

SHYAMA INFOSYS LIMITED

(Formerly known as Poonam Corporation Limited)

CIN: L24235MH1996PLC057150

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

Email: Poonamcorp@yahoo.co.in, Website: www.shyamainfosys.in.

NOTICE

Notice is hereby given that the 25th Annual General Meeting of **Shyama Infosys Limited** will be held at B-6, Hema Industrial Estate, Sarvodaya Nagar, Jogeshwari East, Mumbai-400060 on Friday, 25th day of September, 2015 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, 2015 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 Pradeep Kumar Garg and Shri rakesh Bajaj who retire by rotation and being eligible, offer themselves for re-appointment.
3. To appoint S. K. Das & Associates, Chartered Accountants, as Auditors of the Company and to fix their remuneration.

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

Date: 29.05.2015

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

NOTES:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING, IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF/HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY NOT LESS THAN FORTY EIGHT HOURS BEFORE THE TIME FIXED FOR THE MEETING.
2. The Register of Beneficial Owners, Register of Members and the share transfer book of the company will remain closed from 19th September, 2015 to 25th September, 2015 (both days inclusive).
3. All documents referred to in the accompanying notice are open for inspection at the registered office of the company during business hours on all working days except Saturdays between 11 A.M. to 1 P.M. upto the date of ensuing Annual General Meeting.
4. Members are informed that in case of joint holders attending the meeting, only such joint holders who is higher in order of names will be entitled to vote.
5. **VOTING THROUGH ELECTRONIC MEANS**
 - I. 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).
 - II. 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.
 - III. **The process and manner for remote e-voting are as under:**
 - (i) The remote e-voting period commences on 22nd September, 2015 (9:00 am) and ends on 24th September, 2015 (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, 2015, 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.

- (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 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, excluding the special characters.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	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 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. <ul style="list-style-type: none"> • 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).

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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.

- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
 - (xi) Click on the EVSN for the relevant Company Name i.e. SHYAMA INFOSYS LIMITED on which you choose to vote.
 - (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
 - (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
 - (xiv) After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
 - (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
 - (xvi) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
 - (xvii) If Demat account holder has forgotten the 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.
 - (xviii) 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.
 - (xix) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com
6. 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, upto 5:00 pm without which the

vote shall not be treated as valid.

7. 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 18th September, 2015.
8. 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 14th August, 2015.
9. The shareholders shall have one vote per equity share held by them as on the cut-off date of 18th September, 2015. The facility of e-voting would be provided once for every folio / client id, irrespective of the number of joint holders.
10. 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 18th September, 2015. And not casting their vote electronically, may only cast their vote at the Annual General Meeting.
11. Notice of the AGM 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.
12. Investors, who became members of the Company subsequent to the dispatch of the Notice / Email and hold the shares as on the cut-off date i.e. 18th September, 2015 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.
13. 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.
14. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website shyamainfosys.co.in and on the website of CDSL. The same will be communicated to Calcutta Stock Exchange.

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PROXY FORM

(25th Annual General Meeting- 25th September, 2015)

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 : SHYAMA INFOSYS 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 25th Annual General Meeting/ Extraordinary general meeting of the company, to be held on Friday, 25th day of September at 11:00 a.m./ p.m. at Mumbai and at any adjournment thereof in respect of such resolutions as are indicated.

Resolution No.	Resolution	Optional	
		For	Against
Ordinary Business:			
1.	Ordinary Resolution to consider and adopt of Audited Financial Statements, Reports of the Board of directors and Auditors for the financial year ended 31 st March, 2015.		
2.	Ordinary Resolution for Re-appointment of Pradeep Kumar Garg and Rakesh Bajaj 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 of2015

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

Affix Revenue Stamp not Less than Rs. 0.15
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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.

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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 registere shareholder / proxy for the registered shareholder of the company.
I hereby record my presence at the 25th Annual General Meeting of the company to be held on
Friday the 25th September, 2015 at 11:00 A.M. at B-6, Hema Industrial Estate, Sarvodaya
Nagar, Jogeshwari east, Mumbai – 400 060.

.....

..... DP ID/Client ID

Signature of the Shareholder / proxy

..... Folio No

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

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**(ANNEXURE TO THE NOTICE FOR THE 25th ANNUAL GENERAL MEETING OF THE
COMPANY TO BE HELD ON 25th September, 2015**

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 Friday, 25th of September, 2015 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:

EVSN (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
Tuesday 22 nd September, 2015 from 9:00 A.M. (IST)	Thursday 24 th September, 2015 till 5:00 P.M. (IST)

Please read the instructions mentioned in the Notice before exercising your vote.

Place: Mumbai

Date: 24.08.2015

By Order of the Board
For Shyama InfosysLtd

Pradeep Kumar Garg
Director

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