

BOARD MEMBERS

Mr. Ajivit Dey -Director
Mr. Pradeep Kumar Garg - Director
Mr. Pradip Dey - Director
Mr. Rakesh Bajaj - Director
Mr. Raj Kumar Tharad - Director
Mrs Swati Garg - Director

STATUTORY AUDITOR

M/S. S. K. Das & Associates
Chartered Accountants
Kolkata

SECRETARIAL AUDITOR

Neha Godha & Associates

REGISTERED OFFICE

B-6, Hema Industrial Estate
Sarvodaya Nagar, Jogeshwari East
Mumbai – 400 060
Tel : 033-22312890
E-mail : poonamcorp@yahoo.co.in
Website : www.shyamainfosys.in
CIN No. : L24235MH1996PLC057150

REGISTRARS & TRANSFER AGENTS

Niche Technologies Private Limited
Block-D, Room No. 511
B R B Bose Road
Kolkata – 700001
Tel: +91 33 22343576

PRINCIPAL BANKER

Corporation Bank
Indian Bank

NOTICE

Notice is hereby given that the 26th Annual General Meeting of Shyama Infosys Limited will be held at B-6, Hema Industrial Estate, Sarvodaya Nagar, Jogeshwari East, Mumbai – 400 060 on Friday, 26th day of September, 2016 at 11:00 A.M. to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2016 and Statement of Profit & Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a director in place of Shri Rakesh Bajaj and Shri Raj Kumar Tharad who retire by rotation and being eligible, offer themselves for re-appointment.
3. To ratify the appointment of Auditors and to fix their remuneration and in this regard 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 Sections 139(9) and 142(1) and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under, the appointment of M/s. S. K. Das & Associates, Chartered Accountants (Registration No. 313040E) in the Annual General Meeting until the next Annual General Meeting is hereby ratified in this Annual General Meeting till conclusion of next Annual General Meeting, with such remuneration as may be decided by the Board of Directors of the Company.”

Registered Office:
B-6, Hema Industrial Estate
Sarvodaya Nagar
Jogeshwari East
Mumbai- 400 060
Date: 30.05.2016

By Order of the Board
For, **Shyama Infosys Limited**
Sd/-
Pradeep Kumar Garg
Director
DIN 00067205

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Businesses to be transacted at the Meeting is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF I HER-SELF AND THE PROXY NEED NOT BE A MEMBER.

Pursuant to the provisions of section 105 of the Companies Act, 2013, a person can act as proxy on behalf of not more than 50 (fifty) Members and holding in aggregate not more than ten percent of the total share capital of the Company. Members holding more than ten percent (10%) of the total share capital of the Company may appoint a single person as proxy, who shall not act as proxy for any other Member.

Proxy 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 time for holding the meeting.

3. 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 authorizing their representative to attend and vote on their behalf at the Meeting.
4. For the convenience of members and for proper conduct of the meeting, entry to the place of meeting will be regulated by attendance slip, which is a part of the Notice. Members are requested to sign at the place provided on the attendance slip and hand it over at the entrance to the venue.

Members / proxies should bring the duly filled Attendance Slip attached herewith to attend the meeting. Duplicate Attendance Slip and / or copies of the Annual Report shall not be issued/ available at the venue of the Meeting.

Members, who hold shares in dematerialized form, are requested to bring their Client ID and DP ID Nos. for easier identification of attendance at the meeting

5. The Register of Directors and Key Managerial Personnel and their shareholding will be available for inspection by the members at the AGM.
6. A member desirous of getting any information on the accounts of the Company is requested to send the queries to the Company at least 10 days in advance of the meeting.
7. The Register of Members and Share Transfer Books of the Company shall remain closed from 17th September 2016 to 25th September 2016 (both days inclusive) for the purpose of Annual General Meeting.
8. The brief profile of the Directors proposed to be appointed / re-appointed, is given in the explanatory statement to the Notice and also in the section on Corporate Governance.
9. Members holding shares in physical form are requested to intimate change in their registered address mentioning full address in block letters with Pin code of the Post Office and bank particulars to the Company's Registrar and Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.

Members whose shareholding is in the electronic mode are requested to inform change of address and updates of savings bank account details to their respective depository participants. Members are encouraged to utilize the Electronic Clearing System (ECS) for receiving dividends.

10. The Notice of the AGM along with the Annual Report for 2015-16 are being sent by electronic mode to those Members whose e-mail addresses are registered with the Company / Depositories, unless any Member has requested for a physical copy of the said documents. For Members who have not registered their e-mail addresses, physical copies of the above mentioned documents are being sent. All these above mentioned documents will also be available on the Company's website www.shyamainfosys.in for download by the Members. We, request the Members to update their email address with their depository participant to ensure that the annual reports and other documents reach them on their preferred email address. Members holding shares in physical form may intimate us their e-mail address along with name, address and folio no. for registration at poonamcorp@yahoo.co.in

11. As mandated by The Securities and Exchange Board of India (SEBI), every participant in the securities market has to submit Permanent Account Number (PAN). Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their de mat accounts. Members holding shares in physical form can submit their PAN details to the Company / RTA.

12. VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by Central Depository Services (India) Limited (CDSL).

The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper. The members who have cast their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.

The process and manner for remote e-voting are as under:

The remote e-voting period commences on 22nd September, 2016 (9:00 am) and ends on 24th September, 2016 (5:00 pm). During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 18th September 2016, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by CDSL for voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.

The shareholders should log on to the e-voting website www.evotingindia.com during the voting period

Click on "Shareholders" tab.

Now Enter your User ID

For CDSL: 16 digits beneficiary ID,

For NSDL: 8 Character DP ID followed by 8 Digits Client ID,

Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.

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.

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) 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 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 with the depository or in the company records for your folio in dd/mm/yyyy format
Bank Account Number (DBD)	Enter the Bank Account Number as recorded in your demat account with the depository or in the company records for your folio. Please Enter the DOB or Bank Account Number in order to Login. If both the details are not recorded with the depository or company then please enter the member-id / folio number in the Bank Account Number details field as mentioned in above instruction (iv).

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

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 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.

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

Click on the EVSN for the relevant Company Name i.e. Shyama Infosys Limited on which you choose to vote on which you choose to vote.

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.

Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.

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.

You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.

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.

Note for Institutional Shareholders & Custodians :

Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to <https://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 they have to create a compliance user which 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

13. Institutional Members / Bodies Corporate (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution / Authority letter etc. together with attested specimen signature of the duly authorized

signatory(ies) who are authorized to vote through e-mail at kamaliaassociates@gmail.com with a copy marked to helpdesk.evoting@cdslindia.com on or before 24th September 2016, upto 5:00 pm without which the vote shall not be treated as valid.

14. 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 of 19th September, 2016.

15. The notice of Annual General Meeting will be sent to the members, whose names appear in the register of members / depositories as at closing hours of business, on 22st August, 2016.

16. The shareholders shall have one vote per equity share held by them as on the cut-off date of 19th September, 2016. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.

17. Since the Company is required to provide members the facility to cast their vote by electronic means, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date of 19th September, 2016 and not casting their vote electronically, may only cast their vote at the Annual General Meeting.

18. Notice of the EOGM along with attendance slip, proxy form along with the process, instructions and the manner of conducting e-voting is being sent electronically to all the members whose e-mail IDs are registered with the Company / Depository Participant(s). For members who request for a hard copy and for those who have not registered their email address, physical copies of the same are being sent through the permitted mode.

19. Investors who became members of the Company subsequent to the dispatch of the Notice / Email and holds the shares as on the cut-off date i.e. 17th September, 2016 are requested to send the written / email communication to the Company at poonamcorp@yahoo.co.in by mentioning their Folio No. / DP ID and Client ID to obtain the Login-ID and Password for e-voting.
20. M/s. Kamalia Associates, Advocate has been appointed as the Scrutinizer to scrutinize the remote e-voting process and voting at the AGM in a fair and transparent manner. The Scrutinizer will submit, not later than 3 days of conclusion of the AGM, a consolidated Scrutinizer's Report of the total votes cast in favour or against, if any, to the Chairman of the Company or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
- 21 The Results declared along with the Scrutinizer's Report shall be placed on the Company's website www.grfinance.co.in and on the website of CDSL. The same will be communicated to the BSE Limited, Mumbai and The Calcutta Stock Exchange, Kolkata.

By Order of the Board of Directors
For Shyama Infosys Ltd.
Pradeep Kumar Garg
Director
DIN 00067205

Place: Mumbai
Date: 30.05.2016

SHYAMA INFOSYS LIMITED

CIN: L24235MH1996PLC057150

Regd. Office: B-6, Hema Industrial estate, Sarvodaya Nagar Jogeshwari East, Mumbai- 400 060, Ph: 033 22312890
Email: Shyamainfosys57@gmail.com, Website: www.shyamainfosys.in

PROXY FORM

(26th Annual General Meeting- 26th September, 2016)

FORM NO. MGT 11

[Pursuant To Section 105(6) of the Companies Act, 2013 of the Companies (Management and Administration) Rules, 2014]

CIN : **L24235MH1996PLC057150**
Name of the Company : **SHYAMAINFOSYS LIMITED**
Regd Office : **B-6, Hema Industrial Estate, Sarvodaya Nagar
Jogeshwari East, Mumbai 400 060**

Name of the members :
Registered Address :
E mail ID : Folio No. / Client No. :
DP ID :

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

1. Name: E-mail Id
Address Signature.....or failing him
2. Name: E-mail Id
Address Signature.....or failing him
3. Name: E-mail Id
Address Signature.....or failing him

As my/ our proxy to attend and vote (on a poll) for me/us and on my/ our behalf at the 26th Annual General Meeting/ Extraordinary general meeting of the company, to be held on Monday, 26th day of September 2016 at 11:00 a.m./ p.m. at Mumbai and at any adjournment thereof in respect of such resolutions as are indicated.

ResolutionNo. Ordinary Business	Resolution	Optional	
		For	Against
1.	Ordinary Resolution to consider and adopt of Audited Financial Statements, Reports of the Board of directors and Auditors for the financial year ended 31st March, 2016.		
2.	Ordinary Resolution for Re-appointment of Rakesh Bajaj and Raj Kumar Tharad who retires by rotation and being eligible offer themselves for re- appointment		
3.	Ordinary Resolution for Appointment of Auditors and to fix their remuneration.		

Signed this..... Day of2016

Signature of the Shareholder (s).....Signature of Proxy(s).....

Notes: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.

**Affix Revenue
Stamp not
Less than Rs.
0.15**

SHYAMA INFOSYS LIMITED

CIN: L24235MH1996PLC057150

Regd. Office: B-6, Hema Industrial estate, Sarvodaya Nagar Jogeshwari East, Mumbai- 400 060, Ph: 033 22312890

Email: Shyamainfosys57@gmail.com, Website: www.shyamainfosys.in

ATTENDANCE SLIP

1. Full Name of Member/ Proxy attending the meeting _____

2. Whether FIRST HOLDER / JOINT HOLDER _____
/ PROXY (Strike out whichever is not
applicable) _____

3. Full Name of First Holder
(If Joint Holder / Proxy attending)

I certify that I am a registered shareholder / proxy for the registered shareholder of the company. I hereby record my presence at the 26th Annual General Meeting of the company to be held on Friday the 26th September, 2016 at 11:00 A.M. at B-6, Hema Industrial Estate, Sarvodaya Nagar, Jogeshwari east, Mumbai – 400 060.

DPID.....

Signature of the Shareholder / proxy.....Folio No.....

Notes:

1. This attendance slip is valid only in case shares are held on the date of meeting. 2. No Gifts / Company Products shall be given at the meeting.

SHYAMA INFOSYS LIMITED

CIN: L24235MH1996PLC057150

Regd. Office: B-6, Hema Industrial estate, Sarvodaya Nagar Jogeshwari East, Mumbai- 400 060, Ph: 033 22312890
Email: Shyamainfosys57@gmail.com, Website: www.shyamainfosys.in

(ANNEXURE TO THE NOTICE FOR THE 26th ANNUAL GENERAL MEETING OF THE COMPANY TO BE HELD ON 25th September, 2016)

Name & Registered Address :
Of Sole/First named Member

Joint Holders Name (If any) :

Folio No. / DP ID & Client ID :

No. of Equity Shares Held :

Dear Shareholder,

Subject: Process and manner for availing E-voting facility:

Pursuant to Provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of the Listing Agreement, the Company is pleased to provide E-voting facility to the members to cast their votes electronically on all resolutions proposed to be considered at the Annual General Meeting (AGM) to be held on Monday, 26th of September, 2016 at 11:00 A.M. at B-6, Hema Industrial Estate, Sarvodaya Nagar, Jogeshwari East Mumbai- 400060 and at any adjournment thereof.

The Company has engaged the services of Central Depository Services (India) Limited (CDSL) to provide the e-voting facility. The e-voting facility is available at the link <https://www.evotingindia.com>.

The Electronic Voting Particulars are set out below:

EVS (Electronic Voting Sequence Number)	User ID	PAN / Sequence No.
150901052		

The E-voting facility will be available during the following voting period:

Remote e-Voting Start On	Remote e-Voting End On
Thursday 22nd September, 2016 from 9:00 A.M. (IST)	Saturday 24th September, 2016 till 5:00 P.M. (IST)

Please read the instructions mentioned in Point No.5 of the Notice before exercising your vote.

By Order of the Board of Directors
For **Shyama Infosys Ltd.**

Pradeep Kumar Garg
Director
DIN 00067205

Place: Mumbai
Date: 30.05.2016

Encl: AGM Notice/Attendance Slip/Proxy Form/Ballot-Form/Annual Report

DIRECTORS' REPORT

To,
The Members,

Your Directors have pleasure in presenting the 26th Annual Report of your Company along with Audited Statement of Accounts for the financial year ended 31 March, 2016.

1. FINANCIAL SUMMARY OF THE COMPANY

The Financial Performance of your Company for the year ended 31 March, 2016 is summarized below:

Particulars	31st March, 2016	31st March, 2015
Profit/loss Before Taxation and provision, depreciation	33732	8142
Less: Depreciation	28968	29286
Profit/(Loss) Before Tax	4764	(21144)
Less: Tax Expenses	12000	10000
Profit/(Loss) For The Year	(7236)	(31144)
Add: Balance as per Last Financial Statements	(3123622)	(3092478)
Surplus/(Deficit) in the Statement of Profit and Loss	(3130858)	(3123622)

2. STATE OF COMPANY'S AFFAIR

Your company is engaged in information technology services. Apart from the same, your company is also engaged in investment activities. The Company had recorded total income of Rs.33.66/- Lacs in the current year against Rs.19.80 Lacs in corresponding previous year with a net loss after tax of Rs.7236 /- in the current year against Rs. 31144/- in corresponding previous year.

3. CHANGES IN NATURE OF BUSINESS

There has been no change in nature of business of the company during F.Y 2015-2016

4. DIVIDEND

In view of the planned business growth, yours Director's has decided that the funds of the Company are required for future expansion of the Company and so the profits of the Company for the year ended 31st March 2016 shall be deployed for the said purpose. The Board decided not to recommend any dividend for the year ended 31st March 2016.

5. SHARE CAPITAL

The paid up Equity Share Capital as on 31st March, 2016 stood at Rs. 10,06,44,000/-. During the year under review, the company had not issued any fresh share capital.

6. TRANSFER TO RESERVES

No amount was transferred to the reserves during the financial year ended 31st March 2016.

7. DIRECTORS & KEY MANAGERIAL PERSON

DIRECTORS

Your Board comprises of 5 Independent Directors. Independent Directors provide their declarations both at the time of appointment and annually confirming that they meet the criteria of independence as prescribed under Companies Act, 2013 and Clause 49 of the Listing Agreement. During Financial Year 2015-2016 your Board met 16 (sixteen) times details of which are available in Corporate Governance Report annexed to this report.

As per Section 149 of the Companies Act 2013, the Company is under process of appointment of Women Director on the Board.