



CONTENTS

| Corporate Information | 2 |
|--|----|
| Company Profile | 3 |
| From MD's Desk | 5 |
| Notice & Explanatory Statement | 15 |
| Director's Report | 19 |
| Annexure to the Director's Report | 23 |
| Management Discussion and Analysis | 31 |
| Report on Corporate Governance | 32 |
| Auditors Certificate on Corporate Governance | 35 |
| Independent Auditors Report | 36 |
| Financial Statements | |
| -Balance Sheet | 37 |
| -Profit & Loss Account | 38 |
| -Cash Flow Statement | 48 |
| -Notes forming part of the Financial Statement | 49 |
| -CEO/CFO Certification | 51 |
| Members Feedback Form | 52 |
| Attendance Slip | 54 |
| Proxy Form | 55 |



Corporate Information

Board of Directors

Mr. Akhilesh Jain

Managing Director

Mrs. Rekha Jain

Whole Time Director

Mr. Archit Jain

Whole Time Director

Mr. Arvind V Lowlekar

Non-Executive & Independent Director

Mr. Kavindra Singh

Non-Executive & Independent Director

Mrs. Poonam Pritam Issrani

Non-Executive & Independent Director

Company Secretary and

Ms. Iti Tiwari

Compliance Officer

U70101MH2000PLC192613

Telephone Numbers

CIN Number

Regd. Office - Tel. No.: +91 - 22 - 6666 6618

Head Office Tel. No.: +91 - 755 - 2558 283

Fax Number

+91 - 755 - 4229 195

Web Site

www.atishay.com

Registrar & Transfer Agent

SHAREX DYNAMIC (INDIA) PRIVATE LIMITED Unit - 1, Luthra Industrial Premises, Safed Pool, Andheri Kurla Road, Andheri (East), Mumbai - 400 072, Maharashtra,

India.

Telephone Numbers

+91 - 22 - 2851 5606 / 44 Fax No.: +91 -22 - 2851 2885

Website:

www.sharexindia.com Email:

Email:

sharexindia@vsnl.com

Registered Office

Office No. 07, 8th Floor, Navjeevan Society, Building No. 3,

Mumbai Central, Mumbai - 400 008, Maharashtra, India

Annual General Meeting

12:00 Noon, Thursday ,28th May 2015

Office No.07, 8th Floor, Navjeevan Society, Building No. 3, Mumbai Central, Mumbai - 400 008, Maharashtra, India

Members are requested to bring their copy of Annual Report to the Meeting, Members are also requested to direct all correspondence relating to shares to Companies Registrar and Transfer Agent, Sharex Dynamic (India) Private Limited, at the above address.







Our value proposition

With over 15 years of business and technology expertise and an in-depth understanding of the government sector, we provide innovative solutions that enable our government clients to improve transparency, efficiency and serve their citizens better.

We have a rich and diverse experience of association with various government departments which gives us an unmatched understanding of the government domain. We have implemented end to end solutions and worked with diverse software technologies for projects.

We have also evolved a unique framework for identifying & deploying IT applications, which can create a high socio-economic impact by enabling, better planning, monitoring, and coordination of government programs and:

- Achieve customer satisfaction by delivering world-class products and services every time.
- Maintain ethical norms in all dealings with stakeholders, employees, customers, suppliers, financial institutions and society.
- Develop and retain talented, dedicated and ethical human resources through respect and concern, providing opportunities to learn, contribute & grow.
- Maintain an organizational climate conducive to trust, open communication and team spirit.
- Grow in an accelerated manner, consistent with our philosophy, by continuous organizational renewal and improvement.



Atishay emerging as a leading provider of business and knowledge process services by focusing on delivery of business services for our clients through an innovative framework that is directly tied to improving service delivery along the value chain. With a reach across the length and breadth of the country and an ISO 9001:2008 and ISO 27001:2005 certified service delivery mechanism, we deliver services that result in customer success stories through a collaborative approach with our clients. Our capabilities in large scale process management services across industry verticals is making us a partner of choice for leading organizations in the country.

From the MD's Desk

Dear Shareholders.

Greetings to all of you. As you all know, the political environment in our country has changed dramatically. This has led to widespread hope of an economic upsurge. Our citizens are rightfully expecting a higher GDP growth accompanied by rising living standards across the entire strata. We, at Atishay Infotech Limited are committed to developing technology solutions/services for financial inclusion which, we believe, will enrich the people of our country as a whole.

Information Technology industry in India is expected to clock exports revenues of USD 84-87 billion in FY 2015 maintaining a growth rate of 12-14 per cent (Source: Nasscom). IT services and software products will lead this growth. Increase in IT adoption by companies will lead to a significant shift towards emergence of new technologies. The role of IT in organizations will evolve from being "order takers" to transformative "business partners".

Information Technology is continuing to play a critical role in growth of services of Government departments, the segment your company craters to .Larger government departments/ state governments are successfully implementing the basic IT infrastructure to run their operations, and the next tire is also moving towards greater IT adoption through increased usage of technology and replacement of legacy systems, to meet the growing and ever-changing business requirements. To effectively leverage this opportunity, IT companies are today required to grow and nurture their capabilities, governance models and IT talent management. End user satisfaction and value creation will remain most critical and will require greater attention.

Preceding Twelve Months

Our focus in the year was on transformation of the Company to achieve growth in revenue and

profitability as well as to rightly position the Company in the future. Exposure from BSE SME listing has fuelled the company's growth and increased accountability and motivation for the action of all company insiders, managers and leaders. Listing encouraged us to give our 200% to our new venture "Hotel Atishay".

Looking ahead

New market segments and product innovation is the key to growth, underlining the importance of identifying new markets and championing emerging technologies. I would also add that the need to focus on services that deliver on the ever-changing client requirements is equally vital. It is now even more important to deliver and manage solutions in a manner that helps our clients deliver better to their end users, but which are also most cost efficient.

We are proud of software applications and services that we have developed over many years with substantial input from our clients to provide them with comprehensive business solutions. We understand the needs of our clients/business partners and have developed innovative services that can give them a competitive advantage and reduce their operation time & costs. Our expertise is driving meaningful value and cost savings to our clients through more efficient operating processes and improved service quality and speed for our clients' customers. As the overall global economic environment improves, Atishay Infotech Limited is gearing up to address the vast business potential that the recovering geographies are throwing up. By remaining aware and certain about our strategy and growth plan and working more diligently, we are confident of creating an organization that retains its core values, and leverages the changes in the environment.

Our mission is to provide innovative solutions /products and services of best quality that follow technology and become preferred service provider to our clients /user stakeholders and is to achieve sustainable revenue and earnings. Our strategy in future will be built on the pillars of:

- · Expand Client Relationships.
- · Diversification of Services
- Support Our Clients Through extended solutions, and
- Continually Improve

My fellow members at the Board and I have strong believe that the passion with your Company was incorporated fifteen years back needs to be re-lived by each one of us connected with Atishay; be it our employees, shareholders, clients or vendors. It will be only then that we will we be able to use this best suited metamorphosis tool of the twenty first century, that of technology, to make a meaningful change in the lives of billions of people around the Country.

As we keep working towards the common goal, we will continue to keep paramount in our minds the un-wavering importance of integrity and ethical business conduct.

Acknowledgments

I express my sincere thanks to the various officials of the Central and State Governments, our bankers and financial institutions for their on-going support and assistance to the Company.

Above all, our team at Atishay, remains the true source of our confidence and success. With their competence and dedication, they continue to bring "error free work will be done" confidence and faith on the faces/minds of our clients. I acknowledge their contribution and am hopeful that this team grows into a phenomenal force in times to come.

I would not want to miss the opportunity of thanking my fellow Board members and business Associates who have, at all times, provided us with their whole-hearted support. My profuse thanks, of course, are to our shareholders; for their deep and abiding trust in the Company.

Finally...

We are building a smarter, more competitive and more humane Company. Our Company's business model, which is both sustainable over the long term and fuelled by most attractive high-growth technologies, will provide stronger benefits to our Shareholders. Our road map is not just a list of targets; it is a management model built on developing multiple ways to create value.

I trust you share our excitement about your Company's performance and the way in which we building on our solid past to build an even brighter future.

Akhilesh Jain Managing Director

The Republicania

Our Competitive Strengths

We believe that the following are our principal competitive strengths, which differentiate us from other IT solutions providers:



Strong management team:



Our top management brings with them extensive experience in the

information technology industries. Many of our senior management are IT professionals, Engineers and Chartered Accountants with qualifications from the premier technical institutes in India, With a flat organizational structure, appraisal-based remuneration package, multi-cultural

workforce, a right mix of technological and business knowledge, customer-focused work orientation and a dynamic and challenging work environment; the Company would be able to keep up the employee satisfaction andmotivation levels.

Industry-specific knowledge and experience:



Our extensive experience in the information technology industries allows us to accurately define and deliver customized products and solutions to effectively address the business challenges faced by our clients in these industries. We have developed deep understanding and specialization in several domains which help us cultivate client relationships in industry verticals such as data management. We are engaged by some State Government organizations to increase revenues, reduce operating costs and boost profits, across a variety of business functions.

Ability to scale:



We have successfully managed our growth by investing in infrastructure and by recruiting, training and rapidly deploying new professionals from a pool of highly-qualified candidates. We can rapidly deploy resources and execute new projects through our scalable network. These factors allow us to execute large-scale, long-term projects in an efficient and cost-competitive manner.

Certified Client track record and Long-term client relationships:



The Company's client profile includes Government Corporations. Its major clientele include Chief Election officer, Maharashtra, Collector and District Election officer, UIDAI etc. We focus on establishing long-term relationships with our clients. We drive significant revenues from repeat business from existing clients. The Company's roster of clients provides it with an enormous referral base easing its subsequent selling efforts.

Strong focus on customer service and satisfaction:



Our experience & customer service management has been our core competency. We have strong focus on customer service and attempt to provide customer delight through our services. Our customers value us for our effective advice, efficient service, fast turn-around-times, timely responsiveness, quality consistency and integrity.

System Integration:



With extensive knowledge and experience with partners in hardware, software and networking solutions. Atishay Infotech Limited has the ability to provide comprehensive facility management of all IT infrastructures at the state, district and subdistrict levels, if required.

Project Commissioning:



We have the ability to undertake Operationalization and project management activities at various levels. We have well set processes for the hands-on training of the Government's staff. Atishay Infotech Limited has developed unique web enabled model to capture any shortcomings in the implementation process which allows us to fine tune the process and infrastructure for improved results.

Digitization:



As a part of software commissioning process, Atishay Infotech Limited has provided digitization/Data Entry Services to several Government departments and corporations. We have also evolved recruitment and a training methodology that help to identify, recruit & train the manpower at various levels. In addition to driving local employment, this enriches local resource preparedness for IT enabled activities



STRONG PROJECT EXECUTION CAPABILITIES

Atishay Infotech Limited has established itself as an end-to-end systems integrator and implementer of several standalone Governance projects through its strong back-end for software hardware / networking / data center & data processing expertise, last mile infrastructure & grass root level connectivity to deliver Mission Mode Projects (MMPs), experience of onground complexities in rural regions like flexible timings, power & connectivity issues, manpower training, and deep understanding of rural consumer mindset.

Government data to enable others to identify and extend its economic value by creating new and innovative products and services that are not bound by the functions of a single entity or agency.

Projects

E-Governance and Data Management Services:



Lok Seva Kendra (LSK):

The Madhya Pradesh government had introduced the Public Service Guarantee Act under the name "Madhya Pradesh Lok Sewaon Ke Pradan Ki Guarantee

Adhiniyam, 2010" to bring about transparency in government functioning and make officials accountable for delay in delivery. The basic purpose is granting of "right to public services", which are to be provided to the public by the designated official within the stipulated time frame. The public services which are to be granted as a right under the legislations are generally notified separately through Gazette notification. Some of the common public services which are to be provided within the fixed time frame as a right under the Madhya Pradesh Lok Sewaon Ke Pradan Ki Guarantee Adhiniyam, 2010, includes issuing caste, birth, marriage and domicile certificates, electric connections, voter's card, ration cards, copies of land records,

Through our LSKs, we provide Birth Certificate, Caste Certificate, Domicile Certificate, Tap water supply connection, Khasra copies and Death Certificate. Currently, we are managing 3 LSKs in the state of Madhya Pradesh located at

- Tahsil Office, Itarsi Tahsii, Itarsi, Dist.: Hoshangabad-461 111, Madhya Pradesh, India.
- Tahsil Office, Bankheri Tahsil, Bankheri, Dist.: Hoshangabad-461 990, Madhya Pradesh, India.
- Tahsil Office, Budni Tahsil, Budni, Dist.: Sehore-466 445, Madhya Pradesh, India

Function of LSK:

- Private Player applies for LSK for particular district/region.
- State Government provides permission to open LSK & enters into an agreement.
- Private Player open LSK and provides services to residents.

UIDAI (Unique Identification Authority of India):-



The Unique Identification Authority of India (UIDAI) is an agency of the Government of India, responsible for implementing the AADHAAR scheme, a unique identification project. It was established in the year 2009 and will own and operate the Unique Identification Number database. The authority provides a unique 12-digit ID number to all Indians. The authority maintains a database of the residents containing biometric and other data which is stored in a centralized database and

linked to the basic demographics and biometric information – photograph, ten fingerprints and iris – of each individual. It is easily verifiable in an online, cost-effective way.

Atishay Infotech Limited is involved in the implementation of Aadhaar scheme since 2010-11. We are empanelled to operate in eleven states for Aadhaar Enrollment. These states are Madhya Pradesh, Chhattisgarh, Gujarat, Maharashtra, Bihar, Delhi, Rajasthan, Uttar Pradesh, Uttarakhand, Jharkhand and Goa. We are registered under "F3 T3" category for the same. Also, we are empanelled in fourteen states for Aadhaar Seeding. These states are Madhya Pradesh, Chhattisgarh, Gujarat, Maharashtra, Bihar, Delhi, Rajasthan, Uttar Pradesh, Uttarakhand, Jharkhand, Haryana, Punjab, Himachal Pradesh and Goa. We are registered under "F4 T2" category for the same.

We have generated more than 53.50Lakhs AADHAAR cards.

(source: portal.uidai.gov.in).

Permanent Aadhaar Enrollment Centers:



National Securities Depository Limited (NSDL): Recently have appointed Atishay Infotech Limited as empanelled Agency to provide multiple services related to Aadhaar Project, for the purpose we have initiated Permanent Aadhaar Enrollment centers at different Districts headquarters, till now 10 Permanent Enrollment Centers are installed and around 25 more PECs are planned to set up in next one quarter.

Raj COMP Info Services Ltd (an under taking of Government of Rajasthan): have also authorized us to set up Permanent Aadhaar Enrollment Centers at Thirteen Districts and Block Head Quarters Sikar, Jhunjhunu, Hanumangarh, Shringanagar, Nagaur, Alwar, Ajmer, Udaipur, Jaipur Chittorgarh, Jhalawar, Bundi, and Kota.

EPIC (Election Photo Identity Card):-



The Election Commission of India is competent to issue elector's photo identity cards to the voters for their identity during the elections and to prevent bogus voting. Elector Photo ID Card list includes all the details of citizens who are eligible and entitled to cast vote in elections. Elector Photo ID Cards are developed according to Assembly Constituency. Elector Photo ID includes several identifying features (e.g. photograph, signature, address etc.) to identify the voter accurately. In India, Elector Photo ID card is the most important document of Identity which has many utilities

- It is used as an address proof in different departments like opening bank account, applying for passport, and so on.
- It serves as acknowledgement that the voter is duly registered.
- It may be marked when the voter has obtained a ballot, preventing multiple voting.
- It is designed as simple for a voter, who has a low literacy rate.

We are involved in the implementation of Elector Photo ID card scheme with large scale data entry and processing with documents, data entry, scanning & cropping of images for the preparation of EPIC and preparation of photo electoral rolls, split- mergers and integration of data. We have set a DPL (Designated Photographic Location) center at rural and urban area which include online & offline approach. We have created more than 5 crore online/ offline EPIC cards. We have completed election work for Madhya Pradesh, Jammu & Kashmir, Maharashtra, and Gujarat & Rajasthan. Currently, we are working in the state of Maharashtra covering all 288 Constituencies for EPIC Cards printing, Photo roll generation, BLO Register and in the state of Madhya Pradesh for 4 Constituencies for printing EPIC in Urdu Language.

Rashtriya Swasthya Bima Yojna (RSBY):



Rashtriya Birna Swasthya Yojana Scheme was launched in 2008 by the Ministry of Labour & Employment (MOLE) Government of India, with the objective of providing health insurance to the poorest strata of society, i.e. Below Poverty Line (BPL) households and unprivileged citizens who are belonging to Labour category. The primary aim of RSBY is to protect BPL households from catastrophic health expenditure and to promote health-seeking behaviour in them. The costs of this scheme are borne in the ratio of 3:1 between the central government and the state.

Benefits of this scheme are as follows:

- The scheme shall provide coverage for meeting expenses of hospitalization for medical and/or surgical procedures of beneficiary members up to Rs.30,000 per family per year subject to limits, in any of the network hospitals. The benefit on family will be on floater basis, i.e., the total reimbursement of Rs.30,000 can be availed of individually or collectively by members of the family per year.
- Pre-existing conditions/diseases to be covered, subject to minimal exclusions.
- Coverage of health services relating to surgical nature can also be provided on a day care basis.

Postal Life Insurance and Rural Postal Life Insurance:



In past, we have digitized and issued and issued approx. 1.25 lacs Postal life insurance (PLI) and Rural Postal Life policies (RPIL) with Department of Chief Post Master General, MP (Bhopal). Postal Life Insurance (PLI) was introduced on 1st February 1884 with the express approval of the Secretary of State (for India). It covers employees of Central and State Governments, Central and State Public Sector Undertakings, Universities, Government aided Educational institutions, nationalized Banks, Local bodies etc. PLI also extends the facility of insurance to the officers and staff of the Defense services and Para-Military forces. Apart from single insurance policies, Postal Life Insurance also manages a Group Insurance scheme for the Extra Departmental Employees (Gramin Dak Sevaks) of the Department of

Bhamashah Project of Govt. of Rajasthan:



The Government of Rajasthan has embarked upon Bhamashah Financial Empowerment Scheme, (BFES) whereby the Government will deposit Rs.1500/- into the savings accounts of 50 lakh rural families belonging to Below Poverty Line (BPL), Small & Marginal Farmers and identified SC/ST families. It has also been decided to take up Government of India, Ministry of Labour – Rural Health Insurance Scheme.

eMitra:-



The objective of this project of Govt. of Rajasthan is "To provide all Government services to the common man in his locality, through a one-stop-shop (integrated service delivery), ensuring efficiency, transparency, & reliability."

The services are delivered via counters known as CSC (Common Service Center) kiosks in rural areas and eMitra kiosks in urban areas and also ONLINE through eMitra portal (www.emitra.gov.in)

Atishay has been

- Service delivery at Citizen Doorsteps in far-flung remote locations
- Bring Accountability, Efficiency &Transparency in service delivery process
- Running around several far-off Government offices for availing services
- · Multiple outlets for each department
- Limited working days, resulting in long waiting time before the actual delivery of the Service
- Manual Processes
- · Difficult record keeping
- · Discrete processes across districts
- Difficult and in-accurate data analysis from manually maintained records

