its responsibilities by the Committees and is responsible for their action. The Chairman of the respective Committee informs the Board about the summary of the discussions held in the Committee meetings.

The Board has constituted following Committees of Directors:

- ❖ Audit Committee,
- ❖ Nomination and Remuneration Committee, and
- ❖ Stakeholder's Relationship Committee,

❖ AUDIT COMMITTEE

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

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

TERMS OF REFERENCE:

The role and terms of reference of Audit Committee covers areas mentioned under Listing Regulations and Companies Act, 2013, besides other terms as may be referred by the Board of Directors. All the Members of Audit Committee are qualified and having insight to interpret and understand financial statements. The Audit Committee of the Company is entrusted with the responsibility to supervise the Company's internal controls and financial reporting process and, inter alia, performs the following functions;

1. Overseeing the Company's financial reporting process and disclosure of financial information to ensure that the financial statements are correct, sufficient and credible;

2. To review and examine with management the quarterly financial results before submission to the Board;
3. To review and examine with the management the annual financial statement and Auditor Report thereon before submission to the Board for approval, with particular reference to – matters to be included in the directors responsibility statement to be included in the board report; changes, if any, in accounting policies and practices and reasons for the same; major accounting entries involving estimates based on the exercise of judgment by management; significant adjustments made in the financial statements arising out of audit findings; compliance with listing and other legal requirements relating to financial statements; disclosure of any related part transactions; modified opinion in the draft audit report;
4. To review management discussion and analysis of financial condition and results operations;
5. To recommend the appointment, remuneration and terms of appointment of Statutory Auditors of the Company and approval for payment of any other services rendered by the Auditors;
6. To review with management the annual financial statements as well as investments made by the unlisted subsidiary companies;
7. To approve or any subsequent modification/disclosure of any Related Party Transactions in accordance with the Related Party Transaction Policy of the Company;
8. To approve the appointment of Chief Financial Officer after assessing the qualifications, experience and background of the candidate;
9. To review and monitor the Auditor independence and performance, and effectiveness of audit process;
10. To review the performance of statutory and internal auditors, adequacy of the Internal Control System;
11. To discuss with statutory auditors before the audit commences about the nature & scope of audit as well as post-audit discussion to ascertain any area of concern.
12. To recommend appointment, removal, remunerations and terms of appointment of Internal Auditor of the Company;
13. To scrutinize inter-corporate loans and investments made by the Company;
14. To review the adequacy of the Internal Audit function, including the structure of internal audit department, staffing and seniority of the official heading the department, reporting structure coverage & frequency of internal audit, discussing with Internal Auditor any significant finding and reviewing the progress of corrective actions on such issues;

15. To evaluate internal financial controls and risk management systems;
16. To do the valuation of undertakings or assets of the Company, wherever it is necessary.
17. To review 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.
18. To review the functioning of the Whistle blower mechanism.
19. To review the Company's financial and risk management policies.
20. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, creditors & shareholders (in case of non-payment of declared dividends).
21. To review 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 making appropriate recommendations to the Board to take steps in the matter.
22. To carry out any other function as mentioned in the terms of reference of the audit committee.
23. To review management letters/ letters of internal control weakness issued by the Statutory Auditors.
24. To review Statement of deviations in terms of Regulation 32(1) & 32(7); including report of monitoring agency, if applicable.

The periodic review ensures that all areas within the scope of the Committee are reviewed.

CONSTITUTION OF THE COMMITTEE:

The Constitution of the Audit Committee is in conformity with the Listing Regulations. The Chairman of the Audit Committee is an Independent Director and is financially literate and has accounting related financial management expertise.

The Composition of the Committee, together with the details of the attendance of each member as at 31st March, 2020 is given below:

Sr. No.	Name of the Director	Designation	Meetings attended	Category
1.	Akshay Vijay Nawale	Chairman	4	Non-Executive Independent Director, Chairperson
2.	Prashantbhai Sureshbhai Mishra	Member	4	Executive non independent Director
3.	Vidya Babu Rai	Member	4	Non-Executive Independent Director

MEETINGS OF THE COMMITTEE:

The Committee met Four times during the financial year 2019-20 on i.e. 30th May, 2019, 13th August, 2019, 13th November 2019, & 11th February, 2020

❖ STAKEHOLDERS RELATIONSHIP COMMITTEE**TERMS OF THE COMMITTEE:**

1. To consider and resolve the grievances of shareholders of the Company with respect to transfer of shares, non-receipt of annual report, non-receipt of dividends, transmission, split, consolidation of share certificates and matters related thereto.
2. To ensure expeditious share transfer process.
3. To evaluate performance and service standards of the Registrar and Share Transfer Agent of the Company.
4. To provide guidance and make recommendations to improve investors service level to the investors.
5. Attending to complaints of Investor routed by SEBI/Stock Exchanges/ RBI.

DETAILS OF PENDING INVESTOR GRIEVANCES AND COMPLIANCE OFFICER:

There were no investor grievances pending for Redressal as the end of the financial year and all the queries from the stakeholders were attended to promptly. Further there were no pending transfers for the year under review.

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

Name: Prashantbhai Sureshbhai Mishra

Address: Office No. 8, 5th Floor, Block-A, Aidun Building 1st Dhobi Talao Lane, Mumbai 400002

Email ID: alliedcomputersasia@gmail.com

COMPOSITION OF MEETING

The Committee comprises of 2 Non-Executive Independent Directors, namely Mr. Akshay Vijay Nawale, Mrs. Vidya Babu Rai (chairperson) and one Executive Non -Independent Director namely Mr. Prashantbhai Sureshbhai Mishra as member of the committee

RESPONSIBILITIES OF COMPLIANCE OFFICER

The compliance officer of the listed entity shall be responsible for-

- a) Ensuring conformity with the regulatory provisions applicable to the listed entity in letter and spirit.
- b) Co-ordination with and reporting to the Board, recognized stock exchange and depositories with respect to compliance with rules, regulations and other directives of these authorities in manner as specified from time to time.
- c) Ensuring that the correct procedures have been followed that would result in the correctness, authenticity and comprehensiveness of the information, statements and reports filed by the listed entity under these regulations.
- d) Monitoring email address of grievance redressal division as designated by the listed entity for the purpose of registering complaints by investors.

❖ **NOMINATION & REMUNERATION COMMITTEE:**

TERMS OF THE COMMITTEE

The Committee was renamed as Nomination & Remuneration Committee and the terms of reference of the said committee has been revised in order to align with the provisions of Companies Act, 2013 and SEBI (LODR) Regulations, 2015 as amended from time to time. However, none of the Directors has been given any remuneration during the year under review. The Committee has devised a policy on Board Diversity. The objective of the policy is to ensure that the Board comprises adequate number of members with diverse experience and skills, such that it best serves the governance and strategic needs of the Company.

No Stock option has been allotted to any of the Directors during the financial year 2019-2020. The terms of reference of Committee broadly includes identifying & selection of candidates for appointment as Directors/Independent Director based on certain laid down criteria; performing all such functions as are required to be performed by the Committee with regard to such matters as specified under SEBI (LODR) Regulations, 2015 and requirements of section 178 of the Companies Act, 2013. It formulate the criteria for determining qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to the remuneration for the Directors, key managerial personnel and other employees. While reviewing the Company's remuneration policies and deciding on the remuneration, the Board and the Committee considers the performance of the Company, the current trends in the industry, the qualifications of the appointee, their experience, past performance, responsibilities shouldered by them, the statutory provisions and other relevant factors. .

The Committee also ensures that the level & composition of remuneration is reasonable and sufficient to attract, retain and motivate directors of the quality required to run the Company successfully. The Committee also ensures that the relationship of remuneration to performance is clear and meets

appropriate performance benchmark. The Committee also ensures that the remuneration to directors, key managerial personnel & senior management involves a balance between fixed & incentive pay reflecting short & long term performance objectives appropriate to the working of the Company & its goals.

ROLE OF NOMINATION AND REMUNERATION COMMITTEE

Role of committee shall, inter-alia, include the following:

1. To determine/recommend the criteria for determining appointment, qualifications, positive attributes and independence of a director and recommend to the Board a policy relating to remunerations of directors, Key Managerial personal and other employees.
2. To formulate the criteria for evaluation of performance of independent directors and the board of directors.
3. To devise a policy on desired age and diversity of board of directors.
4. To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down and recommend to the board of directors their appointment and removal.
5. To review and determine all elements of remuneration package of all the Executive Directors, i.e. salary, benefits, bonus, stock options, etc.

None of the Executive or Non-Executive Directors has been paid any remuneration during the year 2019-2020.

COMPOSITION

The composition of the Remuneration Committee is Mrs. Vidya Babu Rai (Chairman), Mr. Rakesh Ganesh Naik and Mr. Akshay Vijay Nawale as members of the committee.

During the financial year ended 31st March, 2020 Remuneration Committee meeting was held on 10th December, 2019.

SUBSIDIARY COMPANY

The Company does not have any subsidiary companies.

DISCLOSURES:

- ❖ During the financial year 201-20, there was no materially significant Related Party Transaction, with the Directors, or the Management, their relatives etc. having potential conflict with the interests of the Company at large. Further as a matter of policy, all the transactions with related parties, as per requirements of Accounting Standard 18, are disclosed in the Annual Report of the Company on a regular basis.
- ❖ There was no related party transaction during the year, i.e. transactions of the Company of material

nature, with its promoters, Directors or the management that may have potential conflict with the interests of Company at large.

- ❖ The Company has followed the Accounting Standards issued by the Institute of Chartered Accountants of India to the extent applicable.
- ❖ The Company has adopted the Code of Ethics and Business principles for the members of Board and senior management personnel.
- ❖ The Company has adopted a 'Code of Conduct for Prevention of Insider Trading ("the Code") in accordance with the requirements of Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992 and its subsequent amendment. The code expressly lays down the guidelines and the procedure to be followed and disclosures to be made, while dealing with shares of the Company and cautioning them on the consequences of non-compliance thereof. Further, we affirm that no personnel have been denied access to the Audit Committee. Employees can report to the Management concerned regarding unethical behavior, act or suspected fraud or violation of the Company's Code of Conduct Policy.
- ❖ The Company is in compliance with all mandatory requirements of Listing Regulations.
- ❖ The Company has ensured that the person who is being appointed as an Independent Director has the requisite qualifications and experience which would be of use to the Company and which in the opinion of the Company would enable him to contribute effectively to the Company in his capacity as an Independent Director.

PREVENTING CONFLICT OF INTEREST

The Board of Directors is responsible for ensuring that rules are in place to avoid conflict of interest by Board Members and the Management Committee. The Board has adopted the Code of Conduct for the members of the Board and Senior Management team. The Code provides that the Directors are required to avoid any interest in contracts entered into by the Company. If such an interest exists, they are required to make adequate disclosure to the Board and to abstain from discussion, voting or otherwise influencing the decision on any matter in which the concerned Director has or may have such interest. The members of the Board and the Management Committee annually confirm the compliance of the Code of Conduct to the Board. The members of the Board and the Management Committee also submit on an annual basis, the details of individuals to whom they are related and entities in which they hold interest and such disclosures are placed before the Board. The members of the Board inform the Company of any change in their directorship(s), chairmanship(s)/ membership(s) of the Committees, in accordance with the requirements of the Companies Act, 2013 and Listing Regulations. Transactions with any of the entities referred above are placed before the Board for approval. Details of all Related Party Transactions are placed before the Audit Committee on quarterly basis.

AFFIRMATION AND DISCLOSURE

All the members of the Board and the Management Committee have affirmed their compliance with the Code of Conduct as on 31st March, 2020 and a declaration to that effect signed by the Executive Director and CEO is attached and forms part of this Report. The members of the Management Committee have made disclosure to the Board of Directors relating to transactions with potential conflict of interest with the Company however there were no material, financial or commercial transaction between the Company and the Independent Directors.

All details relating to financial and commercial transactions where Directors may have a pecuniary interest are provided to the Board and the interested Director neither participated in the discussion nor voted on such matter.

DETAILS OF GENERAL MEETINGS:

❖ **Annual General Meetings:**

The details of last 3 Annual General Meetings together with the details of the special resolution passed there at is provided here under:

Year	Day, Date and Time	Venue	Special Resolutions Passed
2016-17	Thursday, 28 th September, 2017 at 04.00 p.m.	Room No. 11, 1st Floor, Sahayog Building, Mint Road, Fort, Mumbai - 400001, Maharashtra	One Special Resolution was passed at this meeting for regularize appointment of Mr. Akshay Vijay Nawale (DIN: 7597069) as an Independent Director of the Company for 5 Years.
2017-18	Saturday, 29 th September, 2018 at 11.00 a.m.	Office No. 8, 5th Floor, Block-A, Aidun Building 1st Dhobi Talao Lane , Mumbai City MH 400002	4 Special Resolution was passed at this meeting for regularize appointment of Ms. Reshma Rajesh Malagavakar (DIN: 05194348), Mr. Rakesh Ganesh Naik (DIN: 05236731), Mr. Akshay Vijay Nawale (DIN: 7597069) and Mr. Prashantbhai Sureshbhai Mishra

VALUE RESEARCH PREMIUM

ALLIED COMPUTERS INTERNATIONAL (ASIA) LIMITED
(CIN NO: - L72900MH2002PLC135829)

ANNUAL REPORT
2019-20

			(DIN: 07984963) as an Independent Director of the Company for 5 Years.
2018-19	Friday, 27 th September, 2019 at 11.00 a.m.	Office No. 8, 5th Floor, Block-A, Aidun Building 1st Dhobi Talao Lane , Mumbai City MH 400002	One Special Resolution was passed at this meeting for regularize appointment of Mrs. Vidya Babu Rai (DIN: 07984997) as an Independent Director of the Company for 5 Years.

❖ **Extra- Ordinary General Meetings:**

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

Financial Year	Date	Venue	Special Resolutions passed
2016-2017	31 st January, 2017	Shop No.11, Building No. 2, Happy Home CHS Ltd., Shanti Park, Near Malaika Appliances Mira Road (E), Mumbai- 401107, Maharashtra.	-Consolidation of face value of Equity shares of the Company form Re. 1/- to Rs. 10/-
2018-2019	28 th January, 2019	Office No. 8, 5 th Floor, Block-A, Aidun Building, 1st Dhobi Talao Lane, Mumbai- 400002	1. Adoption of Accounts and Director's Report for the period ended 31 st March, 2018. 2. Adoption and approval of Secretarial Audit Report for the period ended 31 st March, 2018
2018-2019	31 st March, 2019	Office No. 8, 5 th Floor, Block-A, Aidun Building, 1st Dhobi Talao Lane, Mumbai- 400002	Appointment of Statutory Auditors to Fill Casual Vacancy

❖ **POSTAL BALLOT**

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

MEANS OF COMMUNICATION:

- ❖ The Quarterly, Half-Yearly and Annual Financial Results of the Company are forwarded to the Bombay Stock Exchange immediately upon its approval by the Board of Directors and are

simultaneously published in leading newspapers in English and Marathi (regional language).

- ❖ In accordance with the Listing Regulations requirements, data pertaining to Shareholding Pattern, Quarterly Financial Results and Other Details are forwarded to the Stock Exchange.
- ❖ During the year under review, no presentation was made to the institutional investors or analysts.

GENERAL SHAREHOLDERS' INFORMATION:

Date, Time & venue of Annual General Meeting	Monday, 28 th September, 2020 at 11.00 a.m. Office No. 8, 5 th Floor, Block-A, Aidun Building 1st Dhobi Talao Lane , Mumbai City MH 400002.
Listing on Stock Exchanges	The Equity Shares of the Company are listed on the BSE Limited

❖ MARKET SHARE PRICE DATA:

- ❖ Monthly high and low prices and trading volumes of Equity Shares of the Company at BSE for the financial year 2019-20 are;

Month	High	Low	Number of Shares
Apr-19	0.49	0.49	27,097
May-19	0.49	0.49	19,074
Jun-19	0.49	0.49	2,810
Jul-19	0.49	0.49	116
Aug-19	0.49	0.49	401
Sep-19	0.49	0.49	3,807
Oct-19	0.49	0.49	6,953
Nov-19	0.49	0.49	3,262
Dec-19	0.49	0.49	3,898
Jan-20	Not Available	Not Available	Not Available
Feb-20	Not Available	Not Available	Not Available
Mar-20	Not Available	Not Available	Not Available

COMMODITY PRICE RISK OR FOREIGN EXCHANGE RISK AND HEDGING ACTIVITIES

Major part of the products of the Company is sourced locally hence there is no Foreign Exchange risk. Since the business operations done in India there are no hedging activities nor there commodity price risk or Foreign Exchange risk.

SHARE TRANSFER SYSTEM:

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

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

SEBI COMPLAINTS REDRESS SYSTEM (SCORES)

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

The Company is registered with SEBI under the SCORES system.

ISIN No

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

❖ Distribution of Shareholding as on March 31, 2020, Are As Follows:

Sr. No	Range	No. of Shareholders	Percentage to paid up capital	Amount of the Shares	% of holding
1	UPTO 5,000	11010	49.5477	24033890	1.2666
2	5,001 - 10,000	3662	16.4799	33673820	1.7746
3	10,001 - 20,000	2046	9.2075	34138050	1.7991
4	20,001 - 30,000	1129	5.0808	29820120	1.5715
5	30,001 - 40,000	468	2.1061	17333420	0.9135
6	40,001 - 50,000	942	4.2392	46205300	2.4350
7	50,001 - 1,00,000	1565	7.0429	135413850	7.1362
8	1,00,001 and ABOVE	1399	6.2958	1576931070	83.1036
	Total	22221	100.00%	1897549520	100.00%

❖ **Shareholding Pattern as on 31st March, 2020**

Sr. Nos.	Category	No. of Shares held	%of Shareholding
A	Promoters		
1.	Individuals/HUF	562952	0.30
	TOTAL(A)	562952	0.30
B	Public Shareholding		
	Institutions	0	0
	Non-Institutions		
1.	Bodies Corporate	84392755	44.4746
2.(a)	Individual Shareholders holding up to Rs.1Lac	23099328	16.57
(b)	Individual Shareholders holding above Rs.1Lac	66395059	30.45
3.	NRIs/ HUF's / Clearing Members	15304858	7.95
	TOTAL (B)	189192000	99.70
	TOTAL(A+B)	18,97,54,952	100.00

❖ **Outstanding GDRs/ ADRs:**

The Company has not issued any GDRs/ ADRs.

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

During the year no Equity Warrants (Warrants) conversion was done. As at the end of the year there are no outstanding warrants or any convertible instruments which may have an impact on Equity Capital.

❖ **Dematerialization of Shares and Liquidity:**

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

As on 31st March, 2020, 189225578 equity shares, constituting 99.72% of the paid-up equity capital of the Company, stood dematerialized.

❖ **Total Number of shares dematerialized as on 31.03.2020**

Depository	No. of Shares	%of Paid up Capital
NSDL	59224788	31.21
CDSL	130000790	68.51
Physical	529374	0.28
Total	189754952	100.00

❖ Financial Calendar (Tentative):

Financial Year	: 1 st April, 2020- 31 st March, 2021
First quarter result	: 14 th August, 2020
Half-yearly results	: 14 th November, 2020
Third quarter results	: 14 th February, 2021
Annual results	: End of May, 2021
Annual General Meeting	: September, 2021

❖ Address for Correspondence:

ALLIED COMPUTERS INTERNATIONAL (ASIA) LIMITED
Office No. 8, 5th Floor,
Block-A, Aidun Building 1st Dhobi Talao Lane,
Mumbai City MH 400002 IN
Email ID: alliedcomputersasia@gmail.com
Web site: -www.aciasialtd.com/www.aci-asia.com
Tel No: - 7738472603

Reconciliation of Share Capital Audit

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

Audit Qualifications

There are no Audit qualifications in the Company's financial statement for the year under review. Which are self explanatory and hence no further comments require.

Whistle Blower Policy

The Company has established a vigil mechanism by adopting a Whistle Blower Policy for Directors and employees to report genuine concerns in the prescribed manner. The Whistle Blower policy/vigil mechanism provides a mechanism for the Directors/employees to report violations, without fear of victimization, any unethical behavior, suspected or actual fraud, violation of the Code of Conduct etc. which are detrimental to the organization's interest. The mechanism protects whistle blower from any kind of discrimination, harassment, victimization or any other unfair employment practice. It provides a mechanism for employees to approach the Chairman of Audit Committee. During the year, no such

incidence was reported and no personnel were denied access to the Chairman of the Audit Committee. The Whistle Blower Policy of the Company is available on its website www.aciasialtd.com.

The statutory Auditors have certified that the Company has complied with the conditions of Corporate Governance as stipulated in the SEBI (LODR) Regulations, 2015 and the same is annexed to this Report.

Non Mandatory Requirements

i) The Board

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

ii) Shareholders Rights

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

iii) Audit Qualifications

There are Audit qualifications in the Company's financial statement for the year under review, which are self explanatory and hence no further comments require.

iv) Separate posts of Chairman and Chief Executive Officer

The Company does not have any Chairman. A separate person is Executive Director of the Company.

v) Reporting of Internal Auditors

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

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

SD/-

Vidya Babu Rai
Director
(DIN NO. 07984997)

SD/-

Akshay Vijay Nawale
Director
(DIN No. : 07597069)

Place: Mumbai

Date: 26th August, 2020