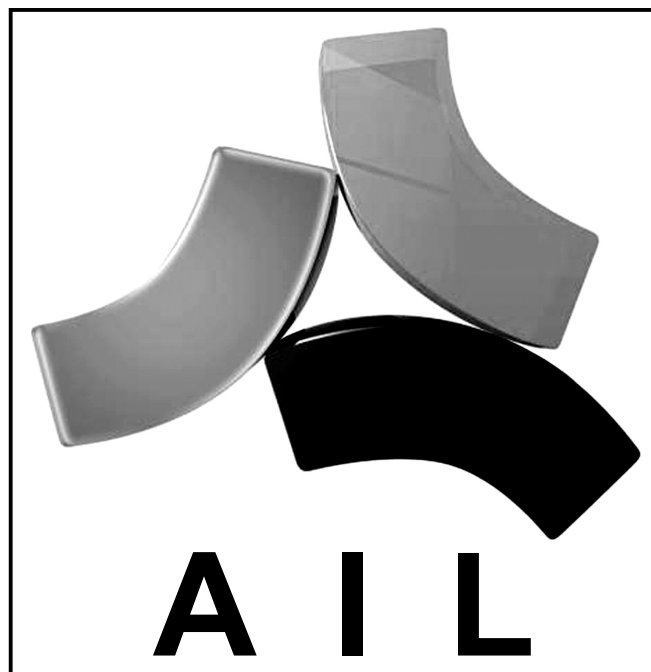


**33rd
ANNUAL REPORT
AND
ACCOUNTS
2017-18**



ASYA INFOSOFT LIMITED

(Erstwhile known as ASYA Infrastructure & Tourism Corporation Ltd.)

(Formerly known as SAYA Housing Finance Company Ltd.)

BSE Scrip Code : 511144

ISIN : INE520G01016



ASYA INFOSOFT LIMITED

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ABOUT US

Businesses need the newest technology in order for them to succeed. What this often means for IT departments is a constant evolution, meeting the needs of the business while becoming experts in the latest technology trends. We believe, It is not just about moving workloads to cloud but about business value through agility, driving customer insights and most importantly, enhancing experience.

Our technology market research offering supports some of the most innovative companies which are applying technical knowledge and innovation to enable organizations and individuals to create, manage and optimize their IT processes. Running software, hardware and technology service businesses is as much about people as it is about technology. Adapting offerings, processes and skill sets to a rapidly changing market environment is a key challenge. The Business Research Company uses cross-sector expertise to help technology companies compete and thrive in an industry where the speed of innovation requires information in real time..

The main driver for small and large companies was business digitalization. Those in efforts of progress will affront advancing and probably new forms of competitive pressure. While those on the correct path will get an opportunity to scrutinize advances in fields like artificial intelligence, IOT, virtual reality, analytics and certainly a few astounding achievements.



ASYA INFOSoft LIMITED

NOTICE

Notice is hereby given that 33rd Annual General Meeting of the Company will be held at its Registered Office situated at H.N. House C-4th Floor, (Nidhi Complex), Stadium 5 Roads, Navrangpura, Ahmedabad – 380009 on Saturday, 29th September, 2018 at 10.00 am to transact the following business.

ORDINARY BUSINESS:

1. To receive, consider and adopt
 - a) the audited Standalone Financial Statement of the Company for the financial year ended March 31, 2018 and the reports of the Board of Directors and Auditors thereon; and
 - b) the audited Consolidated Financial Statement of the Company for the financial year ended March 31, 2018 and the reports of the Auditors thereon.
2. To appoint a Director in place of Mr. Nixon Patel (DIN: 01717281) who retires by rotation and being eligible, offers himself for reappointment.

SPECIAL BUSINESS

3. To appoint Mr. Dhaval Patel (DIN: 07770039) as an Independent Director of the company for a period of five years upto 29.09.2023

To consider and, if thought fit, to give your assent/dissent to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to provisions of Section 149, 150 and 152 of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Act including any statutory enactment or modification thereof and all other applicable provisions, if any, of the Act, Mr. Dhaval Patel (DIN:07770039) who has submitted the declaration that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as a Non-executive-Independent Director of the company to hold office for a period of five years upto 29.09.2023 whose period of appointment shall not be liable to retire by rotation.”

4. To appoint Mr. Jorubha Gohel (DIN: 08085004) as an Independent Director of the company for a period of five years upto 29.09.2023

To consider and, if thought fit, to give your assent/dissent to pass the following resolution as an **Ordinary Resolution**:-

“RESOLVED THAT pursuant to provisions of Section 149, 150 and 152 of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Act including any statutory enactment or modification thereof and all other applicable provisions, if any, of the Act, Mr. Jorubha Gohel (DIN: 08085004) who has submitted the declaration that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Non-executive-Independent Director of the company to hold office for a period of five years upto 29.09.2023 whose period of appointment shall not be liable to retire by rotation.”

5. To Appoint Mr. Safalkumar Patel (DIN: 08107710) as an Independent Director of the company for a period of five years upto 29.09.2023

To consider and, if thought fit, to give your assent/dissent to pass the following resolution as an **Ordinary Resolution**:-

“RESOLVED THAT pursuant to provisions of Section 149, 150 and 152 of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014, Schedule IV to the Act including any statutory enactment or modification thereof and all other applicable provisions, if any, of the Act, Mr. Safalkumar Patel (DIN: 08107710) who has submitted the declaration that he meets the criteria for independence as provided under Section 149(6) of the Companies Act, 2013, be and is hereby appointed as Non-executive-Independent Director of the company to hold office for a period of five years upto 29.09.2023 whose period of appointment shall not be liable to retire by rotation.”

6. To regularize the appointment of Mrs. Hemal Shah (DIN:08031163)

To consider and, if thought fit, to give your assent/dissent to pass the following resolution as an **Ordinary Resolution**:-

“RESOLVED THAT pursuant to Section 160 and 161 of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory enactment or modification thereof and all other applicable provisions, if any, of the Act, Mrs. Hemal Shah (DIN:08031163) who was appointed as an Additional Director with effect from 02.01.2018 on the Board of the Company and in respect of whom the company has received notice in writing along with a deposit of Rs. 1,00,000/- (Rupees One Lakhs only) be and is hereby appointed as a Non-executive-Women Director of the Company whose period of office is liable to determination by retirement of directors by rotation.”

“RESOLVED FURTHER THAT the Board of Directors of the company be and are hereby authorized to file relevant forms with the Registrar of Companies, Ahmedabad and to perform all such acts, deeds and things as may be considered mandatory with the aforesaid appointment.”

7. To approve Related party transactions to be entered into by the company with related parties

To consider and if thought fit, to give your assent/dissent to pass the following resolution as an **Ordinary Resolution**:-

“RESOLVED THAT pursuant to provisions of Section 188 and other applicable provisions, if any, of the Companies Act, 2013 read with applicable Rules under Companies (Meetings of Board and its Powers) Rules, 2014 and in terms of applicable provisions (including any amendment, modification or re-enactment thereof), consent of the Company be and is hereby accorded for entering into the following



ASYA INFOSOFT LIMITED

Related Party Transactions with respect to availing of services by/to the Company with effect from 30.09.2018 and every year thereafter, up to the maximum per annum amounts as appended in table below:-

Sr. No.	Nature of transactions as per section 188 of the Companies Act, 2013	Name of the Related Party of Relationship	Name of the KMP/director who is related and Nature	Receipts (in Rs.)	Payment (in Rs.)
1	Purchase of Goods	Ideal Systems Pvt. Ltd.	Mr. Ketan Shah, Managing Director and Mr. Jimit Shah, CFO of the Company are also Directors in Ideal Systems Pvt. Ltd. (Subsidiary Company)	--	12,00,00,000
	Sale of Goods			10,00,00,000	--
2	Rendering any services			--	25,00,00,000
	Availing any services			20,00,00,000	--
3	Purchase of Goods	Kovid Analytics Solutions India Private Limited	Mr. Nixon Patel, director of the company is also serving as director in the Kovid Analytics Solutions India Private Limited	--	12,00,00,000
	Sale of Goods			10,00,00,000	--
4	Rendering any services			--	25,00,00,000
	Availing any services			20,00,00,000	--

"RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorized to do all acts, matters, deeds and things and to settle any queries that may arise with regard to any transaction with the Related party and execute such agreements, documents and writings and to make such filings as may be necessary for the purpose of giving effect to this resolution, in the best interest of the company."

8. To adopt the new set of Article as per the table –F of the Company Act,2013

To consider and, if thought fit, to pass the following Resolution, with or without modifications, as a **Special Resolution**:-

"RESOLVED THAT pursuant to the provisions of Section 14 and all other applicable provisions of the Companies Act, 2013 ("Act") and Rules made thereunder (including any statutory modification(s) or re-enactment thereof, for the time being in force), and subject to such terms, conditions, amendments or modifications if any, as may be required or suggested by the concerned Registrar of Companies, substitution of the existing Articles of Association of the Company with the Articles of Association as submitted to this meeting, be and is hereby approved and the substituted Articles be adopted as the Articles of Association of the Company ."

"RESOLVED FURTHER THAT approval of the Company be accorded to the Board of Directors of the Company (including any Committee thereof) to do all such acts, deeds, matters and things and to take all such steps as may be required in this connection including seeking all necessary approvals to give effect to this Resolution and to settle any questions, difficulties or doubts that may arise in this regard."

Regd Office
HN House, 4th Floor,
Nidhi Complex,
Above Stadium Under bridge,
Navrangpura- 380054
Place : Ahmedabad
Date : 14.08.2018

For, Asya Infsoft Limited
Ketan Shah

Sd/-
Chairman & Managing Director
(DIN: 00913411)

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF AND PROXY NEED NOT BE A MEMBER OF THE COMPANY.

Proxies, in order to be effective, must be received by the Company, duly filled, stamped and signed, at its Registered Office not less than 48 hours before the Meeting.

Proxies submitted on behalf of limited companies, societies, etc., must be supported by appropriate resolutions/authority, as applicable, issued on behalf of the nominating organization.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

2. The Members whose names appear in the Register of Members/List of Beneficial Owners as on 21st September, 2018 (cut – off date) are entitled to avail the facility of remote e-voting as well as voting at the AGM. The instructions for remote e-voting is annexed hereto (ANNEXURE-1) and forms a part of this Notice.

3. The Statement setting out the material facts pursuant to Section 102 of the Companies Act, 2013 ("the Act"), concerning the Special Business in the Notice is annexed hereto (ANNEXURE-2) and forms part of this Notice.

4. Corporate Members intending to send their authorised representatives to attend the AGM are requested to send a duly certified copy of their Board Resolution authorising their representatives to attend and vote at the AGM.



ASYA INFOSOFT LIMITED

5. 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.
6. Members/Proxies/Authorised Representatives should bring the enclosed Attendance Slip, duly filled in, for attending the Meeting. Copies of the Annual Report or Attendance Slips will not be distributed at the Meeting.
7. Relevant documents referred to in the accompanying Notice and the Statement, are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the Meeting.
8. Profile of the Directors seeking appointment/re-appointment, as required in terms of Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, is annexed to this Notice.
9. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain close from 22.09.2018 to 29.09.2018 (both days inclusive).
10. SEBI has mandated the submission of Permanent Account Number (PAN) for participating in the securities market, deletion of name of deceased holder, transmission / transposition of shares. Members are requested to submit the PAN details to their Depository Participant (DP) in case of holdings in dematerialised form or to "M/s. Aarthi Consultants Pvt. Ltd", 1-2-285, Domalguda, Hyderabad-500029, India, in case of holdings in physical form, mentioning your correct reference folio number.
11. 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 "M/s. Aarthi Consultants Pvt. Ltd", 1-2-285, Domalguda, Hyderabad-500029, India for assistance in this regard.
12. Members holding shares in dematerialised form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name and e-mail address, etc., to their depository participant. Changes intimated to the depository participant will then be automatically reflected in the Company's records which will help the Company and the Company's Registrar and Transfer Agent to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to the Company's Registrar and Transfer Agent.
13. The Annual Report of the year 2017-18 of the Company circulated to the Members of the Company will be made available on the Company's website at www.sayait.com and also on the website of the respective Stock Exchanges at www.bseindia.com.
14. Members desirous of getting any information about the Accounts of the Company are requested to write to the Company at least seven days in advance of the Meeting, so that the information can be kept ready at the Meeting.
15. In accordance with the provisions of Section 101 of the Companies Act, 2013 read with Rule 18 of the Companies (Management and Administration) Rules, 2014, this Notice and the Annual Report of the Company for the financial year 2017-18 are being sent by e-mail to those Members who have registered their e-mail address with the Company (in respect of shares held in physical form) or with their DP (in respect of shares held in electronic form) and made available to the Company by the Depositories. The Company requests those Members who have not yet registered their e-mail address, to register the same directly with their DP, in case shares are held in electronic form or with the Company, in case shares are held in physical form.
16. Hard copy of the Annual Report is being sent to the members, who have not resisted their e-mail ID with their depositories. Any member who has registered their e-mail ID, who is also interested in obtaining a physical copy of the Annual Report, may write to the company or to the Registrar and Share Transfer Agent of the Company.
17. Members can avail nomination facility in respect of their shareholdings by applying in Form 2B of Companies (Central Government's) General Rules & Forms, 1956, as amended from time to time. The said form can be obtained from the Company's Registrar and Transfer Agent.

ANNEXURE-1

ANNEXURE TO THE NOTICE

INSTRUCTIONS FOR VOTING THROUGH ELECTRONIC MEANS

- (i) Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Company is pleased to provide to its members facility to exercise their right to vote on resolutions proposed to be passed in the Meeting by electronic means. The members may cast their votes using an electronic voting system through remote e-voting services provided by Central Depository Services Limited (CDSL) from a place other than the venue of the Meeting.
- (ii) The Members whose names appear in the Register of Members/List of Beneficial Owners as on 21st September, 2018 (cut-off date) are entitled to avail the facility of remote e-voting as well as voting at the AGM. Any recipient of the Notice, who has no voting rights as on the Cut-off date, shall treat this Notice as intimation only.
- (iii) A person who has acquired the shares and has become a member of the Company after the dispatch of the Notice of the AGM and prior to the Cut-off date i.e. 21st September, 2018 shall be entitled to exercise his/her vote either electronically i.e. remote e-voting or through the Poll Paper at the AGM by following the procedure mentioned in this part.
- (iv) The remote e-voting will commence on 26th September, 2018 at 09.00 a.m. and ends on 28th September, 2018 at 5.00 p.m. During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 21st September, 2018, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the remote e-voting module shall be disabled for voting by CDSL thereafter. The e-voting module shall be disabled by CDSL for voting thereafter.



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- (v) Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
- (vi) The facility for voting through Poll Paper would be made available at the AGM and the members attending the meeting who have not already cast their votes by remote e-voting shall be able to exercise their right at the meeting through Poll Paper. The members who have already cast their vote by remote e-voting prior to the meeting, may also attend the meeting, but shall not be entitled to cast their vote again.
- (vii) The voting rights of the members shall be in proportion to their share in the paid up equity share capital of the Company as on the Cut-off date i.e. 21st September, 2018.
- (viii) Mr. Devesh Khandelwal, Proprietor of M/s. Khandelwal Devesh & Associates, Practicing Company Secretaries is appointed as Scrutinizer to scrutinize the voting process in fair and transparent manner.

The procedure and instructions for remote e-voting are, as follows:

Step 1 : Open your web browser during the voting period and log on to the e voting website www.evotingindia.com

Step 2 : Now click on "Shareholders" to cast your votes.

Step 3 : Now, fill up the following details in the appropriate boxes:

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 the Folio Number registered with the Company.

Step 4 : Next, enter the Image Verification as displayed and Click on Login.

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.

Step 5 : If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none">• Members who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number in the PAN field. The Sequence Number will be intimated to such member by way of a letter.• In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
DOB	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.
Dividend Bank Details	Enter the Dividend Bank Details as recorded in your demat account or in the company records for the said demat account or folio.
	<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 member id / folio number in the Dividend Bank details field as mentioned in instruction (v).

Step: 6 : After entering these details appropriately, click on "SUBMIT" tab.

Step 7 : 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.

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.

Step 8 : For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

Step 9 : Click on the EVSN for the relevant <Company Name> on which you choose to vote.

Step 10 : 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.

Step 11 : Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

Step 12 : 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. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.



ASYA INFOSOFT LIMITED

Step 13 : You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.

Step 14 : Note for Non – Individual Shareholders and Custodians:

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- After receiving the login details a compliance user should be created using the admin login and password. The Compliance user would be able to link the account(s) for which they wish to vote on.
- The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

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.

- Shareholders can also cast their votes using CDSL's Mobile App M-Voting available for android based mobiles. The M-Voting App can be downloaded from Google Play Store. Please follow the instructions as prompted by the Mobile App while voting on your mobile.
- The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.sayait.com and on the website of CDSL i.e. www.cdslindia.com within three days after the conclusion.
- Details of the Directors seeking appointment in the 33rd Annual General Meeting pursuant to Regulation 26(4) SEBI (Listing Obligations & Disclosures Requirements) Regulations, 2015 are provided below:

Particulars	Mr. Dhaval Patel	Mr. Jorubha Gohel	Mr. Safalkumar Patel	Mrs. Hemal Shah
DIN	07770039	08085004	08107710	08031163
Date of Birth	09.08.1992	05.07.1975	20.03.1993	27.06.1971
Relationships with other Directors	None	None	None	Wife of Mr. Ketan Shah
Date of First Appointment	11.04.2018	11.04.2018	11.04.2018	02.01.2018
Expertise	Proficient in compliance of SEBI, Stock Exchange, ROC & other related regulatory authorities. An Associate Company Secretary having 2 year experience in corporate laws, fund raising(Equity) & corporate affairs with various corporate.	He is skilled in Operational and Management excellence.	Being a legal professional, he oversees the overall regulatory compliances of the company.	She is playing an integral role in the customer service and organizational strength of our company. Also, being an office administrator, she provides administrative support by coordinating project deliverables.
No. of Equity Shares held in the Company	NIL	NIL	NIL	70483
List of other companies in which directorship are held	NIL (Serving as a Additional Director in Ideal Systems Pvt Ltd)	NIL	NIL	--- (Serving a Director in Ideal Systems Pvt Ltd)
Chairmanship/Membership of committees(only Audit Committee and Shareholders Grievances Committee)	Chairman of Audit committee and Shareholders Grievances Committee.	Member of Audit committee and Shareholders Grievances Committee.	Member of Audit committee and Shareholders Grievances Committee.	NIL

Note: The Directorships held by Directors as mentioned above, do not include Directorships of Private Limited Companies.

Regd Office
HN House, 4th Floor,
Nidhi Complex,
Above Stadium Under bridge,
Navrangpura- 380054
Place : Ahmedabad
Date : 14.08.2018

For, Asya Infosoft Limited
Ketan Shah

Sd/-
Chairman & Managing Director
(DIN: 00913411)



ASYA INFOSoft LIMITED

ANNEXURE-2

Explanatory Statement Pursuant to Section 102 of the Companies Act, 2013

As required by Section 102 of the Companies Act, 2013 (the Act), the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No 3, 4, 5, 6, 7, 8 of the accompanying Notice dated 14.08.2018.

Item No: 3

Mr. Dhaval Patel (DIN: 07770039) was appointed as an Additional (Independent) Director of the company with effect from April 11, 2018 by the Board of Director. Then after, He Proposed himself his candidature for the office of Director & has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the act.

He holds a degree of LL.B from Gujarat University. He also obtained Certificate of Membership from the Institute of Company Secretaries of India & obtained Master of Commerce from Indira Gandhi National Open University. He has worked as Company Secretary and Compliance officer in well-known group & presently associated with Rakshit M Shah & Co., as Company Secretary and Compliance Officer.

Rich experience of compliance of SEBI, Stock Exchange, ROC & other related regulatory authorities.

The Board recommends the ordinary resolution set out at item no. 3 to the Notice for approval of members.

Except Mr. Dhaval Patel, None of the Directors, Key Managerial Personnel and their relatives are, in any way concerned or interested in resolution set out at item no. 3 of the Notice.

Item No: 4

Mr. Jorubha Gohel (DIN :08085004) was appointed as an Additional (Independent) Director of the company with effect from April 11, 2018 by the Board of Director.

In this regard, the Company has received request in writing from the director himself of proposing his candidature for appointment as Director of the Company in accordance with the provisions of Section 160 and all other applicable provisions of the Companies Act, 2013. The Board believes that presence of Mr. Jorubha Gohel on the Board is desirable and would be beneficial to the company and hence the Board recommended the resolution as set out under Item No. 4 for adoption as an ordinary resolution.

Except Mr. Jorubha Gohel, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No: 5

Mr. Safalkumar Patel (DIN: 08107710) was appointed as an Additional (Independent) Director of the company with effect from April 11, 2018 by the Board of Director. Then after, He Proposed himself his candidature for the office of Director & has given a declaration to the Board that he meets the criteria of independence as provided under Section 149(6) of the Act.

Mr. Safalkumar Patel, also holds a degree of LL.B from Gujarat University. He also obtained Certificate of Membership from the Institute of Company Secretaries of India. Presently, he has been associated with Nebula Infraspaces LLP as Legal Executive.

The Board hence recommends resolutions under Item No. 5 to be passed as an ordinary resolution.

Except Mr. Safalkumar Patel, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

Item No: 6

Mrs. Hemal Shah (DIN:08031163) was appointed as an Additional cum women Director w.e.f. 02.01.2018 in accordance with the provisions of Section 161 of the Companies Act, 2013 and Articles of Association of the Company. Pursuant to Section 161 of the Companies Act, 2013, she was liable to hold office up to the date of the ensuing Annual General Meeting.

In this regard, the Company has received request in writing from herself proposing her candidature for appointment as Director of the Company in accordance with the Provisions of Section 160 and all other applicable provisions of the Companies Act, 2013.

The Board hence recommends resolution as set out under Item No. 6 to be passed as an ordinary resolution.

Except Mrs. Hemal Shah & Mr. Ketan Shah, Managing Director of the company, Mr. Jimit Ketan Shah, Chief Financial Officer, none of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested, financially or otherwise, in the said resolution.

Item No: 7

The Companies Act, 2013 aims to ensure transparency in the transactions and dealings between the related parties of the Company. The provisions of Section 188(1) of the Companies Act, 2013 that govern the Related Party Transactions require that for entering into any contract or arrangement as mentioned herein below with the related party, the Company must obtain the prior approval of shareholders by way of Ordinary Resolution in case of;

1. Sale, purchase or supply of any goods or materials directly or through appointment of agents exceeding ten percent of the turnover of the Company or rupees one hundred crore, whichever is lower as mentioned in Clause (a) and Clause (e) respectively of sub-section (1) of Section 188.
2. Leasing of property of any kind exceeding ten percent of the net worth or exceeding ten percent of turnover of the Company or rupees one hundred crore, whichever is lower as mentioned in clause (c) of sub-section (1) of Section 188.
3. Availing or rendering of any services directly or through appointment of agents exceeding ten percent of the turnover of the Company or rupees fifty Crore, whichever is lower, as mentioned in clause (d) and clause (e) of sub-section (1) of Section 188.



ASYA INFOSFT LIMITED

In the light of the provisions of the Companies Act, 2013, the Board of Directors of your Company has approved the proposed transactions along with annual limit that your Company may enter into with the related parties (as defined under section 2(76) of the Companies Act, 2013) the name of the related parties, name of the Director or Key Managerial Personnel who is related, if any and nature of relationship is mentioned in the resolution.

The respective transactions have been carried out on arm's Length basis and all factors relevant to the respective transactions have been considered by the Board.

Except Mr. Ketan N Shah and Mr. Jimit Shah, Mrs. Hemal Shah and their relatives, none of the Directors and Key Managerial Personnel of the Company are concerned or interested, financially or otherwise, in the said resolution.

Item No: 8

Pursuant to provisions of Section 14 of Companies Act, 2013, amendment of Articles of Association requires approval of Shareholders by way of Special Resolution. Accordingly, this matter has been placed before the Shareholders for approval.

The Board therefore, submits the resolution for your consideration and recommends it to be passed as a Special Resolution. A copy of the existing as well as new Articles of Association of the Company is available for inspection at the Registered Office of the Company during working hours on any working day.

None of Directors/Key Managerial Personnel or their relatives are in a way interested or concerned in the resolution.

Regd Office
HN House, 4th Floor,
Nidhi Complex,
Above Stadium Under bridge,
Navrangpura- 380054
Place : Ahmedabad
Date : 14.08.2018

For, Asya Infsoft Limited
Ketan Shah

Sd/-
Chairman & Managing Director
(DIN: 00913411)



ASYA INFOSOFT LIMITED

BOARD'S REPORT

To,
The Members of
Asya Infosoft Limited

Your Directors are pleased to present the 33rd Board Report of your Company along with the Audited Statement of Accounts and the Auditors' Report of your company for the financial year ended 31st March, 2018.

You, being our valued partners in the Company, we wish to share our vision of growth with you and our guiding principles which are a blend of optimism that will be a guiding force of all our future endeavors.

1. FINANCIAL HIGHLIGHTS

(Rs. In Lacs)

Particulars 2017-18	Standalone		Consolidated	
	2017-18	2016-17	2017-18	2016-17
Income from operations :				
(a) Net sales/Income from operations	919.56	30.78	3488.09	3857.16
(b) Other operating income	0	0	0	0
(1) Total Income from operations	919.56	30.78	3488.09	3857.16
Expenses :				
(a) Cost of materials consumed	0	0	0	0
(b) Purchases of stock-in-trade	909.90	0	1550.13	3043.20
(c) Changes in inventories of finished goods, work-in-progress and stock-in-trade	-26.49	0	-318.04	53.41
(d) Employee benefits expense	15.01	5.87	153.21	145.50
(e) Data entry job charge expenses	0	0	0	0
(g) Donation Expense	0	0	0	0
(f) Depreciation and amortisation expense	4.28	3.99	54.13	72.08
(g) Other expenses	22.51	15.46	1939.99	490.45
(2) Total expenses	925.21	25.32	3379.42	3804.64
(3) Profit/(Loss) from operations before other income, finance costs and exceptional items (1-2)	-5.65	5.45	108.67	52.51
(4) Other Income	53.42	13.50	129.19	117.44
(5) Profit/(Loss) from ordinary activities before finance costs and exceptional items(3+4)	47.77	18.95	237.86	169.95
(6) Finance Cost	29.39	0	79.56	68.54
(7) Profit/(Loss) from ordinary activities after finance costs but before exceptional items (5-6)	18.38	18.95	158.30	101.41
(8) Exceptional Items	0	0	0	0
(9) Profit/(Loss) from ordinary activities before tax (7+8)	18.38	18.95	158.30	101.41
(10) Tax Expense	4.16	4.71	36.59	65.36
(11) Net Profit/(Loss) from ordinary activities after tax (9-10)	14.22	14.24	121.70	36.04
(12) Extraordinary items	0	0	0	0
(13) Net Profit/(Loss) for the period(11+12)	14.22	14.24	121.70	36.04
(14) Share of profit/(loss) of associates	0	0	0	0
(15) Minority Interest	0	0	46.77	9.96
(16) Pre – acquisition profit	0	0	0	0
(16) Net Profit/(Loss) after taxes, minority interest and share of profit/(loss) of associates	14.22	14.24	74.93	26.08
(16) Paid up equity share capital @ Rs. 10/- each	1205.73	1205.73	1205.73	1205.73
Face value of the share shall be indicated	10	10	10	10
Reserve excluding Revaluation Reserve as per Balance Sheet of previous accounting year	1264.72	1250.51	1296.85	1261.46
Earnings per share (before extraordinary items)(of Rs.10/- each)(not annualized):				
(a) Basic	0.01	0.12	0.87	0.54
(b) Diluted	0.01	0.12	0.87	0.54
Earnings per share (after extraordinary items)(of Rs. 10/- each) (not annualized):				
(a) Basic	0.01	0.12	0.87	0.54
(b) Diluted	0.01	0.12	0.87	0.54