

*NYSSA CORPORATION
LIMITED*

36TH

ANNUAL REPORT

(2016-17)

NYSSA CORPORATION LIMITED

36th Annual Report (2016-17)

BOARD OF DIRECTORS:

Mr. Prasanna Shirke	-	Director
Mrs. Shubhada Shirke	-	Non Executive Director (Women Director)
Mr. Vivek Sharma	-	Non Executive Independent Director
Mr. Kamlesh Tiwari	-	Non Executive Independent Director

REGISTERED OFFICE

002, Gulmohar Complex, Opp. Anupam Cinema, Station Road, Goregaon (E), Mumbai 400063, Maharashtra, India

Tel. No.: 022-60502425

Website www.nyssacorporationltd.com; Email: nyssacorp@gmail.com

AUDITORS

M/s. CLB & Associates,

77, Mulji Jetha Bldg, 3rd Floor, 185/187,
Princess Street, Marine Lines,
Mumbai- 400 002

Tel: 022- 22052224/ 22066860

Website: www.clb.co.in

Email: info@clb.co.in

REGISTRAR & SHARE TRANSFER

Sharex Dynamic (India) Private Ltd.

Unit No.1, Luthra Industrial Premises,
Andheri Kurla Road, Safed Pool,
Andheri(E), Mumbai- 400 072

Tel: 28515606/ 28528087/ 28516338

Website: www.sharexindia.com

Email: sharexindia@vsnl.com

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NOTICE

NOTICE is hereby given that the 36th Annual General Meeting of the Members of Nyssa Corporation Limited will be held Friday, September 29, 2017 at 03.30 PM (IST) at 1st Floor, Mewad Bhavan, Cello Compound, Sonawala Road, Sonawala Estate, Goregaon (East), Mumbai 400063, Maharashtra, India to transact the following Business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited Financial Statements of the Company for the year ended March 31, 2017 together with the Reports of the Board of Directors and Auditor's thereon.
2. 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 139 of the Companies Act, 2013 and the Rules made thereunder, (including any modification(s) and re-enactment(s) thereon, for time being in force), and pursuant to the recommendations of the audit committee of the Board of Directors, **M/s. CLB & Associates, Chartered Accountants, Mumbai, [Firm Regd. No.124305W]** be and is hereby re-appointed as the Statutory Auditors of the Company, whose term expires at the conclusion of the forthcoming Annual General Meeting, for term of 4 years i.e. from the conclusion of this Annual General Meeting to be held for Financial Year ended 2017 till the conclusion of the 40th Annual General Meeting to be held for the Financial Year ended 2021.

“RESOLVED FURTHER THAT the Board of Directors be and are hereby authorized to fix such remuneration payable to them for the financial year 2017-18, as may be determined by the audit committee in consultation with the auditors and that such remuneration may be paid as may be agreed upon between the auditors and the Board of Directors.”

SPECIAL BUSINESS:

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

“RESOLVED THAT Mrs. Shubhada Shirke, (DIN: 07654041) who was appointed by the Board of Directors as an additional director of the Company with effect from 10th November, 2016, and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 161 (1) of the Companies Act, 2013 (“the Act”) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing her candidature for the office of Director of the Company, be and he is hereby appointed a Director of the Company (Non-Executive) whose office shall be liable to retirement by rotation.”

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

“RESOLVED THAT Mr. Prasanna Shirke, (DIN: 07654053) who was appointed by the Board of Directors as an additional director of the Company with effect from 10th November, 2016, and who holds office up to the date of the forthcoming Annual General Meeting of the Company in terms of Section 161 (1) of the Companies Act, 2013 (“the Act”) and in respect of whom the Company has received a notice in writing from a member under Section 160 of the Act proposing his candidature for the office of Director of the Company, be and he is hereby appointed a director of the Company whose office shall be liable to retirement by rotation.”

5. 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 20 of the Companies Act 2013 and other applicable provisions, if any, of the said Act and relevant rules prescribed there under, whereby a document may be served on any member by the company by sending to him by post or by registered post or by speed post or by courier or by electronic or other mode as may be prescribed, the consent of the company be and is hereby accorded to charge from the member the fee in advance equivalent to the estimated actual expenses of delivery of the documents, pursuant to any request made by the shareholder for delivery of such document

to him, through a particular mode of services mentioned above provided such request along with requisite fee has been duly received by the Company at least one week in advance of the dispatch of document by the company and that no such request shall be entertained by the company post the dispatch of such document by the company to the shareholder.”

“**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, director or key managerial personnel of the company be and are hereby severally authorized to do all acts, deeds, matters and things as they may in their absolute discretion deem necessary, proper or desirable and to settle any question, difficulty, doubt that may arise in respect of the matter aforesaid and further to do all acts, deeds, matters and things as may be necessary , proper or desirable or expedient to give effect to above resolution.”

For and on behalf of the Board of Directors

sd/-
Prasanna Shirke
Director
[DIN: 07654053]

Place: Mumbai
Date: 21/08/2017

REGISTERED OFFICE:

Office No. 02, Gulmohar Complex,
Opposite Anupam Cinema,
Station Road, Goregaon (East),
Mumbai – 400063,
Maharashtra, India

Details of Directors seeking appointment / re-appointment at the Annual General Meeting
[In pursuance of Regulation 36 of the SEBI (Listing Obligations and
Disclosure Requirements), Regulations, 2015]

Name of Director	Mrs. Shubhada Shirke	Mr. Prasanna Shirke
Date of Birth	23/10/1973	20/11/1968
Actual date of Appointment	10/11/2016	10/11/2016
A brief resume of the director	Completed her education from Sindhudurg, Maharashtra. She has several years experience in managing the administration and other areas of office management.	Completed his education from Kohinoor Technical Institute, Mumbai. Has over one and half decade of experience in civil line, electrical installation setup, general accounts and finance. Has earlier worked with groups such as Saraf & co., Integrated solution services etc.
Expertise in Specific Functional Area	Office Administration and Management	Civil Construction, Electrical Installions, General Accounts & Finance
Directorships held in other listed companies (As on March 31, 2017)	None	None
Chairmanships/ Memberships of the Committees of the Board of Directors of other listed companies (As on March 31, 2017)	Nil	Nil
Shareholding of Directors (As on March 31, 2017)	Nil	Nil
Relationship between Directors inter-se	Wife of Mr. Prasanna Shirke	Husband of Mrs. Shubhada Shirke

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. The proxy form should be lodged with the Company at its Registered Office at least 48 hours before the commencement of the Meeting.

A person can act as a proxy on behalf of members not exceeding fifty 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 a proxy for any other person or shareholder.

3. A proxy shall not have a right to speak at the AGM and shall not be entitled to vote except on poll.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, September 22, 2017 to Friday, September 29, 2017 (both days inclusive).
5. Corporate members intending to send their authorized representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
6. Members who hold shares in electronic form are requested to write their Client ID and DP ID number and those who hold shares in physical form are requested to write their folio number in the attendance slip for attending the meeting to facilitate identification of membership at the AGM.
7. For convenience of members, an attendance slip, proxy form and the route map of the venue of the Meeting are annexed hereto. Members are requested to affix their signature at the space provided and hand over the attendance slips at the place of meeting. The proxy of a member should mark on the attendance slip as 'proxy'.
8. Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 for items of Special Businesses is annexed herewith.
9. All documents referred to in the Notice are open for inspection at the Registered Office of the Company during office hours on all days except Sunday & public holidays between 11.00 a.m. and 1.00 p.m. up to the date of Annual General Meeting.
10. The Annual Report 2016-2017, the Notice of the 36th Annual General Meeting and instructions for e-voting, along with the Attendance slip and Proxy form are being sent by electronic mode to all the members whose email address are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email addresses, physical copies of the aforesaid documents are being sent by permitted mode.
11. IF THE MEMBERS HAVE ANY QUERIES ON THE AUDITED ACCOUNTS, BOARD'S REPORT & AUDITOR'S REPORT, THE SAME SHOULD BE FORWARDED TO THE COMPANY IN WRITING AT ITS REGISTERED OFFICE AT LEAST 10 DAYS BEFORE THE MEETING SO THAT THE SAME CAN BE REPLIED AT THE TIME OF ANNUAL GENERAL MEETING TO THE MEMBERS' SATISFACTION.
12. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013, will be available for inspection by members at the AGM.
13. The Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the members at the AGM.
14. Additional information, pursuant to Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment/re-appointment at the AGM, is furnished as annexure to the Notice. The directors have furnished consent / declaration for their appointment / re-appointment as required under the Companies Act, 2013 and the Rules thereunder.
15. Taking into consideration the composition of the Board of Directors of the Company, no Director shall be liable to retire by rotation pursuant to Section 152 of the Companies Act, 2013 and hence the ordinary business relating to the same has not been inserted in the Notice of AGM.

16. Members are requested to bring their copies of the reports to Annual General Meeting.
17. Members holding shares in the same set of names under different ledger folios are requested to apply for consolidation of such folios along with share certificates to the Registrar & Share Transfer Agent.
18. 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. Friday, September 22, 2017.
19. Members are requested to promptly notify any changes in their addresses to the Registrar & Share Transfer Agent.
20. The Company is providing facility for voting by electronic means (e-voting) through an electronic voting system which will include remote e-voting as prescribed by the Companies (Management and Administration) Amendment Rules, 2015 as presently in force and the business set out in the Notice will be transacted through such voting.
21. The Securities and Exchange Board of India ("SEBI") has mandated the submission of Income Tax 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 details to the Company or its Registrar and Share Transfer Agents.
22. The route map for reaching the venue of the 36th Annual General Meeting is attached to this Report.
23. In order to exercise strict control over the transfer documents, members are requested to send the transfer documents/ correspondence, if any, directly to:

SHAREX DYNAMIC (INDIA) PRIVATE LIMITED

Unit: Nyssa Corporation Limited

Share Transfer Agent

Unit 1, Luthra Ind Premises,

Safed Pool, Andheri Kurla Road,

Andheri (East), Mumbai – 4400072.

Ph. 022 – 28515606 Fax: 022-28512885

Instructions for Voting through electronics means:

In compliance with Regulation 44, SEBI Listing Obligation and Disclosure Requirements, 2015, provisions of Section 108 and other applicable provisions of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 36th Annual General Meeting (AGM) by electronic means ("e-Voting") and the items of business as detailed in this Notice may be transacted through e-voting services provided by Central Depository Services (India) Limited (CDSL).

The Members may cast their votes through E-voting from a place other than the venue of the AGM ("**Remote E-voting**").

The Members who have cast their vote by Remote E-voting may also attend the Meeting but shall not be entitled to cast their vote again.

The Remote E-voting facility will commence from 9.00 AM (IST) on Tuesday, September 26, 2017 and will end at 5.00 PM (IST) on Thursday, September 28, 2017. Remote E-voting will not be allowed beyond the aforesaid date and time and the Remote E-voting module shall be disabled by CDSL upon expiry of aforesaid period.

Voting rights shall be reckoned on the paid-up value of shares registered in the name of the Member / beneficial owner as on the **cut-off date i.e. Friday, September 22, 2017.**

The Members whose names appear in the Register of Members / list of beneficial owners as on the cut-off date i.e. Friday, September 22, 2017, only shall be entitled to vote on the Resolutions set out in this Notice.

The Board of Directors at their meeting held on August 21, 2017 has appointed Mr. Deep Shukla, Practicing Company Secretary (Membership No. FCS 5652) as the Scrutinizer to scrutinize the E-voting process and voting done through physical ballot paper at the AGM in a fair and transparent manner.

The Scrutinizer shall, after scrutinizing the votes cast at the AGM and through Remote E-voting, not later than 3 (three) days from the conclusion of the AGM make a consolidated Scrutinizer's report and submit the same to the Chairman of the meeting.

The results declared alongwith the Scrutinizer's Report shall be placed on the website of the Company www.nyssacorporationltd.com and on the website of CDSL and shall also be communicated to BSE Limited.

Subject to receipt of requisite number of votes, the resolutions shall be deemed to be passed on the date of the AGM i.e. Friday, September 29, 2017.

The instructions for e-voting are as under:

- i. The voting period begins on from **9.00 AM (IST) on Tuesday, September 26, 2017 and will end at 5.00 PM (IST) on Thursday, September 28, 2017**. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date **Friday, September 22, 2017**, may cast their vote electronically.
- ii. The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- iii. Click on "Shareholders" tab.
- iv. Now, select the "**Nyssa Corporation Limited**" from the drop down menu and click on "SUBMIT"
- v. Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- vi. Next enter the Image Verification as displayed and Click on Login.
- vii. If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- viii. If you are a first time user, follow the steps given below:

	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 first two letters of their name and the 8 digits of the sequence number in the PAN Field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL Letters. Eg. If your name is Rajesh 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 amount 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 number of shares held by you as on the cut off date in the Dividend Bank details field.

- ix. After entering these details appropriately, click on "SUBMIT" tab.
- x. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is also to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- xi. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- xii. Click on the EVSN for the relevant NYSSA CORPORATION LIMITED on which you choose to vote.
- xiii. On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/ NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- xiv. Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- xv. After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- xvi. Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- xvii. You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- xviii. If Demat account holder has forgotten the same password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- xix. Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store and the Windows Phone Store respectively. Please follow the instructions as prompted by the mobile app while voting on your mobile.
- xx. Note for Institutional Shareholders & Custodians:
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporate.
 - 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 they have to create 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.
- xxi. 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
- xxii. The voting rights of the members shall be in proportion to their of paid-up equity share capital of the Company as on relevant date **Friday, September 22, 2017**.

For and on behalf of the Board of Directors

sd/-
Prasanna Shirke
Director
[DIN: 07654053]

Place: Mumbai
Date: 21/08/2017

REGISTERED OFFICE:

Office No. 02, Gulmohar Complex,
Opposite Anupam Cinema,
Station Road, Goregaon (East),
Mumbai – 400063,
Maharashtra, India

EXPLANATORY STATEMENT PRUSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013

Item No. 3:

The Board at its meeting held on 10th November, 2016 appointed Mrs. Shubhada Shirke as an additional director with immediate effect.

In terms of the provisions of Section 161 (1) of the Act, Mrs. Shubhada Shirke would hold office up to the date of ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mrs. Shubhada Shirke for the office of Director of the Company (Non-Executive).

Keeping in view the experience and expertise of Mrs. Shubhada Shirke, the Board considers it desirable that the Company should receive the benefit of her valuable experience and advice and accordingly commends the resolution at Item No. 3 for approval by the members.

Mr. Prasanna Shirke and Mrs. Shubhada Shirke are interested and concerned in the Resolution mentioned at Item No. 3 of the Notice. None of the other director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 3 of the Notice.

Item No. 4:

The Board at its meeting held on 10th November, 2016 appointed Mr. Prasanna Shirke as an additional director with immediate effect.

In terms of the provisions of Section 161 (1) of the Act, Mr. Prasanna Shirke would hold office up to the date of ensuing Annual General Meeting.

The Company has received a notice in writing from a member along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of Mr. Prasanna Shirke for the office of Director of the Company.

Keeping in view the experience and expertise of Mr. Prasanna Shirke, the Board considers it desirable that the Company should receive the benefit of her valuable experience and advice and accordingly commends the resolution at Item No. 4 for approval by the members.

Mrs. Shubhada Shirke and Mr. Prasanna Shirke are interested and concerned in the Resolution mentioned at Item No. 4 of the Notice. None of the other director, key managerial personnel or their respective relatives are concerned or interested in the Resolution mentioned at Item No. 4 of the Notice.

Item No. 5:

Pursuant to the provisions of Section 20 of the Companies Act, 2013, a document may be served on a company or an officer thereof by sending it to the company or the officer at the registered office of the company by registered post or by speed post or by courier service or by leaving it at its registered office or by means of such electronic or other mode as may be prescribed.

Further, for filing of documents with the Registrar in electronic mode, a document may be served on Registrar or any member by sending it to him by post or by registered post or by speed post or by courier or by delivering at his office or address, or by such electronic or other mode as may be prescribed. However, if a member requests for delivery of any document through a particular mode, for which he shall pay such fees as may be determined by the company in its annual general meeting.

Taking into consideration the above provision, your Board places before the Members the resolution proposed in Item No. 5 for their approval.

None of the Directors, their relatives of any Key Managerial Personnel may be deemed to be in any way, concerned or interested, financially or otherwise in passing of this resolution.

For and on behalf of the Board of Directors

Place: Mumbai
Date: 21/08/2017

sd/-
Prasanna Shirke
Director
[DIN: 07654053]

REGISTERED OFFICE:

Office No. 02, Gulmohar Complex,
Opposite Anupam Cinema,
Station Road, Goregaon (East),
Mumbai – 400063,
Maharashtra, India