


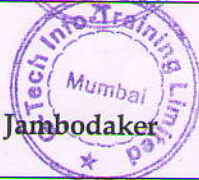


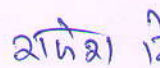



**Form A as per Clause 31(a) of the Listing Agreement for the Financial
Year ended 31st March, 2015:**

1.	Name Of The Company:	G-tech Info-Training Limited
2.	Annual Financial Statements For The Year Ended	31 st March, 2015
3.	Type Of Audit Of Observation:	Un-Qualified
4.	Frequency Of Observation:	Nil
5.	To Be Signed By-	
	• Managing Director	  Sangramkumar Mrutunjay Das DIN: 05235448
	• CFO	  Deepak Suresh Jambodaker DIN: 05235399
	• Auditor of The Company	M/s Verma Mehta & Associates Chartered Accountants Firm Reg. No.:112118W  Mrugen Shah Partner Membership No.:114770 
• Audit Committee Chairman	  Rajesh Dinkar Jadhav DIN: 05235458	

G-TECH INFO-TRAINING LIMITED

annual report 2014-15

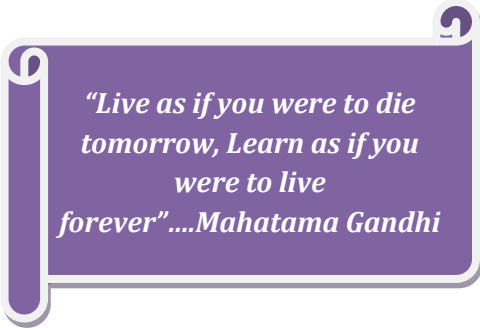


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Dear Shareholders


The Indian economy is considered one of the fastest growing economies globally with the projected GDP growth rate at 7% and above for the next few coming years. Further, India's demographic dividend is expected to increase with the population growing from 1 billion in 2001 to 1.4 billion in 2026. 83% of that increase is estimated to be in the age group of 15-59 age groups. If this dividend is harnessed by 2025, India will not only have 25% of the world's total workforce, but India's per capita income will be \$4100, which currently stagger's round \$1,000.



"Live as if you were to die tomorrow, Learn as if you were to live forever"....Mahatama Gandhi

Clearly the task ahead is to harness and develop the collective pool of knowledge and skill in the industry and to find ways and avenues of rightfully deploying the potential workforce in the years to come. This industry is marching ahead into advanced processes, innovation and product development that require a human resource with specialized skills especially computer related hardware and software skills for automation of business process. Converting people to be productive and industry ready necessitates radical reform in multiple aspects of the Indian ecosystem.

The education business has seen the entry of host of new vocational development institute. The Education Business is one of the high growth and happening industry with presence of mix of various professional academies, Private and Public institutes, private tutors, technology collages & schools etc., which forms part of the industry. Technological and regulatory changes have spawned new platforms of delivery. 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. This may be a matter of concern if the Company does not adapt to the changing face of the Industry. The Company has been keeping itself abreast of latest technological changes in the industry to implement the same in its operation to keep itself ahead of competition.



Knowledge will bring you the opportunity to make a difference

India's vocational skill education sector is one of the largest in the world. During the last few years, several factors have propelled the growth of this sector significantly. The Government increased the budgetary allocation towards the sector and the most exemplary instance is the Pradhan Mantri Kaushal Vikas Yojana (PMKVY). Besides, rising urbanization, increasing awareness about skill education among the masses,

booming investments from the private sector and others are likely to drive the sector forward. The skill education sector in India has two major segments – "core" and "non-core". While the core sector comprises regular schools and colleges, the supplementary vocational skill educational sector consists of vocational training and coaching classes. The concept of non-core skill development program is gaining immense popularity in recent times. This growth is driven by increasing awareness and up keeping with dynamic changes of information technology about the fact that the major part of our youth is computer illiterate especially the semi urban and rural area and there development can't be committed unless they themselves

pace up and adopt the technology. The relevance of G-Tech lies here. It endeavors to provide quality education at affordable rates to the youth in India, thereby helping the growth of the nation.

The Company's success to a large part depends on the abilities and continued services of its skilled personnel and senior management. The Company's senior management is particularly important to its business because of their experience and knowledge of the industry.

Sd/-

Mr. Sangramkumar Das
Chairman

CORPORATE INFORMATION

BOARD OF DIRECTORS

- | | |
|------------------------------|---|
| ➤ Sangramkumar Das | Chairman and Managing Director |
| ➤ Deepak Jambodaker | Executive Director & Chief Financial officer |
| ➤ Rajesh Jadhav | Non Executive Independent Director |
| ➤ Ganesh Budbadkar | Non Executive Independent Director |
| ➤ Bhavesh Desai | Additional Non Executive Independent Director |
| ➤ Hasmukhbhai Thakkar | Additional Non Executive Director |
| ➤ Sneha Talreja | Additional Non Executive Independent Director |

BOARD COMMITTEES

- | | | |
|--|---|--|
| AUDIT COMMITTEE | : | Rajesh Jadhav
Ganesh Budbadkar
Deepak Jambodekar |
| NOMINATION & REMUNERATION COMMITTEE | : | Rajesh Jadhav
Ganesh Budbadkar
Deepak Jambodekar |
| STAKEHOLDERS RELATIONSHIP COMMITTEE | : | Rajesh Jadhav
Ganesh Budbadkar
Deepak Jambodekar |
| RISK MANAGEMENT COMMITTEE | : | Rajesh Jadhav
Ganesh Budbadkar
Deepak Jambodekar |

REGISTERED OFFICE : Office No. 1, 1st Floor, Laura Building, Near Metro Cinema,
Marine Lines, Mumbai – 400 002.
TEL NO. : 022 - 65563144
EMAIL ID : gtechinfold@gmail.com
CIN : L67120MH1994PLC080449
SCRIP CODE : 532139
SECURITY ID : GTEIT
LISTED AT : BSE Limited

AUDITORS : Verma Mehta & Associates
Chartered Accountants
104, Creative Industries Premises, Sunder Nagar
Kalina, Santacruz (E), Mumbai – 400 098.
TEL NO. : 022 - 26666359
FAX NO. : 022 - 66935131
EMAIL ID : vma@vsnl.net

REGISTRAR & SHARE TRANSFER AGENT

Adroit Corporate Services Private Limited
9/20 Jaferbhoy Ind Estate, 1st Floor,
Makwana Road, Marol Naka, Andheri East,
Mumbai – 400059.

NOTICE

NOTICE is hereby given that the Twenty First Annual General Meeting of G-Tech Info-Training Limited will be held at the Registered Office of the Company situated at Office No. 1, 1st Floor, Laura Building, Near Metro Cinema, Marine Lines, Mumbai – 400 002 on Tuesday, September 29, 2015 at 10.00 a.m. to transact the following businesses:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2015, the Statement of Profit and Loss for the year ended and the Reports of the Board of Directors and the Auditors thereon.
2. To appoint a Director in place of **Deepak Jambodaker** (DIN: 05235399) who retires by rotation and, being eligible, offers himself for re-appointment.
3. To ratify the appointment of the Statutory Auditors of the Company and to fix their remuneration and in this regard to consider and, if thought fit, to pass, with or without modification(s), as an **Ordinary Resolution** the following:

“RESOLVED THAT pursuant to the provisions of Section 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder, as amended from time to time, and pursuant to the recommendations of the Audit Committee of the Company, and the resolution passed by the Members at the Annual General Meeting of the Company held on Monday, September 29, 2014, the appointment of M/s. Verma Mehta & Associates, Chartered Accountants (Firm Registration no. 112118W), as the Statutory Auditors of the Company, hold office till the conclusion of the Annual General Meeting to be held in the year 2019 be and is hereby ratified.

RESOLVED FURTHER THAT the Board of Directors of the Company be and is hereby authorized to fix such remuneration for the financial year ending March 31, 2016, in consultation with the Audit Committee, as may be mutually agreed with the auditor.”

SPECIAL BUSINESS

4. **Adoption of New Articles of Associates of the Company:**

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

“RESOLVED THAT pursuant to Section 14 and all other applicable provisions of the Companies Act, 2013 read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) consent of the members be and is hereby accorded to adopt the new set of Articles of Association, as set out in the draft and placed

before the meeting for the purpose of identification, in substitution of the existing Articles of Association of the Company.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, the Board of Directors be and is hereby authorised to do all acts, deeds, matters and things as it may, in its absolute discretion, deem necessary or desirable that may arise in this regard."

5. Appointment of Mr. Bhavesh Desai as an Independent Director:-

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013, the rules made thereunder and Schedule IV to the Companies Act, 2013 (including any statutory modification, amendment, substitution, re-enactment thereof for the time being in force), Mr. Bhavesh Desai (DIN 01937635) who is an Additional Non-Executive – Independent Director of the Company, holds office up to the date of the Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing 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 a term of five consecutive years for a term up to July 5, 2020".

6. Appointment of Mrs. Sneha Talreja as an Independent Director:

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

"RESOLVED THAT pursuant to the provisions of Section 149, 150 and 152 and other applicable provisions of the Companies Act, 2013, the rules made thereunder and Schedule IV to the Companies Act, 2013 (including any statutory modification, amendment, substitution, re-enactment thereof for the time being in force), Mrs. Sneha Talreja (holding DIN 07161901) who is an Additional Non-Executive – Independent Director of the Company, holds office up to the date of the Annual General Meeting of the Company and in respect of whom the Company has received a notice in writing 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 a term of five consecutive years for a term up to July 5, 2020".

7. Appointment of Mr. Hasmukhbhai Thakkar as Non Executive Director:

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

"RESOLVED THAT Mr. Hasmukhbhai Thakkar, who was appointed by the Board of Directors, as an Additional Non Executive Director of the Company, with effect from June 13, 2015, pursuant to the

provisions of Section 161(1) of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules 2014, (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and Articles of Association of the Company, being eligible for appointment and in respect of whom, the Company has received a notice in writing proposing his candidature for the office of Director, be and is hereby appointed as a Director of the Company, liable to retire by rotation.”

NOTES

- ❖ The Explanatory Statement pursuant to Section 102 (1) of the Companies Act, 2013, in respect of items nos. 4 to 7 as mentioned in the above Notice is annexed.
- ❖ The Explanatory Statement together with the accompanying Notice may also be regarded as a disclosure under Clause 49 of the Listing Agreement executed with the stock exchanges.
- ❖ **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AGM IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. THE PROXY FORM IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED WITH THE COMPANY AT LEAST 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
- ❖ A person can act as proxy on behalf of not exceeding fifty members and holding in the aggregate not more than ten percent of the total share capital of the company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder.
- ❖ Corporate Members intending to send their authorized representatives to attend the meeting are requested to either send to the Company a certified true copy of the Board Resolution or such other authorization, authorizing the representative to attend and vote on their behalf at the meeting or the authorized representatives shall carry such authorization along with them for attending the meeting at the venue.
- ❖ The Members/Proxies/Authorized Representatives are requested to bring duly completed Attendance Slip sent herewith for attending the meeting.
- ❖ In case of joint holders attending the Meeting, only such joint holder who is higher in the order of names will be entitled to vote.
- ❖ All relevant documents referred to in the accompanying Notice will be available for inspection by the members at the Registered Office of the Company on all working days, during business hours up to the date of the Meeting.
- ❖ Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members of the Company and the Share Transfer Books of the Company shall remain closed from 23rd September, 2015 till 29th September, 2015 (both days inclusive).

- ❖ Members desirous of obtaining any information concerning the Accounts and Operations of the Company are requested to send their queries to the Company at least seven days before the date of the meeting so that the information required by them may be made available at the meeting.
- ❖ Members holding shares in electronic form are requested to immediately notify any change in their address or bank mandates to their respective Depository Participant(s) with whom they are maintaining their Demat accounts.
- ❖ Members holding shares in physical form are requested to notify any change in their address or bank mandates to the Company or the Company's RTA i.e. **M/s. Adroit Corporate Services Private Limited** at the following Address:

9/20, Jaferbhoy Industrial Build,
Makwana Rd, Marol, Andheri East,
Mumbai - 400059.
- ❖ Members are requested to quote their Folio No. /DP ID and Client ID in all their correspondences with the Company or the RTA.
- ❖ Members holding shares in physical form are requested to consider converting their holding to dematerialised form to eliminate all risks associated with physical shares and for ease in portfolio management. Members can contact the Company or RTA, for assistance in this regard.
- ❖ The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN to the Company or the Company's RTA i.e., M/s. Adroit Corporate Services Private Limited.
- ❖ Details of Directors seeking appointment/reappointment at the Annual General Meeting are provided in Annexure of this Notice.
- ❖ In compliance with Section 108 of the Companies Act, 2013 Rule 20 of the Companies (Management & Administration) Rules, 2014, substituted by Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement the Company is pleased to provide remote e-voting facility to its members to enable them to exercise their right to vote electronically on Resolutions set forth in the accompanying Notice, through electronic voting service facility arranged by the Central Depository Services (India) Limited (CDSL). Members may cast their votes using an electronic voting system from a place other than the venue of the Meeting ("remote e-voting"). The facility for voting through ballot paper, will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot paper. Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again. The instructions for e-voting are annexed to the Notice.

PROCEDURE FOR E-VOTING FOR SHAREHOLDERS:

The Company has entered into an arrangement with Central Depository Services (India) Limited (CDSL) for facilitating e-voting for AGM. The instructions for e-voting are as under:

- (i) Log on to the e-voting website www.evotingindia.com
- (ii) Click on “**Shareholders**” tab.
- (iii) Now, select the “**G-Tech Info Training Limited**” from the drop down menu and click on “SUBMIT”
- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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.
- (vii) If you are a first time user follow the steps given below:

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

- (viii) After entering these details appropriately, click on **“SUBMIT”** tab.
- (ix) Members holding shares in physical form will then reach directly the Company selection screen. However, members holding shares in demat form will now reach ‘Password Creation’ menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for **G-Tech Info Training Limited** on which you choose to vote.
- (xii) 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.
- (xiii) Click on the **“RESOLUTIONS FILE LINK”** if you wish to view the entire Resolution details.
- (xiv) 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.
- (xv) Once you **“CONFIRM”** your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take out print of the voting done by you by clicking on **“Click here to print”** option on the Voting page.
- (xvii) If Demat account holder has forgotten the changed password then Enter the User ID and the image verification code and click on **Forgot Password** & enter the details as prompted by the system.
- a. **Institutional shareholders** (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporate.
 - b. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - c. After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.

- d. The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - e. They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.
- (xviii) The remote e-voting period commences vide EVSN No. 150904042 **on 26th September, 2015 (9.00 am) and ends on 28th September, 2015 (5.00 pm)**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 22nd September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- (xix) 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.
- (xx) 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.
- (xxi) Mr. Rakesh Kapur, Practicing Company Secretary (CP No. 12085) has been appointed as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- (xxii) The Scrutinizer shall unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and within a period not exceeding three (3) working days from the conclusion of the e-voting period make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman or a person authorised by him in writing who shall countersign the same of the Company.
- (xxiii) The Results shall be declared on or after the AGM of the Company. The Results declared along with the Scrutinizer's Report shall be placed on the website of CDSL within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the BSE Limited.

EXPLANATORY STATEMENT

ITEM NO. 4:

The existing Articles of Association (AOA) based on the Companies Act, 1956 and several regulations in the existing AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013.

In order to make the Articles of Association of the Company in tandem and to comply with the relevant sections/ provisions under the Companies Act, 2013 and rules made thereof it is proposed to replace the existing Articles of Association of the Company by a new set of Articles. Accordingly, in lieu of amendments to various articles in the existing Articles of Association it is considered prudent and desirable to adopt a new set of Articles of Association of the Company, in substitution for, and to the exclusion of, the existing Articles of Association of the Company. Pursuant to Section 14 of the Companies Act, 2013, the consent of the members of the Company by way of a Special Resolution is required for adoption of a new set of Articles of Association of the Company. Accordingly, this matter has been placed before the Members for approval.

The new AOA to be substituted in place of existing AOA is based on Table 'F' of the Act which sets out the model Articles of Association for a Company limited by shares.

None of the Directors, Key Managerial Personnel of the Company / their relatives is in any way concerned or interested, financially or otherwise in the Special Resolution except to the extent of their shareholding in the Company.

The Board of Directors of the Company, therefore, recommends passing of the Special Resolution at Item No. 4 of the Notice.

ITEM NO. 5 and 6:

The Company had, pursuant to the provisions of clause 49 of the Listing Agreement entered with the Stock Exchange, appointed Mr. Bhavesh Desai and Mrs. Sneha Talreja, as Independent Directors, in compliance with the requirements of the clause.

Pursuant to clause 49 of the Listing Agreement company is required to have at least half of the total number of directors as independent directors, who are not liable to retire by rotation.

The Nomination Committee has recommended the appointment of these directors as Independent Directors on various dates.

Mr. Bhavesh Desai and Mrs. Sneha Talreja have given a declaration to the Board that they meet the criteria of independence as provided under section 149 (6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the act and the rules framed thereunder for appointment as Independent Director and they are independent of management.

In compliance with the provisions of section 149 read with schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the members for their approval.

The terms and conditions of appointment of the above directors shall be open for inspection by the members at the registered office of the Company during normal business hours on any working day, except Saturday.

A brief profile of the directors is enclosed separately as an annexure to the Notice.

Mr. Bhavesh Desai and Mrs. Sneha Talreja, respectively, are concerned or interested in the resolutions of the accompanying notice relating to their own appointment.

ITEM NO. 7:

Mr. Hashmukhbhai Thakkar was appointed as an Additional Non Executive Director in accordance with the provisions of Section 161 of the Companies Act, 2013. Pursuant to Section 161 of the Companies Act, 2013 the he holds office up to the date of the ensuing AGM.

Mr. Hashmukhbhai Thakkar has experience in Information Technology and Management. The Board considers that the appointment of Mr. Hashmukhbhai Thakkar as a Director of the Company would be of immense benefit to the Company. Accordingly, the Board of Directors recommends his appointment as a Director of the Company.

None of the Directors, except Mr. Hasmukhbhai Thakkar and Key Managerial Personnel of the Company or their relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

The Board recommends resolution under Item No. 7 to be passed as an ordinary resolution.

By Order of the Board

For G-Tech Info Training Limited

Sd/-

Sangramkumar Das
Managing Director

DIN: 05235448

Place: Mumbai

Date: 5th September, 2015

Annexure to the Notice (Pursuant to Clause 49 of the Listing Agreement)

Details of Directors seeking appointment/re-appointment at the forthcoming Annual General Meeting

Name of the Director	Mr. Deepak Jambodkar	Mr. Bhavesh Desai	Mrs. Sneha Talreja	Mr. Hasmukhbhai Thakkar
DIN	05235399	01937635	07161901	07183270
Date of Appointment	30/09/2013	13/06/2015	06/07/2015	13/06/2015
Expertise in Special Functional Areas	Expertise in Various Fields Of Management.	Rich and Diverse Experience in IT Industry in Finance, Accounts.	Business Strategy and Planning, Business Development.	Information Technology, General Management.
Directorships held in other Public Limited Companies	NIL	1. Prabhav Industries Limited 2. Pacific Finstock Limited	1. Jagran Production Limited 2. L N Industries India Limited	NIL
Shareholding held in the company	NIL	NIL	NIL	NIL
Disclosure of relationship between directors inter-se	NIL	NIL	NIL	NIL
Terms Of Appointment	Liable to retire by rotation	Appointed as Independent Director for a period of 5 years	Appointed as Independent Director for a period of 5 years	Appointed as a Non- Executive Director, liable to retire by rotation.

For G-Tech Info Training Limited

Sd/-

**Sangramkumar Das
Managing Director**

DIN: 05235448

Place: Mumbai

Date: 5th September, 2015

DIRECTORS' REPORT

To the Members of G-Tech Info-Training Limited

The Directors are pleased to present the Twenty First Annual Report and the Audited Statement of Accounts for the year ended 31st March, 2015:

FINANCIAL RESULTS:

PARTICULARS	2014-2015	2013-2014
Total Income	19,57,000	8,03,560
Total Expenses	18,61,721	7,73,639
Profit before Tax	95,279	29,921
Tax	24,194	-----
Profit after Tax	71,085	29,921
EPS (Basic)	0.020	0.009
EPS (Diluted)	0.020	0.009

PERFORMANCE REVIEW

Your company achieved high performance both in turnover and its profits. The Gross revenues touched Rs. 19,57,000/- which is Rs. 1153440/- more than last year and the Profit before taxes recorded is Rs. 95,279 which is also up by Rs. 65358/- as compared to previous year.

DIVIDEND AND TRANSFER TO RESERVES

While significant progress has been made in deriving profitability improvement in 2015 through business operations: sustainable profitable growth remains an area of concern keeping the management vigilant. This would need focused investment in improving our go to market models, enhance branding as well as expenditure on consumer insights to drive new profitable services. As a result, it has been decided to retain the earnings to capitalize on future opportunities, therefore with this view in mind and for the benefit of shareholders on long term, we express our ineptness to recommend any dividend for the financial year 2014-2015.

CHANGES IN SHARE CAPITAL

During the year under review, there is no change in Authorised and Paid-Up Share capital of the Company. As at 31st March, 2015 the Authorised Share Capital was Rs.10, 40, 00,000/- (Rupees Ten Crore Forty Lakhs

Only and Paid-up Capital stood at Rs 35,00,000/- (Rupees Thirty Five Lakhs Only) divided into 35,00,000 Equity Shares of Rs. 1/- each.

SIGNIFICANT AND/OR MATERIAL ORDERS PASSED BY THE REGULATORS

Pursuant to the provisions of Section 100 of the Companies Act, 1956 read with Article 12 of the Articles of Association of the Company, the Members of the Company in their Meeting held on 11th September, 2012 had approved the Reduction of the Equity Share Capital of the Company from Rs. 100,000,000/- (Rupees Ten Crores Only) consisting of 100,000,000 (Ten Crores) Equity Shares of Re. 1/- each fully paid- up to Rs. 3,500,000/- (Rupees Thirty Five Lacs Only) divided in to 3,500,000 (Thirty Five Lacs) Equity Shares of Re. 1/- each fully paid-up i.e. by an amount of Rs. 96,500,000/- (Rupees Nine Crores Sixty Five Lakhs only).

The Company is pleased to inform you that, an order from the Hon'ble High Court of Bombay approving the said reduction has been obtained by the Company on 29th September, 2013. It has also received the Listing Approval on 5th May, 2015 along with the Trading Approval on 7th August, 2015 pertaining to dealing of Equity Shares of the Company on the Bombay Stock Exchange.

Apart from aforementioned order there were no significant or material Orders passed by the Regulators or Courts or Tribunals during the previous year which may impact the Going Concern Status of the Company's Operation in the future.

DIRECTORATE

Changes in Directors and Key Managerial Personnel

During the year under review, **Mr. Shekhar Suryavanshi** relinquished the position of Executive Director and Compliance Officer with effect from 30th June, 2015. The Board placed on record its appreciation and gratitude for the guidance and contribution during his association with the Company for the valuable contributions rendered by him during his tenure as an Executive Director and Compliance Officer of the Company.

The Board of Directors at its meeting held on 30th June, 2015 appointed Mr. Sangramkumar Das, as the Compliance Officer of the Company.

In accordance with the provisions of the Act and the Articles of Association of the Company, Deepak Jambodaker (DIN: 05235399) Director of the Company, retires by rotation at the ensuing Annual General Meeting and being eligible has offered himself for re-appointment.

On the recommendation of Nomination and Remuneration Committee and pursuant to Section 161 of the Companies Act, 2013, Mr. Bhavesh Desai , Mr. Hasmukhbhai Thakkar and Mrs. Sneha Talreja were appointed as Additional Directors of the Company and hold office up to the date of ensuing Annual General Meeting.

The Company has received separate notice(s) in writing together with the requisite amount, as per the provisions of section 160 of the Companies Act, 2013, for the appointment of aforesaid directors on the Board of the Company.

In accordance with provisions of Sections 149, 152 read with Schedule IV and any other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and Clause 49 of the Listing Agreement, Mr. Bhavesh Desai and Mrs. Sneha Talreja is recommended to be appointed as an Independent Director of the Company for a term up to 5th July, 2020, not liable to retire by rotation.

Mr. Hasmukhbhai Thakker was appointed as addition non-executive director of the Company on June 13, 2015. A resolution for his appointment as non-executive director of the Company is put accurse in the notice convening the AGM, for Approval of Members.

The Board recommends to the Members the resolutions for re-appointment of Mr. Deepak Jambodaker, appointment of Mr. Hasmukhbhai Thakkar as Director of the Company and appointments of Mr. Bhavesh Desai and Mrs. Sneha Talreja as Independent Directors of the Company.

Pursuant to the provisions of Section 203, the Board has appointed Mr. Deepak Jambodaker as the Chief Financial Officer, thereby forming part of the Key Managerial Personnel of the Company.

DIRECTORS' REPONSIBILITY STATEMENT

Pursuant to the requirements under Section 134(5) of the Companies Act, 2013, with respects to the Directors' Responsibilities Statement, it is hereby confirmed that;

- i) In the preparation of the annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) The directors had 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 as at March 31, 2015 and of the profit or loss of the Company for the said period;
- iii) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) The directors had prepared the annual accounts for the financial year ended March 31, 2015 on a "going concern" basis;
- v) they have laid down internal financial controls that are adequate and were operating effectively; and

They have devised proper systems to ensure compliance with the provisions of all applicable laws and these are adequate and are operating effectively.

DETAILS OF BOARD MEETINGS DURING THE YEAR 2014-2015

During the financial year April 01, 2014 to March 31, 2015, five meetings of the Board were held on May 28, 2014, August 12, 2014, September 4, 2014, November 12, 2014 and February 13, 2015.

The details of other committee meetings during the year 2014-15 are given in the Corporate Governance Report.

DECLARATIONS BY THE INDEPENDENT DIRECTORS

The Company has received declarations under Section 149(7) of the Companies Act, 2013 from all the Independent Directors of the Company confirming that they meet the criteria of Independence as prescribed under Section 149(6) of the Companies Act, 2013 and Clause 49 of the Listing Agreement.

BOARD EVALUATION POLICY

In accordance with the requirements of the Companies Act, 2013 and the Clause 49 of the Listing Agreement, the Directors perform annual evaluation of the Board. The evaluation process is led by the Chairman of the Nomination and Remuneration Committee who obtains the feedback of the Board members on contribution of the members, effectiveness of Board processes and areas of improvement. The feedback is used to enhance Board effectiveness and helps in validating that the Board has the right level of expertise.

During the year, the performance of the Board and its Committees was evaluated after seeking inputs from all the directors on the basis of the criteria such as the contribution, participation, effectiveness of Board processes, timeliness and relevance of information to the Board, etc. The evaluation also included evaluation of individual directors. In a separate meeting of Independent Directors, performance of non-independent directors, performance of the Board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed.

FAMILIARIZATION OF INDEPENDENT DIRECTORS

The details of programmes for familiarization of Independent Directors with the Company, their roles, rights, responsibilities in the Company, nature of the industry in which the Company operates, business model of the Company and related matters are put up on the website of the Company.

AUDIT COMMITTEE

As on March 31, 2015, the Audit Committee of the Company consists of two Non-Executive Independent Directors and one Executive Director and all of them have financial and accounting knowledge. The Board has accepted the recommendations of the Audit Committee during the year under review.

VIGIL MECHANISM/ WHISTLE BLOWER POLICY

The Company promotes ethical behavior from all the stakeholders and has developed and implemented a Whistle Blower Policy wherein all the stakeholders are free to report any genuine concerns, actual or suspected fraud or violation of the Company's Code of Conduct or any improper or unlawful activity or any misappropriation of funds etc.

Under the Whistle Blower Policy, confidentiality of these reporting violation(s) is protected and they are not subject to any discriminatory practices. The Whistle Blower Policy has been approved by the Board of Directors of the Company.

In terms of 177 of the Companies Act, 2013 and the Rules framed there under and pursuant to the provisions of Clause 49 of the Listing Agreement entered into with the Stock Exchange the Vigil Mechanism / Whistle Blower Policy is placed on website of the Company.

SUBSIDIARIES, ASSOCIATES AND JOINT VENTURES

Details and report on the performance and financial position of each of the subsidiaries, associates and joint venture companies, if any as on March 31, 2015, as per the Companies Act, 2013 is provided in “ANNEXURE 1”.

NOMINATION AND REMUNERATION POLICY

The Board has, on the recommendation of the Nomination & Remuneration Committee framed a policy for selection and appointment of Directors, Senior Management and for other employees and their remuneration. The same has been disclosed in the website of the Company and annexed to this report as “ANNEXURE 2”. The Composition, criteria for selection of Directors and the Terms of Reference of the Nomination and Remuneration Committee is stated in the Corporate Governance Report.

RISK MANAGEMENT POLICY

The Board of Directors of your Company has, on recommendation of the Risk Management Committee framed and adopted a policy on Risk Management of the Company. The broad terms of reference of the Committee are stated in the Corporate Governance Report.

CORPORATE SOCIAL RESPONSIBILITY

Pursuant to the provision of section 135(1) of the Companies Act,2013 every company having net worth of Rupees One Thousand Crore or more or a net profit of Rupees Five Crore or more during any financial year shall constitute a corporate social responsibility committee and formulate a corporate social responsibility policy indicating the activities to be undertaken. As your company does not fall under the above stated criteria constitution of a Corporate Social Responsibility Committee is not applicable to the Company. The Board of Directors periodically reviews the applicability of CSR rules to the Company.

AUDITORS

- **Statutory Auditors**

Pursuant to the provisions of section 139 of the Companies Act, 2013 and the Rules made thereunder, the current auditors of the Company, **M/s Verma Mehta & Associates**, Chartered Accountants, Mumbai (registration number: 112118W) were appointed by the shareholders at the 20th annual general meeting to hold office until the conclusion of the 25th annual general meeting, subject to ratification by shareholders at each annual general meeting. The members are requested to ratify the appointment of **M/s**

Verma Mehta & Associates, Chartered Accountants (registration number: 112118W) as statutory auditors of the Company and to fix their remuneration for the year 2015-2016.

The statutory audit report does not contain any qualification, reservation or adverse remark or disclaimer made by statutory auditor.

- **Secretarial Auditor**

Pursuant to the provisions of section 204 of the Companies Act, 2013 and Rules made thereunder the Company has appointed, Rakesh Kapur, (membership number: 3863) Company Secretaries in Practice, to undertake the secretarial audit of the Company.

Secretarial Audit Report for the year 2014-15 given by Rakesh Kapur in the prescribed form MR-3 is self explanatory and annexed to this Report as “**ANNEXURE 3**”.

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Management continuously reviews the internal control systems and procedures for the efficient conduct of the Company's business. The Company adheres to the prescribed guidelines with respect to the transactions and financial reporting. The Internal Auditor of the Company conducts the audit on regular basis and the Audit Committee periodically reviews internal audit reports and the effectiveness of internal control systems.

CORPORATE GOVERNANCE

Your Company has ensured continued compliance of Corporate Governance requirements during the period under review. Your Company lays strong emphasis on transparency, disclosure and independent supervision to increase various stakeholders' value.

As required by Clause 49 of the Listing Agreement with the BSE Limited (BSE), the reports on Management Discussion and Analysis, Corporate Governance as well as the Certificate regarding compliance of conditions of corporate governance, are annexed and form an integral part of this report.

Further, the company regularly submits the quarterly corporate governance compliance report to the BSE and also uploads the same on its website.

MANAGEMENT DISCUSSION AND ANALYSIS

The management discussion and analysis on the operations of the Company as prescribed under Clause 49 of the listing agreement is provided in a separate section and forms a part of this report.

FIXED DEPOSITS

The Company has neither invited nor accepted any deposits from the public during the period under review. Accordingly, there are no unclaimed or unpaid deposits lying with the Company for the period under review.

CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES

All contracts/arrangements/transactions entered by the Company during the financial year with related parties were in the ordinary course of business. During the year, the Company has not entered into any contract/arrangement/transaction with related parties which could be considered material in accordance with the policy of the Company on materiality of related party transactions.

The Policy on materiality of related party transactions and dealing with related party transactions as approved by the Board may be accessed on the Company's website Form AOC-2 providing the details of related party transactions of the Company is annexed to this report as "ANNEXURE 4".

LOANS, GUARANTEES AND INVESTMENTS

Particulars of loans, guarantees and investments made by the Company pursuant to Section 186 of the Companies Act, 2013 are given in the Notes to the Financial Accounts.

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

Information on Conservation of Energy, Technology Absorption, Foreign Exchange and outgo required to be disclosed under Section 134 of the Companies Act, 2013 read with Companies (Accounts) Rules, 2014 are provided in "ANNEXURE 5", forming an integral part of this report.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the provisions of Section 197(12) of the Act read with Rule 5(2) and 5(3) of the Companies (Appointment & Remuneration of Managerial Personnel) Rules, 2014, none of the employees are in receipt of the remuneration which is in excess of the limits as specified in the regulation.

EXTRACT OF ANNUAL RETURN

As provided under Section 92(3) of the Act, the extract of annual return is given in "ANNEXURE -6" in the prescribed Form MGT-9, which forms part of this report.

SEXUAL HARRASMENT POLICY

Pursuant to the legislation 'Prevention, Prohibition and Redressal of Sexual Harassment of Women at Workplace Act, 2013' introduced by the Government of India, which came into effect from December 9 2013, the Company has framed a Policy on Prevention of Sexual Harassment at Workplace. There was no case reported during the year under review under the said Policy.

HUMAN RESOURCE

The Company believes that it is the quality and dynamism of its human resource that enables it to make a significant contribution to enhancing stakeholder value. The Company periodically reviews the requirement of the employees based on the need and necessity. The optimal utilization of the human resources with multi-tasking is what is being emphasized across the group.

APPRECIATION

Your Directors sincerely appreciate the high degree of professionalism, commitment and dedication displayed by employees at all levels. Your Directors wish to place on record their appreciation to all the stakeholders for their unstinted support and significant contributions towards the growth of the company. The Board of Directors expects to receive the similar support and contribution from everyone in future also.

For G-Tech Info Training Limited

Sd/-

Sangramkumar Das

Managing Director

DIN: 05235448

Place: Mumbai

Date: 5th September, 2015

Form AOC-1

(Pursuant to first proviso to sub-section (3) of section 129 read with rule 5 of Companies (Accounts) Rules, 2014)

Statement containing salient features of the financial statement of subsidiaries/associate companies/joint ventures

Part "A": Subsidiaries

Sl. No.	Particulars	Details
1.	Name of the subsidiary	THE COMPANY DOES NOT HAVE ANY SUBSIDIARY
2.	Reporting period for the subsidiary concerned, if different from the holding company's reporting period	
3.	Reporting currency and Exchange rate as on the last date of the relevant Financial year in the case of foreign subsidiaries	
4.	Share capital	
5.	Reserves & surplus	
6.	Total assets	
7.	Total Liabilities	
8.	Investments	
9.	Turnover	
10.	Profit before taxation	
11.	Provision for taxation	
12.	Profit after taxation	
13.	Proposed Dividend	
14.	% of shareholding	

Part "B": Associates and Joint Ventures

Statement pursuant to Section 129 (3) of the Companies Act, 2013 related to Associate Companies and Joint Ventures

Name of associates/Joint Ventures	
1. Latest audited Balance Sheet Date	THE COMPANY DOES NOT HAVE ANY ASSOCIATE AND JOINT VENTURE
2. Shares of Associate/Joint Ventures held by the company on the year end	
No. of Shares	
Amount of Investment in Associates/Joint Venture	
Extend of Holding%	
3. Description of how there is significant influence	
4. Reason why the associate/joint venture is not consolidated	
5. Net worth attributable to shareholding as per latest audited Balance Sheet	

6. Profit/Loss for the year	
i. Considered in Consolidation	
ii. Not Considered in Consolidation	

For G-Tech Info Training Limited

Sd/-

Sangramkumar Das

Managing Director

DIN: 05235448

Place: Mumbai

Date: 5th September, 2015

NOMINATION AND REMUNERATION POLICY

Our policy on the appointment and remuneration of directors and key managerial personnel provides a framework based on which our human resources management aligns their recruitment plans for the strategic growth of the Company. The nomination and remuneration policy is provided herewith pursuant to section 178(4) of the Companies Act, 2013 and Clause 49(IV) (B) (4) of the Listing Agreement.

Introduction

The Company considers human resources as its invaluable assets. This policy on nomination and remuneration of Directors, Key Managerial Personnel (KMPs), Senior Management Personnel (SMP) has been formulated in terms of the provisions of the Companies Act, 2013 and the listing agreement in order to pay equitable remuneration to the Directors, KMPs and employees of the Company and to harmonize the aspirations of human resources consistent with the goals of the Company.

Definitions:-

- “Board”:- Board means Board of Directors of the Company as constituted from time to time.
- “Director”:- Director means Directors of the Company.
- “Committee”:- Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time.
- “Company”:- Company means G-Tech Info-Training Limited.
- “Independent Director”:- As provided under Clause 49 of the Listing Agreement and/or under the Companies Act, 2013, ‘Independent Director’ shall mean a Non Executive Director, other than a Nominee Director of the Company:
 - a. who, in the opinion of the Board, is a person of integrity and possesses relevant expertise and experience;
 - b. (i) who is or was not a promoter of the Company or its holding, subsidiary or associate Company;
(ii) who is not related to promoters or Directors in the Company, its holding, subsidiary or associate Company;
 - c. apart from receiving Director's remuneration, has or had no pecuniary relationship with the Company, its holding, subsidiary or associate Company, or their promoters, or Directors, during the two immediately preceding financial years or during the current financial year;
 - d. None of whose relatives has or had pecuniary relationship or transaction with the Company, its holding, subsidiary or associate Company, or their promoters, or Directors, amounting to two percent. or more of its gross turnover or total income or fifty lakh rupees or such higher amount as may be prescribed, whichever is lower, during the two immediately preceding financial years or during the current financial year;

- e. who, neither himself nor any of his relatives —
- (i) holds or has held the position of a Key Managerial Personnel or is or has been employee of the Company or its holding, subsidiary or associate Company in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed;
 - (ii) is or has been an employee or proprietor or a partner, in any of the three financial years immediately preceding the financial year in which he is proposed to be appointed, of — A. a firm of Auditors or Company Secretaries in practice or Cost Auditors of the Company or its holding, subsidiary or associate Company; or B. any legal or a consulting firm that has or had any transaction with the Company, its holding, subsidiary or associate Company amounting to ten per cent or more of the gross turnover of such firm;
 - (iii) Holds together with his relatives two per cent or more of the total voting power of the Company; or
 - (iv) is a Chief Executive or Director, by whatever name called, of any non profit organisation that receives twenty five per cent or more of its receipts from the Company, any of its promoters, Directors or its holding, subsidiary or associate Company or that holds two per cent or more of the total voting power of the Company;
 - (v) is a material supplier, service provider or customer or a lesser or lessee of the Company;
- f. who is not less than 21 years of age.

• **“Key Managerial Personnel”**:- Key Managerial Personnel (KMP) means-

- (i) The Chief Executive Officer or the Managing Director or the Manager;
- (ii) The Company Secretary;
- (iii) The Whole Time Director;
- (iv) The Chief Financial Officer; and
- (v) Such other officer as may be prescribed under the applicable statutory provisions/ regulations.

• **“Senior Management Personnel”**:- The expression “Senior Management Personnel” (SMP) means personnel of the Company who are members of its core management team excluding Board of Directors comprising all members of management one level below the Executive Directors, including the functional heads.

Unless the context otherwise requires, words and expressions used in this policy and not defined herein but defined in the Companies Act, 2013 as may be amended from time to time shall have the meaning respectively assigned to them therein.

Applicability:-

The Policy is applicable to:

- Directors (Executive and Non Executive)
- Key Managerial Personnel (KMP)
- Senior Management Personnel (SMP)

Purpose:-

The primary objective of the Policy is to provide a framework and set standards for the nomination, remuneration and evaluation of the Directors, KMP and officials comprising the SMP. The Company aims to achieve a balance of merit, experience and skills amongst its Directors, KMP and SMP.

Accountabilities:-

- i. The Board is ultimately responsible for the appointment of Directors and KMP.
- ii. The Board has delegated responsibility for assessing and selecting the candidates for the role of Directors, KMP and the SMP of the Company to the Nomination and Remuneration Committee which makes recommendations and nominations to the Board.

Nomination and Remuneration Committee :-

a) Objectives of the Committee

The Committee shall:

- i. Formulate the criteria for determining qualifications, positive attributes and independence of a Director and recommend to the Board a policy relating to the remuneration of Directors, KMP and other employees.
- ii. Formulation of criteria for evaluation of Independent Director and the Board
- iii. Devising a policy on Board diversity.
- iv. Identify persons who are qualified to become Director and persons who may be appointed in KMP and SMP positions in accordance with the criteria laid down in this policy.
- v. Recommend to the Board, appointment and removal of Director, KMP and SMP.

b) Constitution of the Committee

- i. The Board has the power to constitute/ reconstitute the Committee from time to time in order to make it consistent with the Company's policy and applicable statutory requirement.
- ii. The Nomination and Remuneration Committee comprises of the following:
 - a) The Committee shall consist of a minimum three (3) non-executive directors, majority of them being independent.
 - b) Minimum two (2) members shall constitute a quorum for the Committee meeting.
 - c) Membership of the Committee shall be disclosed in the Annual Report.
 - d) Term of the Committee shall be continued unless terminated by the Board of Directors.

CHAIRMAN:

- a) Chairman of the Committee shall be an Independent Director.
- b) Chairman of the Company may be appointed as a member of the Committee but shall not be a Chairman of the Committee.

- c) In the absence of the Chairman, the members of the Committee present at the meeting shall choose one amongst them to act as Chairman.
- d) Chairman of the Nomination and Remuneration Committee meeting could be present at the Annual General Meeting or may nominate some other member to answer the shareholders' queries.

COMMITTEE MEMBERS' INTERESTS:

- a) A member of the Committee is not entitled to be present when his or her own remuneration is discussed at a meeting or when his or her performance is being evaluated.
- b) The committee may invite such executives, as it considers appropriate, to be present at the meetings of the Committee.

VOTING:

- a) Matters arising for determination at Committee meetings shall be decided by a majority of votes of Members present and voting and any such decision shall for all purposes be deemed a decision of the Committee.
- b) In the case of equality of votes, the Chairman of the meeting will have a casting vote.

Appointment of Directors/ KMP's/ SMP:-

a) General Appointment Criteria:

- i. The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his/ her appointment.
- ii. The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ SMP shall not be disqualified under the Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force. iii. The Director/ Independent Director/ KMP/ SMP shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made thereunder, Listing Agreement or any other enactment for the time being in force.

b) Additional Criteria for Appointment of Independent Directors :

The Committee shall consider qualifications for Independent Directors as mentioned in herein earlier under the head 'Definitions' and also their appointment shall be governed as per the provisions of Clause 49 of the Listing Agreement (as amended from time to time) and Companies Act, 2013.

c) Term/ Tenure :

The Term/ Tenure of the Directors shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder as amended from time to time.

d) Removal :

Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations or any other reasonable ground, the Committee may recommend to the Board for removal of a Director, KMP or SMP subject to the provisions and compliance of the said Act, rules and regulations.

e) Letters of Appointment :

Each Director/ KMP/ SMP is required to sign the letter of appointment with the Company containing the terms of appointment and the role assigned in the Company.

Criteria for Evaluation/ Assessment of Directors/ KMP's/ SMP of the Company :-

The evaluation/ assessment of the Directors, KMPs and the SMP of the Company is to be conducted on an annual basis and to satisfy the requirements of the Listing Agreement.

a) Executive Directors :

The following criteria may assist in determining how effective the performances of the Directors/ KMPs/ SMP have been:

- Leadership and stewardship abilities
- Contributing to clearly define corporate objectives and plans
- Communication of expectations and concerns clearly with subordinates
- Obtain adequate, relevant and timely information from external sources
- Review and approval achievement of strategic and operational plans, objectives, budgets
- Regular monitoring of corporate results against projections
- Identify, monitor and mitigate significant corporate risks
- Assess policies, structures and procedures
- Direct, monitor and evaluate KMPs, Senior Officials
- Review management's succession plan
- Effective meetings
- Assuring appropriate board size, composition, independence, structure
- Clearly defining roles and monitoring activities of committees
- Review of corporation's ethical conduct

Evaluation on the aforesaid parameters will be conducted by the Independent Directors for each of the Executive/ Non-Independent Directors in a separate meeting of the Independent Directors.

b) Non-Executive Directors :

The Non Executive Directors shall be evaluated on the basis of the following criteria i.e. whether they:

- a. Act objectively and constructively while exercising their duties;

- b. Exercise their responsibilities in a bona fide manner in the interest of the Company; devote sufficient time and attention to their professional obligations for informed and balanced decision making;
- c. Do not abuse their position to the detriment of the Company or its shareholders or for the purpose of gaining direct or indirect personal advantage or advantage for any associated person;
- d. Refrain from any action that would lead to loss of his independence;
- e. Inform the Board immediately when they lose their independence;
- f. Assist the Company in implementing the best Corporate Governance practices.
- g. Strive to attend all meetings of the Board of Directors and the Committees;
- h. Participate constructively and actively in the Committees of the Board in which they are Chairpersons or members;
- i. Strive to attend the general meetings of the Company;
- j. Keep themselves well informed about the Company and the external environment in which it operates;
- k. Do not to unfairly obstruct the functioning of an otherwise proper Board or Committee of the Board;
- l. Moderate and arbitrate in the interest of the Company as a whole, in situations of conflict between management and shareholder's interest.
- m. Abide by Company's Memorandum and Articles of Association, Company's policies and procedures including code of conduct, insider trading guidelines etc.

The Executive Director/ Non-Independent Directors along with the Independent Directors will evaluate/ assess each of the Independent Directors on the aforesaid parameters. Only the Independent Director being evaluated will not participate in the said evaluation discussion.

Remuneration of Directors, KMP's and SMP :-

The guiding principle is that the level and composition of remuneration shall be reasonable and sufficient to attract, retain and motivate Directors, KMP and other SMP. The Directors, KMP and other SMP's salary shall be based and determined on the individual person's responsibilities and performance and in accordance with the limits as prescribed statutorily, if any.

The Nomination and Remuneration Committee determines individual remuneration packages for Directors, KMP and SMP of the Company taking into account factors it deems relevant, including but not limited to market, business performance and practices in comparable Companies, having due regard to financial and commercial health of the Company as well as prevailing laws and government/ other guidelines. The Committee consults with the Chairman of the Board as it deems appropriate. Remuneration of the Chairman is recommended by the Committee to the Board of the Company. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the workings of the Company and its goods:

I. Director/ Managing Director :

a) Base Compensation (fixed salaries):

Must be competitive and reflective of the individual's role, responsibility and experience in relation to performance of day-to-day activities, usually reviewed on an annual basis; (includes salary, allowances and other statutory/ non-statutory benefits which are normal part of remuneration package in line with market practices).

b) Variable salary:

The Nomination and Remuneration Committee may in its discretion structure any portion of remuneration to link rewards to corporate and individual performance, fulfillment of specified improvement targets or the attainment of certain financial or other objectives set by the Board. The amount payable is determined by the Committee, based on performance against pre-determined financial and nonfinancial metrics.

II. Non Executive Independent Directors :

The Independent Directors shall not be entitled to any stock option and may receive remuneration by way of fee for attending meetings of the Board or Committee thereof or for any other purpose as may be decided by the Board and profit related commission as may be approved by the Members. The sitting fee to the Independent Directors shall not be less than the sitting fee payable to other Directors provided that the amount of such fees shall be subject to ceiling/ limits as provided under Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

The remuneration payable to the Directors shall be as per the Company's policy and shall be valued as per the Income Tax Rules.

III. KMPs/ SMP etc :

The remuneration payable to the KMP and the SMP shall be as may be decided by the Board having regard to their experience, leadership abilities, initiative taking abilities and knowledge base and governed by the limits, if any prescribed under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

Policy on Board diversity:-

The Board of Directors shall have the optimum combination of Directors from the different areas/ fields like Production, Management, Quality Assurance, Finance, Sales and Marketing, Supply chain, Research and Development , Human Resources, etc. or as may be considered appropriate.

The Board shall have at least one Board member who has accounting or related financial management expertise and at least three members who are financially literate.

**Form No. MR-3
SECRETARIAL AUDIT REPORT**

FOR THE FINANCIAL YEAR ENDED 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]**

To,
The Members,
M/s G-Tech Info-Training Limited.
Office No. 1, Laura Building, 1st Floor,
Near Metro Cinema, Marine Lines,
Mumbai – 400002

AUTHORISED CAPITAL Rs. 10,40,00,000/-
CIN: L67120MH1994PLC080449

I, Rakesh Kapur, Company Secretary, have conducted the Secretarial Audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/s. G-Tech Info-Training Limited** [CIN: L67120MH1994PLC080449] (hereinafter called the company).

Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon. Based on my verification of the M/s. G-Tech Info-Training 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, I hereby report that in my opinion, the Company has, during the audit period ended 31.03.2015 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:

I have examined the books, papers, minute books, forms and returns filed and other records maintained by M/s. G-Tech Info Training Limited ("the Company") for the financial year ended on 31.03.2015, according to the provisions of:

- (i) The Companies Act, 2013 and the Companies Act, 1956 (to the extent applicable) (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('**SCRA**') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) 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, 2011; The Company has not received any disclosure under Regulation 29 and 30.
- b. The Company has complied with The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992. However, the Company has adopted the prescribed code of conduct under the Regulations.
- c. 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;

(vi) As informed to me the following other Law specifically applicable to the Company as under:

1. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

The Company has not constituted an internal complaints Committee.

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

- (i) Secretarial Standards relating to General and Board Meeting Minutes issued by The Institute of Company Secretaries of India, New Delhi.
- (ii) The Listing Agreements entered into by the Company with M/s. Bombay Stock Exchange Limited, Mumbai.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc mentioned above subject to the observations noted against each legislation. In respect of other laws specifically applicable to the Company, I have relied on information/ records produced by the Company during the course of my audit and the reporting is limited to that extent.

I 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. All decisions of the board were unanimous and the same was captured and recorded as part of the minutes.

I further report that there is scope to improve the systems and processes in the Company and operations of the Company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

I further report that during the Financial Year 2014-15, the Company has also not appointed Company Secretary in whole time employment of the Company as required to be appointed as per Section 203 of the Companies Act, 2013 and rules made there under.

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

- (i) Public/ Right/ Preferential Issue of Shares/ Debentures/ Sweat Equity
- (ii) Redemption/ buy-back of securities
- (iii) Major decisions taken by the members in pursuance to section 180 of the Companies Act, 2013.
- (iv) Merger/ Amalgamation/ Reconstruction, etc.
- (v) Foreign technical collaborations

For **CS Rakesh Kapur**

Sd-/

(Sole Proprietor)

FCS No. 3863

CP No. 12085

Place: Mumbai

Date: 30.05.2015

Form No. AOC-2

(Pursuant to *clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014*)

Form for disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub-section (1) of section 188 of the Companies Act, 2013 including certain arms length transactions under third proviso thereto

1. Details of contracts or arrangements or transactions not at arm's length basis:

There were no such contracts or arrangements or transactions entered with related parties which were not at arm's length during the year ended 31st March, 2015.

2. Details of material contracts or arrangement or transactions at arm's length basis:

There were no such material contracts or arrangement or transactions entered with related parties which were not at arm's length during the year ended 31st March, 2015.

For G-Tech Info-Training Limited

Sd/-

Sangramkumar Das

Managing Director

DIN: 05235448

ANNEXURE - 5

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

(A) Conservation of Energy:

(i) the steps taken or impact on conservation of energy	NA
(ii) the steps taken by the company for utilising alternate sources of energy	NA
(iii) the capital investment on energy conservation equipments	NA

(B) Technology Absorption:

(i) the efforts made towards technology absorption	NA
(ii) the benefits derived like product improvement, cost reduction, product development or import substitution	NA
(iii) in case of imported technology (imported during the last three years reckoned from the beginning of the financial year) (a) the details of technology imported (b) the year of import (c) whether the technology been fully absorbed (d) if not fully absorbed, areas where absorption has not taken place and the reasons thereof	NA
(iv) the expenditure incurred on Research and Development	NA

(C) Foreign Exchange Earnings and Outgo: There was no Foreign Exchange Earnings and Outgo during the year under review.

For **G-Tech Info-Training Limited**

Sd/-

Sangramkumar Das
Managing Director
DIN: 05235448

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]

REGISTRATION AND OTHER DETAILS:

i.	CIN	L67120MH1994PLC080449
ii.	Registration Date	18.08.1994
iii.	Name of the Company	G-TECH INFO-TRAINING LIMITED
iv.	Category / Sub-Category of the Company	Company Limited by Shares Indian Non-Government Company
v.	Address of the Registered office and contact details	Office No. 1, 1st Floor, Laura Building, Near Metro Cinema, Marine Lines, Mumbai - 400 002 Tel: 655 631 44 Email- id: gtechinfold@gmail.com
vi.	Whether listed company	Listed on BSE
vii.	Name, Address and Contact details of Registrar and Transfer Agent, if any	Adroit Corporate Services Pvt. Ltd 9/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Mumbai 400 059 Tel.: 022- 42270400/ 28596060/ 28594060 E-mail: info@adroitcorporate.com

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

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

Sl. No.	Name and Description of main products / services	NIC Code of the Product/ service	% to total turnover of the company
1	Training Services	85499	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES -

Sr. No	Name And Address Of The Company	CIN/GLN	Holding/ Subsidiary/Associate	% of shares held	Applicable Section
1	Not Applicable				
2					

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 1st April, 2014				No. of Shares held at the end of the year 31st March, 2015				% change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	0	0	0.00	0	0	0	0.00	0.00
b) Central Govt.or State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corporates	0	0	0	0.00	0	0	0	0.00	0.00
d) Bank/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Directors/ Relatives	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL:(A) (1)	0	0	0	0.00	0	0	0	0.00	0.00
(2) Foreign									
a) NRI- Individuals	0	0	0	0.00	0	0	0	0.00	0.00
b) Other Individuals	0	0	0	0.00	0	0	0	0.00	0.00
c) Bodies Corp.	0	0	0	0.00	0	0	0	0.00	0.00
d) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
e) Any other...	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (A) (2)	0	0	0	0.00	0	0	0	0.00	0.00
Total Shareholding of Promoter (A)= (A)(1)+(A)(2)	0	0	0	0.00	0	0	0	0.00	0.00
B. PUBLIC SHAREHOLDING									
(1) Institutions									
a) Mutual Funds	0	0	0	0.00	0	0	0	0.00	0.00
b) Banks/FI	0	0	0	0.00	0	0	0	0.00	0.00
c) Central Govt.	0	0	0	0.00	0	0	0	0.00	0.00
d) State Govt.	0	0	0	0.00	0	0	0	0.00	0.00
e) Venture Capital Fund	0	0	0	0.00	0	0	0	0.00	0.00
f) Insurance Companies	0	0	0	0.00	0	0	0	0.00	0.00
g) FIIS	0	0	0	0.00	0	0	0	0.00	0.00

h) Foreign Venture Capital Funds	0	0	0	0.00	0	0	0	0.00	0.00
i) Others (A body incorporated under the state govt)	0	0	0	0.00	0	0	0	0.00	0.00
SUB TOTAL (B)(1):	0	0	0	0.00	0	0	0	0.00	0.00
(2) Non Institutions									
a) Bodies corporates	689205	0	689205	19.69	689205	0	689205	19.69	0.00
i) Indian									
ii) Overseas									
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs.1 lakhs	2667817	124373	2792190	79.78	2667817	124373	2792190	79.78	0.00
ii) Individuals shareholders holding nominal share capital in excess of Rs. 1 lakhs	0	0	0	0.00	0	0	0	0.00	0.00
c) Others (specify)									
i) N.R.I.	6005	0	6005	0.17	6005	0	6005	0.17	0.00
ii) Trust	0	0	0	0.00	0	0	0	0.00	0.00
iii) Hindu Undivided Family	0	0	0	0.00	0	0	0	0.00	0.00
iv) Clearing Member	0	0	0	0.00	0	0	0	0.00	0.00
v) Directors	0	12600	12600	0.36	0	12600	12600	0.36	0.00
SUB TOTAL (B)(2):	3363027	136973	3500000	100.00	3363027	136973	3500000	100.00	0.00
Total Public Shareholding (B)= (B)(1)+(B)(2)	3363027	136973	3500000	100.00	3363027	136973	3500000	100.00	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0.00	0	0	0	0.00	0.00
Grand Total (A+B+C)	3363027	136973	3500000	100.00	3363027	136973	3,500,000	100.00	0.00

(ii) Shareholding of Promoters

Sl No.	Shareholders Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in share holding 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		0	0.00	0.00	0	0.00	0.00	0.00%
2		0	0.00	0.00	0	0.00	0.00	0.00%
	Total	0	0.00	0.00	0	0.00	0.00	0.00%

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

Sl. No.		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
	At the beginning of the year	THERE WAS NO PROMOTERS HOLDING DURING THE YEAR			
	Date wise Increase / Decrease in Promoters Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat/ equity etc):				
	At the End of the year				

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

SR NO.	TOP TEN SHAREHOLDERS	SHAREHOLDING			
		As on 01.04.2015		As on 31.03.2015	
		No of Shares	% of total shares of the company	Shares	% of total shares of the company
1	Sanjay Singal	85400	2.44	85400	2.44
2	Aarti Singal	68250	1.95	68250	1.95
3	Raga Securities & Finance Pvt Ltd	67484	1.93	67484	1.93
4	Richa Agarwal	64260	1.84	64260	1.84
5	Uss Broking Private Limited	62410	1.78	62410	1.78
6	Sharpline Trading Co.Pvt.Ltd.	59710	1.71	59710	1.71
7	Deepak Shankar Todkar	52500	1.50	52500	1.50
8	Rajeev Kumar	46025	1.32	46025	1.32
9	Rrp Management Services Pvt.Ltd	45097	1.29	45097	1.29
10	Fineline Mercantile Co Pvt Ltd	42177	1.21	42177	1.21

(v) Shareholding of Directors and Key Managerial Personnel:

Sl. No.		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
	For Each of the Directors and KMP				
1.	Mr. Shekherkumar Suryavansi				
	At the beginning of the year	12600	0.36		
	Date wise Increase / Decrease in Share holding during the year specifying the reasons for increase/ decrease (e.g. allotment / transfer / bonus/ sweat equity etc):	Nil	Nil	12600	0.36
	At the End of the year			12600	0.36

V. INDEBTEDNESS

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

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year	THE COMPANY HAS NOT AVAILED ANY SECURED LOAN/ UNSECURED LOAN/ DEPOSIT DURING THE YEAR			
i) Principal Amount				
ii) Interest due but not paid iii) Interest accrued but not due				
Total (i+ii+iii)				
Change in Indebtedness during the financial year				
· Addition				
· Reduction				
Net Change				
Indebtedness at the end of the financial year				
i) Principal Amount				
ii) Interest due but not paid iii) Interest accrued but not due				
Total (i+ii+iii)				

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/WTD/ Manager				Total Amount
		----	---	---	----	
1.	Gross salary (a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961 (b) Value of perquisites u/s 17(2) Income-tax Act, 1961 (c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	THE COMPANY HAS NOT PAID ANY REMUNERATION TO MANAGING DIRECTOR, WHOLE-TIME DIRECTOR AND/ OR MANAGER DURING THE YEAR				
2.	Stock Option					
3.	Sweat Equity					
4.	Commission - as % of profit - Others, specify...					
5.	Others, please specify					
	Total (A)					
	Ceiling as per the Act					

B. Remuneration to other directors:

Sl. no.	Particulars of Remuneration	Name of Directors				Total Amount
		----	---	---	---	
	1. Independent Directors	THE COMPANY HAS NOT PAID ANY REMUNERATION TO ANY OTHER DIRECTORS DURING THE YEAR				
	· 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/ WTD

Sl. no.	Particulars of Remuneration	Key Managerial Personnel			
		CEO	Company Secretary	CFO	Total
1.	Gross salary	THE COMPANY HAS NOT PAID ANY REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/ MANAGER/ WTD DURING THE YEAR			
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961				
	(b) Value of perquisites /s 17(2) Income-tax Act, 1961				
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961				
2.	Stock Option				
3.	Sweat Equity				
4.	Commission				
	- as % of profit				
	- Others, specify...				
5.	Others, please specify				
	Total				

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	---	---	---	---	---

For G-Tech Info Training Limited

Sd/-

Sangramkumar Das

Managing Director

DIN: 05235448

Place: Mumbai

Date: 5th September, 2015

MANAGEMENT DISCUSSION & ANALYSIS

As part of the directors' report or as an addition thereto, a Management Discussion and Analysis report should form part of the Annual Report to the shareholders. This Management Discussion & Analysis should include discussion on the following matters within the limits set by the company's competitive position:

A. INDUSTRY STRUCTURE AND DEVELOPMENTS.

The Indian economy is considered one of the fastest growing economies globally with the projected GDP growth rate at 7% and above for the next few coming years. Further, India's demographic dividend is expected to increase with the population growing from 1 billion in 2001 to 1.4 billion in 2026. 83% of that increase is estimated to be in the age group of 15-59 age groups. If this dividend is harnessed by

2025, India will not only have 25% of the world's total workforce, but India's per capita income will be \$4100, which currently stagger's round \$1,000. This should with increased quality capacity encompassing institutions, infrastructure, processes and the available human resource eventually rise to \$9802 in 2040 and \$20,836 in 2050. (Source UNDP India, NSDC India).

Clearly the task ahead is to harness and develop the collective pool of knowledge and skill in the industry and to find ways and avenues of rightfully deploying the potential workforce in the years to come. This industry is marching ahead into advanced processes, innovation and product development that require a human resource with specialized skills especially computer related hardware and software skills for automation of business process. Converting people to be productive and industry ready necessitates radical reform in multiple aspects of the Indian ecosystem which majorly is been brought down by bureaucrats when it comes to IT enhanced growth with respect to inculcation of computer related skill involving process radiation . Moreover acquisition, retention and up-scaling of talent are equated to about 40% of a company's expenditure. In consideration of the above there is thus a strong rationale behind investment in human capital, that to, the one which is computer dexterous. It is believed that significant progress can be achieved in prioritizing and rolling out a reform road map to address the requirement across industry sectors for IT automization, which our company keeping in mind the industry trend and economy provides.

B. OPPORTUNITIES, THREATS RISKS AND CONCERNS.

The Credit for this excellent performance should go to all our employees who put in their best efforts to meet requirements. A distinguishing aspect of your Company for FY 2014-15 was our ability to quickly align to 'Being Local' and become a popular name in the vicinity where we operate. We are also constantly innovating our delivery methods, making additions to students' kits and ensuring that we have the best curriculum, which is in line with international standards. We continue to work hard to ensure that we are the 'Best-in-Class' in the training sector in India. As a precursor to good future tidings and to thank our shareholders we promise higher standard in our workings. We are thankful for your support and guidance in taking the Company to new heights.

The education business has seen the entry of host of new vocational development institute. The Education Business is one of the high growth and happening industry with presence of mix of various professional academies, Private and Public institutes, private tutors, technology collages & schools etc., which forms part

of the industry. Technological and regulatory changes have spawned new platforms of delivery. 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. This may be a matter of concern if the Company does not adapt to the changing face of the Industry. The Company has been keeping itself abreast of latest technological changes in the industry to implement the same in its operation to keep itself ahead of competition.

The Company does not involve with any long term commitments towards interest or borrowing and no interest rate exposure thereby. Since the decrease in prevailing Indian or international interest rates could invite new competition.

The Company's success to a large part depends on the abilities and continued services of its skilled personnel and senior management. The Company's senior management is particularly important to its business because of their experience and knowledge of the industry. The loss or non-availability to the Company of any of its senior management could have significant adverse affect. The Company will also be able to either retain its present personnel or attract additional qualified personnel as and when needed. To the extent the Company will be required to replace any of its senior management or other skilled personnel, there can be no assurance that the Company will be able to locate or employ similarly qualified persons on acceptable terms or at all. The Company's HR policy & compensation levels are in line with the industry levels to enable the Company to retain talent. Further, the management continuously reviews its talent pool for up gradation.

C. OUTLOOK

India's vocational skill education sector is one of the largest in the world. During the last few years, several factors have propelled the growth of this sector significantly. The Government increased the budgetary allocation towards the sector and the most exemplary instance is the Pradhan Mantri Kaushal Vikas Yojana (PMKVY). Besides, rising urbanization, increasing awareness about skill education among the masses, booming investments from the private sector and others are likely to drive the sector forward. The skill education sector in India has two major segments – "core" and "non-core". While the core sector comprises regular schools and colleges,

he supplementary vocational skill educational sector consists of vocational training and coaching classes. The concept of non-core skill development program is gaining immense popularity in recent times. This growth is driven by increasing awareness and up keeping with dynamic changes of information technology about the fact that the major part of our youth is computer illiterate especially the semi urban and rural area and there development can't be committed unless they themselves pace up and adopt the technology. The relevance of G-Tech lies here. It endeavors to provide quality education at affordable rates to the youth in India, thereby helping the growth of the nation. During the financial year 2013-14, despite an increasingly challenging economic environment, we continued to deliver strong growth-oriented performance. The management is investing in future inspite the low profitability today. We are trying to build further on our network of training institute across the country and improved on the long term performance. We delivered on our goals and strengthened based on our position in our sector. The outlook for next few years looks promising but challenging and your Company is focused on meeting its growth aspirations and make the ends meet.

D. INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY.

According to our inspection and scrutinization of various aspect of internal control on various benchmarks & parameters and further substantiated by auditor in his report. The internal control system adopted and followed by the company commensurate with its nature and size of business. And contribute majorly to streamline the processes laying platform for enhance growth and development.

E. DISCUSSION ON FINANCIAL PERFORMANCE WITH RESPECT TO OPERATIONAL PERFORMANCE.

Company made a profit after tax of Rs 71085/- during the financial year 2014-15 in comparison to Rs 29921/- during the past year. The main fold reason for the same shall be the rise in operational income to an amount of Rs 1957000/- which is a tremendous increase of Rs. 1153440/- in operational revenue in comparison to last year. To boost higher sales the company had made arrangements which lead to rise in the expenses by Rs. 714880/- i.e. Rs 626839/- to Rs 1341719/-.

Further, the employee cost has gone up by Rs 373200/- from the past year which primarily is on account of revision of pay scale. The rise in other expenses is majorly due to escalation in listing fees and DEMAT charges and general rise in office expenses and allied office expenses.

Kindly note previous figure have been regrouped whenever necessary for proper presentation of financial statement.

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

Talent pool of the Company is comprised of talents from across industries. We hire the best across industries. While hiring, we look for people who have the love for the technology at heart, those who are excited about the technology and its latest development and love to share the knowledge. The Company also follows a well-structured campus hiring program to hire Management trainees from tier one institutes like IIT and other top engineering collage, etc.

Another important part of human resource is the retention of key employees and our company is able to hold its talent pool. Several initiatives have been taken to combat attrition of employees by investing in learning and development programs for employees, competitive compensation, creating a compelling work environment, empowering employees at all levels, as well as a well-structured reward and recognition mechanism

We compete in a dynamic environment and evolving industry in which values are defined at each turn by Company's most important asset: Human Capital. At G-Tech Limited we continuously track employees' aspirations and their career goals. This process is integrated with the Company's performance management system. Through this process, the Company is able to envision and enable employees in achieving their desired career goals.

G. Cautionary Statement:

The statements in report of the Board of Directors and the Management Discussion & Analysis Report describing the Company's outlook, estimates or predictions may be forward looking statements within the

meaning of applicable securities laws and regulations. Actual results could differ materially from those expressed or implied since the Company's operations are influenced by many external and internal factors beyond the control of the Company. The Company takes no responsibility for keeping the members updated on changes in these factors except as may be statutorily required from time to time.

For G-Tech Info Training Limited

Sd/-

Sangramkumar Das

Managing Director

DIN: 05235448

Place: Mumbai

Date: 5th September, 2015

REPORT ON CORPORATE GOVERNANCE

In compliance with Clause 49 of the Listing Agreement entered into with the stock exchange, the Company is providing below a report on the matters as mentioned in the said clause and practices followed by the Company.

“Corporate Governance is not something that is put in place and then left. Ensuring its effectiveness depends on regular review, preferably regular independent review. And, in the end that comes down to the shareholders. Outside assessment and self-assessment need to be regular events.”

Corporate Governance is a set of principles, systems and practices through which the Board of Directors of the Company ensures transparency, fairness and accountability with all its stakeholders. The Company firmly believes in it and tried their best in upholding its Good Corporate Governance Practice.

BOARD OF DIRECTORS

The Board of Directors of the Company plays a key role in the effectiveness of Corporate Governance practices, as they oversee the functioning of the Company. The Company strives to keep its Board well informed and actively involved in all the important decision making processes of the Company.

The Senior Management of the Company have made disclosures to the Board confirming that there are no material and commercial transactions between them and the Company which could have potential conflict with the interest of the Company at large.

COMPOSITION OF THE BOARD

The Company’s policy is to have an appropriate mix of executive and independent directors to maintain the independence of the Board, and to separate the Board functions of governance and management. As on March 31, 2015, the Board comprises of Five Directors viz. Three Executive Director and Two Non Executive Independent Directors. To uphold the Board Composition in conformity with Clause 49 of the Listing Agreement, three more Directors were appointed out of which one was Additional Non Executive, one Additional Non Executive Independent and one Woman Director as Additional Non Executive Independent Director.

The details of the Directors as on March 31, 2015 with the Current Directors including the details of their directorship on other Boards and Committee membership (excluding G-Tech) is as follows:

Name of the Directors and their Director Identification Number (DIN)	Category of Directorship	No. of Other Directorship	No. of Committee Chairmanship/Membership in Other Companies
Mr. Sangramkumar Das DIN - 05235448	Chairman & Executive Director	Nil	Nil
Mr. Deepak Jambodaker DIN - 05235399	Executive	Nil	Nil
Mr. Ganesh Budbadkar DIN - 05342943	Non Executive Independent	Nil	Nil

Mr. Rajesh Jadhav DIN - 05235458	Non Executive Independent	Nil	Nil
Mr. ShekharKumar Suryavanshi DIN - 02544825	Executive	Nil	Nil
Mr. Bhavesh Desai DIN - 01937635	Additional Non Executive Independent	2	3
Mr. Hashmukhbhai Thakkar DIN - 07183270	Additional Non Executive	Nil	Nil
Mrs. Sneha Talreja DIN - 07161901	Additional Non Executive Independent	2	Nil

1. The Directorships, held by Directors as mentioned above, do not include directorships in Private Companies and foreign companies.

- Mr. Shekhar Kumar Suryavanshi resigned w.e.f June 30, 2015.
- Mr. Bhavesh Desai was appointed as an Additional Non Executive Director w.e.f June 13, 2015 and was further re-designated as an Additional Non Executive Independent Director w.e.f July 6, 2015.
- Mr. Hasmukhbhai Thakkar was appointed as Non Executive Director w.e.f June 13, 2015.
- Mrs. Sneha Talreja was appointed as an Additional Non Executive Director w.e.f July 6, 2015.

BOARD MEETINGS HELD DURING THE YEAR

The Board of Directors met five times during the year on May 28, 2014, August 12, 2014, September 4, 2014, November 12, 2014 and February 13, 2015. The maximum gap between the two meetings was less than one hundred and twenty days.

The details of the attendance of the Board of Directors at the Board Meetings and the last Annual General Meeting (AGM) are as detailed herein below:

Sr No.	Name of the Director	Attendance Particulars	
		Board Meeting/ Out of	Last AGM
1.	Sangramkumar Das	5/5	Yes
2.	Deepak Jambodaker	5/5	Yes
3.	Ganesh Budbadkar	5/5	Yes
4.	Rajesh Jadhav	5/5	Yes
5.	Shekhar Kumar Suryavanshi	5/5	Yes
6.	Kanubhai Patel	2/5	No
7.	Shashikant Pawar	2/5	No
8.	Vipul Shah	2/5	No
9.	Bhavesh Desai	0/5	No
10.	Hashmukhbhai Thakkar	0/5	No
11.	Sneha Talreja	0/5	No

- Mr. Kanubhai Patel, Chairman cum Executive Director resigned w.e.f September 4, 2014.
- Mr. Shashikant Pawar and Mr. Vipul Shah, Non Executive Independent Directors resigned w.e.f September 4, 2014.

SEPARATE MEETING OF INDEPENDENT DIRECTORS

The Independent Directors of the Company meet before the Board Meetings without the presence of the Chairman and Managing Director or Executive Director or other Non-Independent Directors or Chief Financial Officer or any other Management Personnel.

These Meeting are conducted in an informal and flexible manner to enable the Independent Directors to inter alia discuss matters pertaining to review of performance of Non-Independent Directors and the Board as a whole, review the performance of the Chairman of the Company (taking into account the views of the Executive and Non-Executive Directors), 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.

One Meeting of Independent Director was held during the year on **January 24, 2015** and all the Independent Director which was on Board at that time was present.

COMMITTEES OF THE BOARD

AUDIT COMMITTEE

The Audit Committee of the Board provides reassurance to the Board on the existence of an effective internal control environment that ensures efficiency and effectiveness of operations, reliability of financial and other management information and adequacy of disclosures, compliance with all relevant statutes, etc. Basically, this Committee acts as a link between the Statutory Auditors and the Board of Directors of the Company.

The Terms of Reference of the Audit Committee includes:

- Reviewing the Company's Financial Reporting process and disclosure of its financial information;
- Recommending the appointment, re-appointment and, if required, the replacement or removal of the statutory auditor and the fixation of audit fees;
- Recommending payment for any other services rendered by the statutory auditors;
- Reviewing with the management, the annual financial statements and auditor's report thereon before submission to the Board, focusing primarily on
 - Changing in accounting policies and practices.
 - Major accounting entries involving estimates based on the exercise of judgment by the management.
 - Significant adjustments arising out of audit.
 - Qualifications in the draft audit report.
 - Compliance with listing and other legal requirements relating to financial statements.
 - Disclosures of any related party transactions.
- Reviewing with the management, the quarterly financial statements before submission to the Board for approval.
- Discussion with internal auditors of any significant findings and follow up there on.
- Reviewing and monitoring the auditor's independence and performance, and effectiveness of audit process;

- Scrutiny of inter-corporate loans and investments;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or failure of internal control systems of a material nature and reporting the matter to the Board.
- Discussion with statutory auditors about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern.

COMPOSITION & MEETINGS

The Audit Committee was re-constituted in the middle of the year due to sudden change in the Board Composition of the Company. Hence, the New Audit Committee comprises of two Independent Directors, namely, Mr. Rajesh Jadhav as the Chairman of the Committee and Mr. Ganesh Budbadkar and one Executive Director namely Mr. Deepak Jambodaker as the Members of the Committee. The Committee had met four times on May 21, 2014, August 20, 2014, October 30, 2014 and February 2, 2015. The attendance details for the Committee meetings are as follows:

Name of the Member	Category	No. of meetings	
		Held	Attended
Rajesh Jadhav (*)	Chairman	4	2
Ganesh Budbadkar (*)	Member	4	2
Deepak Jambodaker (*)	Member	4	2
Vipul Shah (**)	Chairman	4	2
Sangramkumar Das (**)	Member	4	2
Shashikant Pawar (**)	Member	4	2

* Appointed as a members w.e.f September 4, 2014.

** Ceased to be a member w.e.f September 4, 2014.

NOMINATION & REMUNERATION COMMITTEE

The Committee was renamed from “Remuneration Committee” to “Nomination and Remuneration Committee” by the Board of Directors at the meeting held on **May 28, 2014**.

In order to align with the provisions of Section 178 of the Companies Act, 2013 and Clause 49 of the Listing Agreement, the terms of reference of this committee has been expanded as follows:

- To formulate the criteria for evaluation and evaluate the performance of every director, including the Independent Directors;
- To formulate the criteria for determining qualifications, positive attributes and independence of the Directors;
- To identify and recommend to the Board, in accordance with the criteria as laid down, appointment/ reappointment/ removal of the Executive/ Non-Executive Directors and the senior management of the Company;
- To devise a Policy on Board Diversity of the Company;

COMPOSITION & MEETINGS

It is also necessary to re-constitute this committee, as sudden change in the Board Composition has vacated the chairs of Nomination & Remuneration Committee. The New Committee comprises Mr. Rajesh Jadhav as the Chairman, Mr. Ganesh Budbadkar and Mr. Deepak Jambodaker as members of the Committee. The remuneration policy is directed towards rewarding performance based on review of achievements which are being reviewed periodically.

One Meeting of Nomination & Remuneration Committee was held during the year on **August 23, 2014**. The details of attendance of the Members of this Committee are as follows:

Name of the Member	Category	No. of meetings	
		Held	Attended
Rajesh Jadhav (*)	Chairman	1	0
Ganesh Budbadkar (*)	Member	1	0
Bhavesh Desai (#)	Member	1	0
Deepak Jambodaker (*#)	Member	1	0
Vipul Shah (**)	Chairman	1	1
Sangramkumar Das (**)	Member	1	1
Shashikant Pawar (**)	Member	1	1

* Appointed as a members w.e.f September 4, 2014.

** Ceased to be a member w.e.f September 4, 2014.

Mr. Bhavesh Desai replaced Mr. Deepak Jambodaker w.e.f 6th July, 2015.

STAKEHOLDERS' RELATIONSHIP COMMITTEE

The Committee was renamed from "Investors' Grievance Committee" to "Stakeholders' Relationship Committee" by the Board of Directors at its meeting held on May 28, 2014.

The Stakeholders' Relationship Committee was also re-constituted in the Board meeting held on September 4, 2014 comprises of Mr. Rajesh Jadhav, Independent Director as the Chairman and Mr. Ganesh Budbadkar and Mr. Deepak Jambodaker, as members of the Committee.

The role of Stakeholders' Relationship Committee is as follows:

- ✚ To look into redressal of grievances of shareholders of the Company;
- ✚ To consider and resolve grievances of the share holders of the Company including complaints related to transfer of shares, non-receipt of balance sheet, etc;
- ✚ To approve issue of duplicate share certificates and to oversee and review all matters connected with the transfer, transmission and issue of securities;
- ✚ To seek information from share transfer agents;
- ✚ Any other matters as determined by the Board from time to time;

COMPOSITION & MEETINGS

The Committee had met four times in the financial year 2014-15 i.e., on May 21, 2014, August 20, 2014, October 30, 2014 and February 2, 2015. The attendance of the members of this Committee are as detailed herein below:

Name of the Member	Category	No. of meetings	
		Held	Attended
Rajesh Jadhav (*)	Chairman	4	2
Ganesh Budbadkar (*)	Member	4	2
Deepak Jambodaker (*)	Member	4	2
Vipul Shah (**)	Chairman	4	2
Sangramkumar Das (**)	Member	4	2
Shashikant Pawar (**)	Member	4	2

* Appointed as a members w.e.f September 4, 2014.

** Ceased to be a member w.e.f September 4, 2014.

COMPLIANCE OFFICER

COMPLIANCE OFFICER	Mr. Shekhar Kumar Suryavanshi (up to June 30, 2015) Mr. Sangramkumar Das (w.e.f July 1, 2015)
ADDRESS	G-TECH INFO-TRAINING LIMITED Office No. 1, Laura Building, 1 st Floor, Near Metro Cinema, Marine Lines Mumbai – 400 002
TEL NO.	+91-22-65563144
EMAIL ID	gtechinfold@gmail.com

SHAREHOLDERS COMPLAINTS

The total number of shareholder complaints received and resolved during the year under review, were as follows:

No. of Shareholder Complaints pending at the beginning of the year	Nil
No. of Shareholder Complaints received during the year	Nil
No. of Shareholder Complaints resolved during the year	Nil
No. of Shareholder Complaints pending at the end of the year	Nil

RISK MANAGEMENT COMMITTEE

The Securities and Exchange Board of India (SEBI) vide its circular number CIR/CFD/POLICY CELL 2/2014 dated April 17, 2014 inserted a new requirement pertaining to constitution of Risk Management

Committee to be effective from 1st October 2014. The Committee is required to lay down the procedures to inform to the Board about the risk assessment and minimization procedures and the Board shall be responsible for framing, implementing and monitoring the Risk Management Plan of the Company. The Board has constituted a Risk Management Committee at its Board Meeting held on **November 12, 2014**.

The terms of reference of the Risk Management Committee includes the following:

- To review and monitor the Risk Management Policies and Procedures;
- To review the Risk Management System;
- To review and verify adherence to various risk parameters set-up for various Operations/Functions;
- To undertake such other function as may be mandated by the Board or stipulated by the Companies Act, 2013, SEBI, Stock Exchanges or any other regulatory authorities from time to time.

COMPOSITION & MEETINGS

The Committee has met once in the financial year 2014-15 i.e., on **January 24, 2015**. The attendance of the members of this Committee are as detailed herein below:

Name of the Member	Category	No. of meetings	
		Held	Attended
Rajesh Jadhav	Chairman	1	1
Ganesh Budbadkar	Member	1	1
Deepak Jambodaker	Member	1	1

GENERAL BODY MEETING:

Location, date and time of the Annual General Meetings held during the last three years are given below:

Financial Year	Location	Meeting, Date and Time	Special Resolution passed at the AGM
2013 - 2014	Office No. 1, 1st Floor, Laura Building, Near Metro Cinema, Marine Lines, Mumbai- 400002	September 29, 2014 9.00 A.M	Special Resolution was passed for appointment of Mr. Sangramkumar Das as the Managing Director of the Company with effect from 29 th September, 2014.
2012 - 2013	Office No. 1, 1st Floor, Laura Building, Near Metro Cinema, Marine Lines, Mumbai- 400002	September 30, 2013 9.00 A.M	-----
2011 - 2012	Office No. 1, 1st Floor, Laura Building, Near Metro Cinema, Marine Lines, Mumbai- 400 002	September 11, 2012 9.00 A.M	Special Resolution was passed for Reduction of the Paid-up Equity Share Capital of the Company from Rs. 100,000,000/- (Rupees Ten Crores

			Only) consisting of 100,000,000 (Ten Crores) Equity Shares of Re. 1/- each fully paid- up to Rs. 3,500,000/- (Rupees Thirty Five Lacs Only) divided in to 3,500,000 (Thirty Five Lacs) Equity Shares of Re. 1/- each fully paid-up i.e. by an amount of Rs. 9,65,00,000/- (Rupees Nine Crores Sixty Five Lakhs only)
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Extraordinary General Meeting / Postal ballot

During the F.Y 2014-15, the Company has not conducted any Extra ordinary General Meeting/ Postal Ballot.

DISCLOSURES:

+ Disclosures on materially significant related party transactions that may have potential conflict with the interests of company at large

There were no materially significant related party transactions i.e. transactions of material nature, with its Promoters, Directors or Management or their relatives etc. that have potential conflict with the interest of Company at large.

+ Details of non-compliance by the Company, penalties, and strictures imposed on the Company by Stock Exchange or SEBI or any statutory authority, on any matter related to capital markets, during the last three years

No penalties or strictures have been imposed on the Company by the Stock Exchange(s), SEBI or other statutory authorities relating to above during the last three years.

+ Accounting Treatment in preparation of Financial Statement

The Company has followed the Accounting Standards notified by the Institute of Chartered Accountants of India, as amended from time to time, in preparation of its financial statements.

+ Certificate for transfer of Shares and Reconciliation of Share Capital

Pursuant to Clause 47 (c) of the Listing Agreement with the Stock Exchanges, certificates on half-yearly basis, have been issued by a Company Secretary-in-Practice for due compliance of share transfer formalities by the Company. Pursuant to SEBI (Depositories and Participants) Regulations, 1996 certificates have also been received from a Company Secretary-in-Practice reconciling the total shares held in both the depositories, viz. NSDL and CDSL and in physical form with the total issued / paid-up capital of the Company and submitted the same to the Stock Exchanges where the securities of the Company are listed within 30 days of the end of each quarter.

Code of Conduct

The Board has laid down Code of Conduct for all the Board Members and for Senior Management and Employees of the Company. These Codes have been posted on the Company's website. All the Board Members and Senior Management Personnel have affirmed compliance with these Codes. A declaration signed by the Chairman & Managing Director to this effect is enclosed at the end of this Report.

CEO/ CFO Certification

As required under Clause 49 IX of the Listing Agreement, the CFO of the Company have certified to the Board regarding the Financial Statements for the year ended March 31, 2015.

MEANS OF COMMUNICATION

The Quarterly and Half Yearly Financial Results of the Company are generally published in National Newspaper i.e. The Financial Express or in **Financial Express** (English Edition) and **Aplamahanagar** (Marathi), a regional language newspaper. They are also submitted to the Stock Exchanges in accordance with the Listing Agreement.

GENERAL SHAREHOLDER INFORMATION

Details Annual General Meeting	
Date, Time	10.00 a.m. at 29 th September, 2015
Venue	Office No.1, 1st Floor, Laura Building, Near Metro Cinema, Marine Lines, Mumbai - 400 002.
Financial Year of the Company	April 1, 2014 to March 31, 2015
Adoption of Quarterly Results for the Quarter ending	Tentative date of the Meeting of the
June 30, 2015	11 th August, 2015
September 30, 2015	On or before 14 th November, 2015.
December 31, 2015	On or before 14 th February, 2016.
March 31, 2016	On or before 30 th May, 2016.
Date of Book Closure	September 23, 2015 to September 29, 2015.
Listing on Stock Exchange(s)	The Bombay Stock Exchange Limited (BSE)
Stock Code	532139
Demat ISIN No.in NSDL & CDSL for Equity Shares	INE634D01038
CIN No.	L67120MH1994PLC080449
Registrar & Share Transfer Agents	Adroit Corporate Services Pvt. Ltd. 9/20, Jaferbhoy Industrial Estate, 1st Floor, Makwana Road, Marol Naka, Mumbai 400 059. Tel: 22- 4227 0400/ 2859 6060 / 2859 4060 Email: info@adroitcorporate.com

SHARE TRANSFER SYSTEM

Presently, the share transfers which are received in physical form are processed and transferred by Registrar and Share Transfer Agents and the share certificates are returned within a period of 15 to 16 days from the date of receipt, subject to the documents being valid and complete in all respects and confirmation in respect of the request for dematerialization of shares is sent to the respective depositories i.e. National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) expeditiously.

DISTRIBUTION OF SHAREHOLDING AS ON MARCH 31, 2015

No. of Equity Shares Held	No. of Shareholders	Percentage	No. of Shares	Percentage
Upto - 500	3208	77.53	339219	9.69
501 - 1000	331	8.00	234652	6.70
1001 - 2000	308	7.44	448947	12.83
2001 - 3000	71	1.72	176597	5.05
3001 - 4000	66	1.59	228943	6.54
4001 - 5000	31	0.75	137362	3.92
5001 - 10000	71	1.72	505222	14.43
10001 - Above	52	1.26	1429058	40.83
TOTAL	4138	100.00	3500000	100.00

SHAREHOLDING PATTERN (AS AT MARCH 31, 2015)

Category	Number of Shares	%
Promoters	0	0.00
Public		
• Bodies Corporate	689205	19.69
• Individual shareholders holding nominal share capital upto Rs. 1 lakh	2792190	79.78
• Individual shareholders holding nominal share capital in excess of Rs. 1 lakh	0	0.00
Others	18605	0.53
Total	3500000	100.00

DEMATERIALISATION OF SHARES & LIQUIDITY

As on March 31, 2015, 96.09% of the shares were held in dematerialized form and the rest in physical form. The equity shares of the company are permitted to be traded only in dematerialized form.

Particulars	No. of Shareholders	No. of Shares	% of the Total Capital
N.S.D.L	1842	1719087	49.12
C.D.S.L	2033	1643940	46.97
Physical	263	136973	3.91
Total	4138	3500000	100.00

OUTSTANDING GDR'S/ADR'S/WARRANTS OR ANY CONVERTIBLE INSTRUMENTS

The Company does not have any outstanding ADR and GDR as on date.

ADDRESS FOR CORRESPONDENCE

G-Tech Info-Training Limited

Office No.1, 1st Floor, Laura Building,

Near Metro Cinema, Marine Lines

Mumbai – 400 002

Email: gtechinfold@gmail.com

DECLARATION BY THE MANAGING DIRECTOR UNDER CLAUSE 49II (E) OF THE LISTING AGREEMENT REGARDING ADHERENCE TO THE CODE OF CONDUCT

In accordance with Clause 49 II (E) of the Listing Agreement with the Stock Exchanges, I hereby confirm that, all the Directors and the Senior Management personnel of the Company have affirmed compliance to their respective Codes of Conduct, as applicable to them for the Financial Year ended March 31, 2015.

Place: Mumbai

Date: 05.09.2015

For **G-TECH INFO-TRAINING LIMITED**

Sd/-

Sangramkumar Das

Managing Director

DIN: 05235448

CHIEF FINANCIAL OFFICER (CFO) CERTIFICATION

**TO,
THE BOARD OF DIRECTORS,
G-TECH INFO-TRAINING LIMITED.**

I, **Deepak Jambodaker**, Chief Financial Officer of **G-TECH INFO-TRAINING LIMITED**, to the best of my knowledge and belief certify that,

A. I have reviewed the financial statements and the cash flow statement for the year ended 31st March, 2015 and that to the best of my knowledge and belief:-

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.

B. To the best of my knowledge and belief, no transactions entered into by the Company during the year that are fraudulent, illegal or violate of the Company's code of conduct.

C. I accept responsibility for establishing and maintaining internal controls for financial reporting and that have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which I am aware and the steps which have been taken or proposed to be taken in order to rectify these deficiencies. Further

D. I have also, indicated to the Auditors and the Audit Committee-

1. significant changes in internal control over financial reporting during the year;
2. significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
3. Instances of significant fraud of which I have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

Place: Mumbai
Date: 30.05.2015

By Order of the Board
Sd/-
Deepak Jambodaker
CFO
DIN: 05235399

AUDITORS CERTIFICATE ON CORPORATE GOVERNANCE

TO
THE MEMBERS,
G- TECH INFO-TRAINING LIMITED

We have examined the compliance of conditions of Corporate Governance by **G-TECH INFO-TRAINING LIMITED** for the year ended **31st March, 2015** as stipulated in Clause 49 of the Listing Agreement of the said Company with the Stock Exchange.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

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

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

For Verma Mehta & Associates
Chartered Accountants

Sd/-
Mrugen H. Shah
Partner

Firm Reg No: 112118W
Membership No: 114770

Place: Mumbai
Date: 05.09.2015

INDEPENDENT AUDITOR'S REPORT

To the Members of G-Tech Info Training Limited Report on the Financial Statements

We have audited the accompanying financial statements of G-Tech Info Training Limited (the Company) which comprise the balance sheet as at 31 March 2015, the statement 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's Responsibility for the Financial Statements

The Company's board of directors is responsible for the matter stated in section 134(5) of the Companies Act, 2013 ("Act") with respect to the preparation of these financial statements that give a true and fair view of financial position, financial performance and cash flows of the company in accordance with the Accounting Principle generally accepted in India including Accounting Standards Specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.

This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls and ensuring their operating effectiveness and the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the standalone financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone 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 the 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 standalone financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the standalone financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessment, the auditor considers internal control relevant to the Company's preparation and fair presentation of the standalone financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances but, not for the purpose of

expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by the Management, 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 standalone financial statements.

Opinion

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

- (i) in the case of the balance sheet, of the state of affairs of the Company as at 31 March 2015;
- (ii) in the case of the statement of profit and loss, of the profit for the year ended on that date; and
- (iii) in the case of the cash flow statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor`s Report) Order, 2015 (``the order``), issued by the Central Government of India in terms of section 143(11) of the Act, we give in the Annexure hereto a statement on the matters specified in paragraphs 3 and 4 of the said order, to the extent applicable.
2. As required by section 227(3) of the Act, we report that:
 - a. we have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit;
 - b. in our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books;
 - c. the balance sheet, statement of profit and loss and cash flow statement dealt with by this Report are in agreement with the books of account;
 - d. in our opinion, the balance sheet, statement of profit and loss and cash flow statement comply with the Accounting Standards specified in Section 133 of the ACT read with rule 7 of the Companies (Accounts) Rules,2014;
 - e. on the basis of written representations received from the directors as on 31 March 2015, and taken on record by the Board of Directors, none of the directors is disqualified as on 31 March 2015, from being appointed as a director in terms of section 164(2) of the ACT.

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,2014in our opinion and to the best of our information and according to the explanations given to us:

- (i) The Company has disclosed the impact of pending litigations on its financial position in its standalone financial statements.
- (ii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Verma Mehta & Associates
Chartered Accountants
Firm's registration number: 112118W
Sd/-
Mrugen H Shah
Partner
Membership number: 114770

Place: Mumbai
Date: 30th May, 2015

ANNEXURE TO THE AUDITORS' REPORT

1. The Company has no having any Fixed Assets, hence clause (b) & (c) is not applicable.
2. The Company has not purchased/sold goods during the year nor is there any opening stock, hence clause (b) & (c) is not applicable.
3. The Company, during the period covered by our audit, has not granted secured or Unsecured loans to companies, firms or other parties covered in the Register maintained Under Sections 189 of the Companies Act. Therefore, clauses (iii)(a) & (iii)(b) is not Applicable to company.
4. In our opinion and according to the information and explanations given to us, there are adequate internal control procedures commensurate with the size of the Company and the nature of its business with regard to purchases and fixed assets and for sale of services. During the course of our audit, no major weakness has been noticed in internal control system.
5. The Company has not accepted any deposits from the public during the year under audit. Therefore, clause 4(v) of the companies (Auditor's Report) Order is not applicable to company.
6. According to the information and explanation given to us, the requirements of Maintenance of cost records as prescribed by the central government under section (1) of the section 148 of the companies act. Therefore, clause 4(vi) of order is not applicable to the company.
7. In respect of statutory dues :
 - (a) On the basis of our examination of the records of the Company no undisputed amounts payable in respect of Provident Fund, Investors' Education and Protection Fund, Employees' State Insurance, Income Tax, Sales Tax, Wealth Tax, Custom duty, excise duty, and cess were outstanding as at 31st March 2015 for a period of more than 6 months from the date they became payable
 - (b) According to information and explanations given, there were no disputed amounts payable in respect of Income Tax, Wealth Tax, Custom duty, Excise duty, cess, except Sales Tax for which have been outstanding as at 31st March 2015.
 - (c) There is no amount required to be transferred to investor education and protection Fund in accordance with the relevant provision of the Companies Act, 1956 (1 of 1956) and rules made there under.
8. The accumulated losses of the company at the end of the financial year are less than fifty Percent of its net worth. The company has not incurred cash loss during the year as well as in immediately preceding financial year.
9. Based on our audit procedures and according to the information and explanations given to us, company had not borrowed from financial institution or bank or issued debentures during the year under audit and there were no loan outstanding at the beginning of the year. Therefore, clause 3(ix) of the caro is not applicable to the company.

10. The Company has not given any guarantees for loans taken by others from banks or financial institutions. Therefore, clause 3(x) of the caro is not applicable to the company.
11. Based on our audit procedures and according to the information and explanations given to us, the Company had not taken any Term loan from Bank and Financial institute during the year under audit. Therefore, clause 3(xi) of the caro is not applicable to the company.
12. Based upon our audit procedures performed and on the information and explanations given by the management we are of the opinion that no fraud on or by the company has been noticed or reported during the course of our audit.

For **Verma Mehta & Associates**

Chartered Accountants

Firm's registration number: 112118W

Sd/-

Mrugen H Shah

Partner

Membership number: 114770

Place: Mumbai

Date: May 30, 2015

BALANCE SHEET AS ON MARCH 31, 2015**(Amount in Rupees)**

Particulars	Note No.		AS AT 31.3.2015		AS AT 31.3.2014
I. EQUITY AND LIABILITIES					
(1) Shareholder's Funds					
(a) Share Capital	1	3,500,000		3,500,000	
(b) Reserves and Surplus	2	(201,981)	3,298,019	(273,066)	3,226,934
(2) Current Liabilities					
(a) Other Current Liabilities	3	410,191	410,191	191,812	191,812
TOTAL			3,708,210		3,418,746
II. ASSETS					
(1) Non-Current Assets					
(a) Loan Term Loans & Advances	4	3,105,701	3,105,701	3,070,000	3,070,000
(2) Current assets					
(a) Cash and Cash Equivalents	5	602,509	602,509	348,746	348,746
TOTAL			3,708,210		3,418,746

As per our report of even date attached
For **Verma Mehta & Associates**
Chartered Accountants
Firm Reg. No:112118W

Sd/-
Mrugen H. Shah
Partner
Membership No:114770

Place: Mumbai
Date : May 30, 2015

For and on behalf of the Board of Directors

Sd/- Sd/-
Director Director

Place: Mumbai
Date : May 30, 2015

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

(Amount in Rupees)

Particulars	Note No.	AS AT 31.3.2015	AS AT 31.3.2014
I. Revenue from Operations	6	1,957,000	803,560
II. Other Income	7	-	-
Total Revenue		1,957,000	803,560
III. Expenses:			
Employee benefit expense	8	520,000	146,800
Finance costs	9	2	-
Other expenses	10	1,341,719	626,839
Total Expenses		1,861,721	773,639
IV. Profit before tax		95,279	29,921
V. Tax expense:			
(1) Current Tax		24,194	-
(2) Deferred Tax		-	-
VI. Profit/(Loss) after Tax		71,085	29,921
VII. Profit/(Loss) for the period		71,085	29,921
VIII. Earning per equity share:			
(1) Basic		0.020	0.009
(2) Diluted		0.020	0.009

As per our report of even date attached
For **Verma Mehta & Associates**
Chartered Accountants
Firm Reg. No:112118W

Sd/-
Mrugen H. Shah
Partner
Membership No:114770

Place: Mumbai
Date : May 30, 2015

For and on behalf of the Board of Directors

Sd/- Sd/-
Director Director

Place: Mumbai
Date : May 30, 2015

CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015

(Amount in Rupees)

Particulars	AS AT 31.03.15	AS AT 31.03.14
A. CASH FLOW FROM OPERATING ACTIVITIES		
Net Profit before tax	95,279	29,921
Adjustments for :		
Exceptional Items	-	-
Operating Profit before working capital changes	95,279	29,921
Adjustments for		
(Increase)/ Decrease in Provisions	-	-
(Increase)/ Decrease in Current Liabilities	218,379	144,237
Cash generated from Operations	313,658	174,158
Direct Taxes paid	(24,194)	-
Prior Period Adjustment (VAT Paid)	-	-
Excess provision for earlier years	-	-
NET CASH (USED IN)/ FROM OPERATING ACTIVITIES (A)	289,464	174,158
B. CASH FLOW FROM INVESTING ACTIVITIES		
Non Current Assets	(35,701)	-
NET CASH FROM INVESTING ACTIVITIES (B)	(35,701)	-
C. CASH FLOW FROM FINANCING ACTIVITIES		
Proceeds/(Repayments) of Secured loans	-	-
Proceeds/ (Repayments) of Shares, Warrant etc.	-	-
Interest Paid	-	-
NET CASH FROM FINANCING ACTIVITIES (C)	-	-
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS (A+B+C)	253,763	174,158
Cash and Cash equivalents- Opening Balance	348,746	174,588
Cash and Cash equivalents- Closing Balance	602,509	348,746
NET INCREASE / (DECREASE) IN CASH & CASH EQUIVALENTS	253,763	174,158

As per our report of even date attached

For **Verma Mehta & Associates**

Chartered Accountants

Firm Reg. No:112118W

Sd/-

Mrugen H. Shah

Partner

Membership No:114770

Place: Mumbai

Date : May 30, 2015

For and on behalf of the Board of Directors

Sd/-
Director

Sd/-
Director

Place: Mumbai

Date : May 30, 2015

NOTES FORMING PART OF BALANCE SHEET**Note 1.1- Share Capital****(Amount in Rupees)**

Particulars	As at March 31,	
	2015	2014
<u>Authorized Shares Capital:</u>		
104,000,000 (March 31, 2013: 104,000,000) Equity Shares of Re. 1/- each	104,000,000	104,000,000
Total	104,000,000	104,000,000
<u>Issued, Subscribed & Fully Paid- Up Equity Shares</u>		
35,00,000 Equity Shares of Rs. 1/- each (fully paid up)	3,500,000	3,500,000
Total	3,500,000	3,500,000

DISCLOSURES

1.2 No Bonus shares issued immediately preceding five years from the date of balance sheet.

1.3 Shareholders holding more than 5% of equity shares as at the end of the year:

Name of the shareholders	As at 31-03-2015		As at 31-03-2014	
	Number of shares	Shareholding %	Number of shares	Shareholding %
NIL	-	-	-	-

Note 2- Reserves and Surplus**(Amount in Rupees)**

Particulars	As at March 31,	
	2015	2014
Surplus in the Statement of Profit and Loss		
Balance as per the last financial statements	(273,066)	(96,802,987)
<u>Add: Surplus in the statement of profit and (loss)</u>	71,085	29,921
<u>Less: Reduction of Capital in Capital Reduction Scheme</u>	-	96,500,000
TOTAL	(201,981)	(273,066)

Note 3 - Other Current Liabilities**(Amount in Rupees)**

Particulars	As at March 31,	
	2015	2014
Provision of Income Tax AY 15-16	24,194	-
Other Payable	385,997	191,812
TOTAL	410,191	191,812

Note 4- Long Term Loans And Advances**(Amount in Rupees)**

Particulars	As at March 31,	
	2015	2014
Loans & Advances	3,105,701	3,070,000
TOTAL	3,105,701	3,070,000

Note 5- Cash & Cash Equivalent**(Amount in Rupees)**

Particulars	As on March 31	
	2015	2014
Cash on Hand	520,314	226,551
Bank balance with Current Accounts	82,195	122,195
TOTAL	602,509	348,746

Note 6 - Revenue From Operations**(Amount in Rupees)**

Particulars	As at March 31,	
	2015	2014
Service Charges Received	1,957,000	803,560
TOTAL	1,957,000	803,560

Note 7 -Other Income**(Amount in Rupees)**

Particulars	As at March 31,	
	2015	2014
Other Sundry Receipt	-	-
TOTAL	-	-

Note 8- Employee Benefit Expenses**(Amount in Rupees)**

Particulars	As at March 31,	
	2015	2014
Salary Expenses	520,000	146,800
TOTAL	520,000	146,800

Note 9 - Finance Cost**(Amount in Rupees)**

Particulars	As at March 31,	
	2015	2014
Bank Charges	-	-
Interest on Late Payment	2	-
TOTAL	2	-

Note 10 - Other Expenses**(Amount in Rupees)**

Particulars	As at March 31,	
	2015	2014
Accounting Charges	30,000	30,000
AGM Meeting Expenses	28,102	27,541
Advertisement & Publicity Expenses	49,960	38,166
Audit Fees	27,575	27,575
Conveyance Expenses	15,650	15,160
Computer Expenses	39,500	-
Courier & Postage Charges	21,870	21,451
Electricity Expenses	30,026	-
Listing Fees	149,219	75,479
Office Expenses	294,150	62,356
Office Rent	120,000	120,000
Printing & Stationery Expenses	75,700	74,059
Professional Fees	28,090	63,062
Telephone Expenses	32,825	31,990
Tea & Refreshment Expenses	47,750	-
ROC Fees / Filing Fees	38,600	40,000
Demat Charges	130,805	-
Water Charges	11,897	-
Promotional Expenses	170,000	-
TOTAL	1,341,719	626,839

STATEMENT OF SIGNIFICANT ACCOUNTING POLICIES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

1. Accounting Convention

1.1 Financial statements are prepared in accordance with generally accepted accounting principles including accounting standards in India under historical cost convention except so far as they relate to revaluation of certain land and buildings.

1.2 All assets and liabilities have been classified as current or non-current as per the company's normal operating cycle and other criteria set out in the Revised Schedule VI to the Companies Act, 1956. Based on the nature of products and the time between the acquisition of assets for processing and their realization in cash and cash equivalents, the company has determined its operating cycle as twelve months for the purpose of current-non current classification of assets and liabilities.

1.3 Use of estimates

The preparation of the financial statements in conformity with the generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities on the date of the financial statements, disclosure of contingent liabilities and reported amounts of revenues and expenses for the year. Estimates are based on historical experience, where applicable and other assumptions that management believes are reasonable under the circumstances, Actual result could vary from estimates and any such differences are dealt with in the period in which the result are known/materialize.

2. Fixed Assets

There is no Fixed Assets.

3. Expenditure

Expenses are accounted on accrual basis and provision is made for all known losses and liabilities.

4. Segment Reporting

The Company has only one segment of activity of relating to IT services during the period, hence segment wise reporting as defined in Accounting Standard-17 is not applicable.

5. In the opinion of board of directors, current assets, loans and advances, have at least the value as stated in the balance sheet, if realized in the ordinary course of the business.

6. Based on the information available with the company regarding status of suppliers as defined under "The Micro, Small and Medium Enterprises Development Act.2006."There is no amount payable to the micro, small and medium enterprises company.

7. Revenue recognition

7.1 Revenue from IT Services is stated net off discounts and any applicable duties and taxes on rendering and completion of services in accordance with terms of services.

7.2 Other operating revenues comprise of income from ancillary activities incidental to the operation of the company and is recognized when the right to receive the income is established as per the terms.

8. Research and Development

Expenses incurred on research and developments are charges to revenue in the same year. Fixed assets purchased for research and development purpose are capitalized and depreciated as per Company's policy.

9. Employee's Benefits

Short Term Employee's Benefits

All employees' benefits payable within twelve months of rendering services are recognized in the period in which the employees render the related services.

Post Employment/Retirements Benefits

Contribution to defined Contribution plans such as Provident Fund etc. are charged to the statement of Profit and Loss as incurred.

Gratuity

As per AS-15 (Revised) 2005 of ICAI read with Accounting Standard Board Guidance, The Provision for Gratuity Liability is not made since none of the employees have completed 5 years of service for period under review.

10. Taxation

Provision for Income tax is made on the basis of relevant provisions of the Income Tax Act, 1961.as applicable to the financial year.

Deferred income taxes are recognized for the future tax consequences attributable to timing differences between the financial statement determination of income and their recognition for tax purposes

11. Provisions and Contingent Liabilities

The Company recognizes a provision when there is a present obligation as a result of past event that probably requires an outflow of resources and a reliable estimate can be made of the amount of the obligation. A disclosure for contingent liabilities made when there is a possible obligation or a present obligation that may, but probably will not, require an outflow of resources. When there is a possible obligation or a present obligation that the likelihood of outflow of resources is remote, no provision or disclosure as specified in Accounting Standard 29-'Provisions, Contingent Liabilities and Contingent Assets' is made.

Contingent assets or liabilities neither recognized nor disclosed in the financial statements.

12. Earnings Per Share(EPS):

The earnings considered in ascertaining the Company's EPS are computed as per Accounting Standard 20 on "Earning per Share", issue by the Institute of Chartered Accountants of India. The number of shares used in computing basic EPS is the weighted average number of shares during the period. The diluted EPS is the weighted average number of shares outstanding during the period. The diluted EPS is calculated on the same basis as basic EPS, after adjusting for the effects of potential dilutive equity shares unless the effect of the potential dilutive equity shares is anti-dilutive.

13. Cash Flow Statement

Cash Flow Statement has been prepared in accordance with the Accounting standard Issued by Institute of Chartered Accounts of India on indirect method.

14. Foreign Currency Transaction

Expenses and income are recorded at the exchange rate prevailing on the date of the transaction. Assets and liabilities at the Balance Sheet date are restated at the exchange rate prevailing on the Balance Sheet date. Exchange difference arising on settlement of the transaction and on account of restatement of assets and liabilities are dealt with in the Profit and Loss Account.

For **VERMA MEHTA & ASSOCIATES**

Chartered Accountants

Firm No. 112118W

Sd/-

Mrugen H Shah

Partner

M No 114700

Place Mumbai

Date: May 30, 2015

For & On Behalf of the Board of Directors

Sd/-

Director

Place Mumbai

Date: May 30, 2015

Sd/-

Director

G-TECH INFO-TRAINING LIMITED

(CIN: L67120MH1994PLC080449)

Registered Office: Office No.1, 1st Floor, Laura Building, Near Metro Cinema, Marine Lines ,Mumbai – 400 002.

FORM NO. MGT 11

PROXY FORM

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

CIN : L67120MH1994PLC080449

Name of the Company : G-TECH INFO-TRAINING LIMITED

Registered Office : Office No.1, 1st Floor, Laura Building, Near Metro Cinema, Marine Lines, Mumbai – 400 002.

Name of the member(s) :

Registered Address :

Email ID :

Folio No./Client ID/DP ID :

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

1) Name:

Address:

Email ID: Signature:or failing him/her

2) Name:

Address:

Email ID: Signature:or failing him/her

3) Name:

Address:

Email ID: Signature:

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the Company, to be held on **Tuesday, September 29, 2015 at 10.00 a.m.** at Office No.1, 1st

Floor, Laura Building, Near Metro Cinema, Marine Lines, Mumbai – 400 002 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description
1.	Adoption of Financial Statements and Reports thereon for the financial year ended 31 st March, 2015.
2.	Appointment of a Director in place of Mr. Deepak Jambodekar who retires by rotation and, being eligible, offers himself for re-appointment.
3.	Ratification of the appointment of M/s Verma Mehta & Associates, Statutory Auditors and to fix their remuneration for the financial year ending 31 st March, 2016.
4.	Adoption of new Articles of Association of the Company.
5.	Appointment of Mr. Bhavesh Desai as Non Executive Independent Director.
6.	Appointment of Mrs. Sneha Talreja as Non Executive Independent Director.
7.	Appointment of Mr. Hashmukhbhai Thakker as Non Executive Director.

Signed this day of 2015.

Affix 1
Rupee
Revenue
Stamp

.....
.....

Signature of shareholder

Signature of Proxy holder(s)

Notes:

1. This form, in order to be effective, should be duly stamped, completed, signed and deposited at the registered office of the Company, not less than 48 hours before the commence of the meeting.
2. Notwithstanding the above the Proxies can vote on such other items which may be tabled at the meeting by the shareholders present.

G-TECH INFO-TRAINING LIMITED

ATTENDANCE SLIP

CIN : L67120MH1994PLC080449
Name of the Company : G-TECH INFO-TRAINING LIMITED
Registered Office : Office No.1, 1st Floor, Laura Building, Near Metro Cinema, Marine Lines,
Mumbai - 400 002.

FOLIO NO. (Shares in physical mode)	
DP ID	
CLIENT ID	
NO. OF SHARES HELD	

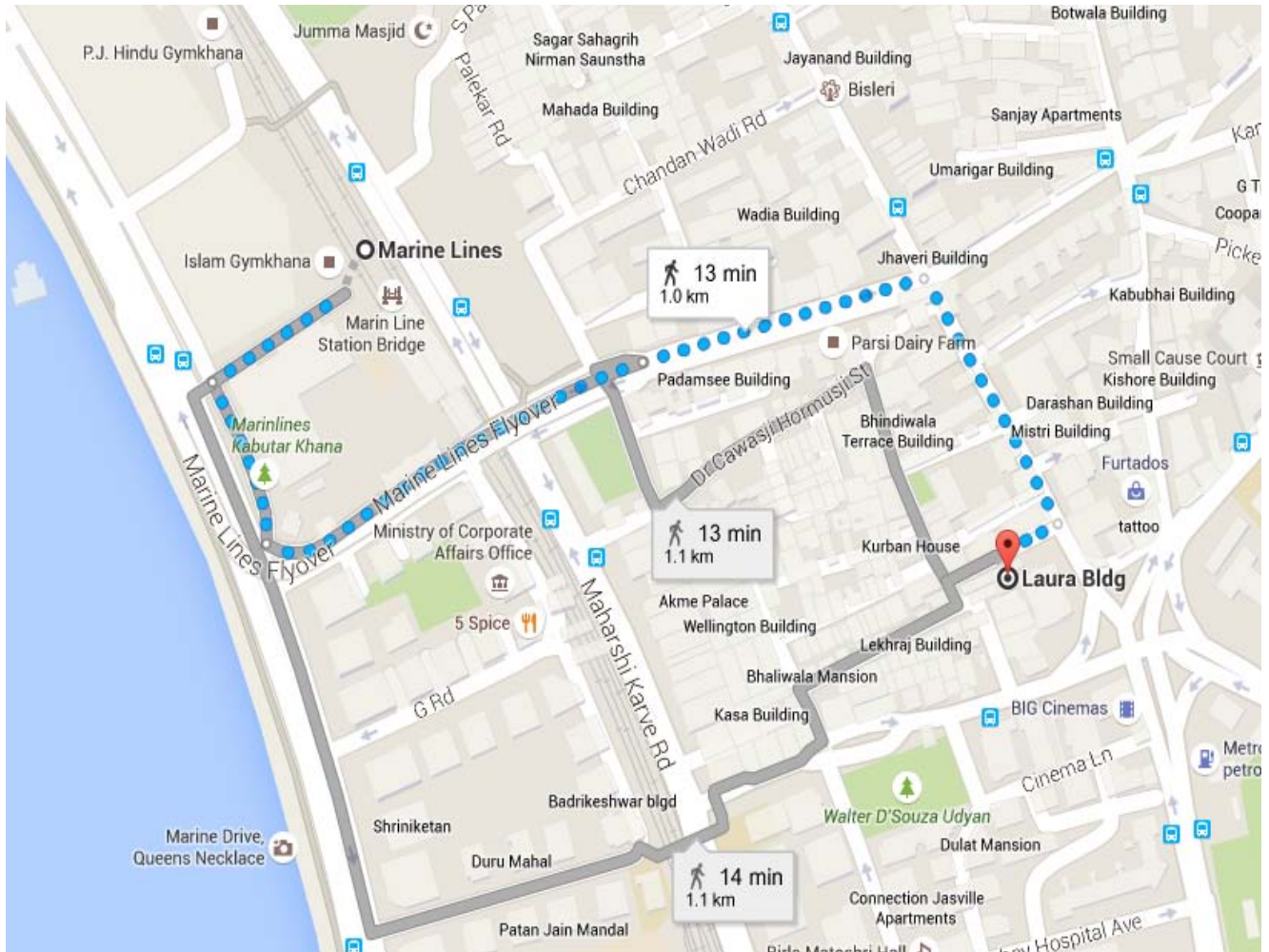
I certify that I am a registered shareholder / proxy for the registered shareholder of the Company. I hereby record my presence at the Annual General meeting of the Company to be held on Tuesday, September 29, 2015 at 10.00 am at G-Tech Info-Training Limited, Office No.1, 1st Floor, Laura Building, Near Metro Cinema, Marine Lines, Mumbai - 400 002 and at any adjournment thereof.

Signature of Member/Proxy

Date:

(THIS ATTENDANCE SLIP DULY FILLED TO BE HANDED OVER AT THE ENTRANCE OF THE MEETING HALL)

Route Map to the Venue of Annual General Meeting



AGM Information:

- **Date:** 29th September, 2015
- **Time:** 10.00 p.m.
- **Venue:** No.1, 1st Floor, Laura Building, Near Metro Cinema, Marine Lines, Mumbai – 400002.
- **Land mark:** Near Metro Cinema.



G-TECH INFO-TRAINING LIMITED

Regd Office : Office No.1, 1st Floor, Laura Building,
Near Metro Cinema, Marine Lines,
Mumbai – 400 002.

Tel No. : 022 - 65563144

Email ID : gtechinfold@gmail.com