

**AASHEE
INFOTECH
LIMITED**

**29TH ANNUAL REPORT
2015-2016**

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AASHEE INFOTECH LIMITED

BOARD OF DIRECTORS	Ms. Prachi Sachdeva Mr. Anil Kumar Jain Mr. Rajesh Girotra Mr. Harender Kumar	Managing Director Director Director Director
STATUTORY AUDITORS	M/s. UBS & Company Chartered Accountants 203, Shree Ganesh Complex, 32B, Vir Sawarker Block, Shakarpur, Delhi-110092	
COMPANY SECRETARY	Mr. Anand Parkash Sharma	
CHIEF FINANCIAL OFFICER	Ms. Mamta Jain	
REGISTERED OFFICE	Plot No. 2, Daulatabad Road, Gurgaon, Haryana-122006.	
CORPORATE OFFICE	307, Lusa Tower, Azadpur, Delhi-110033.	
CONTACT NO.	011-40424242	
FAX NO.	011- 40424200	
REGISTRAR AND TRANSFER AGENT	Beetal Financial & Computer Services Pvt. Ltd. Beetal House, 3 rd Floor, 99, Madangir, Behind Local Shopping Centre, New Delhi-110062	
E- MAIL ID	info@asheefotech.com	
STOCK EXCHANGE	<ul style="list-style-type: none"> • Bombay Stock Exchange • Delhi Stock Exchange • Ahmadabad Stock Exchange • Ludhiana Stock Exchange 	
BANKER	ICICI Bank (Model Town)	

AASHEE INFOTECH LIMITED

Regd. Office: Plot No. 2, Daulatabad Road, Gurgaon, Haryana-122006.

CIN: L15142HR1987PLC049459 **Email:** info@asheefotech.com

NOTICE

Notice is hereby given that the 29th Annual General Meeting of Aashee Infotech Limited will be held on Friday, 23rd September, 2016 at 3:00 P.M. at the Registered Office of the Company at Plot No. 2, Daulatabad Road, Gurgaon, Haryana-122006 to transact the following businesses:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Audited financial statements of the Company for the year ended March 31, 2016, including the audited Balance Sheet as at March 31, 2016, the Statement of Profit and Loss for the year ended on that date and the Cash Flow Statement for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint Mr. Harender Kumar (DIN: 07197815), as Director who retires by rotation and being eligible, offers himself for re-appointment.
3. **To ratify the appointment of auditor of the Company, and to fix their remuneration and to pass the following resolution as an ordinary resolution thereof:**

“RESOLVED THAT pursuant to the provisions of Sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), the appointment of statutory auditors of the Company, M/s. UBS & Company, Chartered Accountants, (Firm Registration No. 012351N) be and is hereby ratified by the members of the Company till the conclusion of 30th Annual General Meeting of company at such remuneration as may be determined by the Board of Directors of the Company based on the recommendation of the Audit Committee.”

SPECIAL BUSINESS

4. INCREASE IN BORROWING LIMIT OF THE COMPANY

To consider and, if thought fit, to pass, the following resolution as a **Special Resolution:**

“RESOLVED THAT pursuant to Section 180 (1)(c) and any other applicable provisions of the Companies Act, 2013 and the rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the consent of the members be and is hereby accorded to the Board of Directors to borrow any sum or sums from time to time notwithstanding that the money already borrowed by the Company (apart from temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid up capital of the Company and its free

reserves, that is to say reserves not set apart for any specific purposes provided however, the total amount so borrowed shall not exceed Rs. 40,00,00,000/- (Rupees Forty Crore only).”

RESOLVED FURTHER THAT any one director of the company be and is hereby authorized to do all necessary acts, deeds, things necessary and incidental thereto to give effect to the above resolution.”

5. ADOPTION OF NEW SET OF MEMORANDUM OF ASSOCIATION

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, read with Companies (Incorporation) Rules, 2014 (including any amendment thereto or re-enactment thereof), the new set of Memorandum of Association primarily based on Table A under the Act, be and is hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Memorandum of Association of the Company with the immediate effect.

RESOLVED FURTHER THAT any one Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

6. ADOPTION OF NEW SET OF ARTICLES OF ASSOCIATION

To consider and, if thought fit, to pass, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of section 14 of Companies Act, 2013 ('the Act'), Schedule I made there under, read with the Companies (Incorporation) Rules, 2014 and all other applicable provisions, if any, of the Act (including any statutory modification(s) or re-enactment thereof for the time being in force), the new set of Articles of Association primarily based on Table F under the Act, be and is hereby approved and adopted in substitution, and to the entire exclusion, of the regulations contained in the existing Articles of Association of the Company with the immediate effect.

RESOLVED FURTHER THAT any one Director of the Company be and is hereby authorized to do all such acts, deeds and things as may be necessary to give effect to the above resolution.”

7. TO APPOINT MR. LAKSHAY CAHDHA AS INDEPENDENT DIRECTOR OF THE COMPANY

To Consider and if thought fit, to pass the following resolution as an **Ordinary Resolution**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 ('the Act') and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), Mr. Lakshay Chadha (holding DIN: 07402301), who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for appointment and in respect of whom the Company has received a notice in writing from a

Member proposing his candidature for the office of Director, be and is hereby appointed as Independent Director of the Company, for five consecutive years with effect from September 23, 2016 up to September 22, 2021 and whose office shall not be liable to determination by retirement of directors by rotation.

RESOLVED FUTHER THAT any one Director be and is hereby authorized to do all the acts, things and e-filing which are necessary to give effect to the above said resolution.”

By Order of the Board of Directors
For Aashee Infotech Limited
For Aashee Infotech Ltd.

Anand Sharma
Company Secretary
Company Secretary

Anand Parkash Sharma
Membership No.: F- 2836

Place: Delhi

Date: 12th August, 2016

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT ONE OR MORE PROXIES TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PURSUANT TO SECTION 105 OF THE COMPANIES ACT, 2013 READ WITH THE COMPANIES (MANAGEMENT AND ADMINISTRATION) RULES, 2014 A PERSON SHALL NOT ACT AS PROXY FOR MORE THAN FIFTY (50) MEMBERS 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 10% OF THE TOTAL SHARE CAPITAL OF COMPANY CARRYING VOTING RIGHTS MAY APPOINT A SINGLE PERSON AS PROXY AND SUCH PERSON SHALL NOT ACT AS PROXY FOR ANY OTHER PERSON OR SHAREHOLDER.
2. A blank proxy form (MGT-11) is attached herewith.
3. Corporate Members intending to send their authorized representative to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
4. The instrument appointing proxy, duly stamped completed and signed, should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
5. A detail of Directors seeking appointment / reappointment in Annual General Meeting pursuant to listing agreement and secretarial standard-2 is provided hereunder. The said Director has furnished necessary consents/ declarations for their re-appointment.

Details of Directors seeking re-appointment as required under Listing agreement and secretarial standard-2

PARTICULARS	DETAILS
Name of Director	Mr. Harender Kumar
Date of Birth	August 12, 1985
Expertise in Specific functional area	Experience of over 4 years in the areas of accounts, taxation, corporate law, Audit & Allied matters in India
Qualification	MBA in Finance
No. of equity shares held in the Company	NIL
List of other Companies in which directorship are held (excluding Foreign Companies & Section 8 Companies)	Lusa Private Limited
List of all committees of Board of Directors (across all companies) in which Chairmanship/ membership is held (includes only Audit committee and Shareholders/ Investor Grievance committee)	-Audit Committee -Share Transfer Committee

Details of Independent Director seeking appointment as required under section 149 read with Schedule IV of the Act

PARTICULARS	DETAILS
Name of Director	Mr. Lakshay Chadha
Date of Birth	September 17, 1981
Expertise in Specific functional area	He has more than 10 years of experience and exposure in Global Market, Portfolio Management Services and Audit of Companies.
Qualification	Post Graduate
No. of equity shares held in the Company	NIL
Disclosure of relationship between directors inter-se	NA
List of other Companies in which directorship are held (excluding Foreign Companies & Section 8 Companies)	01
List of all committees of Board of Directors (across all companies) in which Chairmanship/ membership is held (includes only Audit committee and Shareholders/ Investor Grievance committee)	NIL
Shareholding of non-executive directors	NIL

6. A Statement pursuant to Section 102 of the Companies Act, 2013, relating to the Special Business to be transacted at the meeting is given herein.
7. All documents referred to in the accompanying Notice and the Explanatory Statement is open to inspection by the members at the registered office of the Company on all working days up to the date of Annual General Meeting between 10:00 AM and 12:00 PM.
8. Members are requested to notify change in address (if any) immediately, at the Registered Office of the Company.
9. The Register of members and Share Transfer books of the Company will remain closed from Saturday, 17th September, 2016 to Friday, 23rd September, 2016 (both days inclusive), for the purpose of Annual General Meeting.

VOTING THROUGH ELECTRONICS MEANS

In compliance with the provisions of Regulation 44 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirement), Listing Agreements, Section 108 of the Companies Act 2013 and Companies (Management and Administration) Rules, 2014 the Company is offering e-voting facility to all its Members to enable them to exercise their right to vote on all matters listed in this Notice by electronics means.

For this purpose, the Company has entered into an agreement with CDSL for facilitating e-voting.

The instructions for members for voting electronically are as under:-

In case of members receiving e-mail:

- (i) The voting period begins on Monday, 19th September, 2016 and ends on Thursday, 22nd September, 2016. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of Friday, 16th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on "Shareholders" tab.
- (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*	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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. <p>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.</p>

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.

- (ix) After entering these details appropriately, click on “SUBMIT” tab.
- (x) 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.
- (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 <Company Name> 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 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.

(xix) Note for Non-Individual Shareholders and Custodians

- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates.
- They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
- After receiving the login details they have to create a user who would be able to link the account(s) 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.
- They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

In case of members receiving the physical copy:

- (A) Please follow all steps from sl. no. (i) to sl. no. (xvii) above to cast vote.
- (B) The voting period begins on Monday, 19.09.2016 at 09:00 A.M. and ends on Thursday, 22.09.2016 at 05:00 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 (record date) of 16th September, 2016, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (C) 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.co.in under help section or write an email to helpdesk.evoting@cdslindia.com.

General Instructions:

- The e-voting period will commence on Monday, 19th September, 2016 (9.00 A.M.) and ends on Thursday, 22nd September, 2016 (05.00 P.M.) (Both days inclusive). During this period, Members holding shares either in physical form or in dematerialized form, as on the cut off date of Friday, 16th September, 2016 may cast their vote electronically. The e-voting module shall be disabled by CDSL thereafter. Please note that once the vote on a resolution has been cast, Members cannot change it subsequently.
- Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- M/s Jain Preeti & Company, Company Secretaries have been appointed by the Company to act as the Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.
- The Scrutinizer shall within a period of three working days from the conclusion of the e-voting period submit his report in respect of the votes cast in favour or against each of the resolutions as set out in this Notice, to the Chairman of the Company.

- The Results shall be declared by the Chairman at the meeting of the Company. The results declared along with the Scrutinizer's Report shall be placed on the Company's website viz., info@asheeinfotech.com and on the website of CDSL on or before September 26, 2016.
- All documents referred to in this Notice and Statement setting out material facts and other statutory registers are open for inspection by the Members at the Registered Office of the Company between 10.00 A.M. to 12.00 noon on all working days except Saturdays, Sundays and National Holidays up to the date of the AGM.
- For security reasons and for proper conduct of the Meeting, entry to the place of the Meeting will be regulated by the Attendance Slip, which is annexed to the Proxy Form. Members / Proxies are requested to bring their Attendance Slip complete in all respects and signed at the place provided there at and hand it over at the entrance of the Meeting venue.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM NO.4

Section 180 (1) (c) of the Companies Act, 2013 requires that the Board of Directors shall not borrow in excess of the Company's paid up share capital and free reserves, apart from temporary loans obtained from the Company's bankers in the ordinary course of business, except with the consent of the Company accorded by way of a special resolution.

It is therefore, necessary for the members to pass a Special Resolution u/s 180 (1) (c) and other applicable provisions of the Companies Act, 2013, as set out at Item No. 4 of the notice, to enable to the Board of Directors to borrow money in excess of the aggregate of the paid up share capital and free reserves of the Company. Approval of members being sought to borrow money upto Rs. 40,00,00,000/- (Rupees Forty crore only) in excess of the aggregate of the paid up share capital and free reserves of the Company.

None of the Directors of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4.

Your Directors recommend the resolution for approval.

ITEM NO.5 & 6

ADOPTION OF NEW SET OF MEMORANDUM AND ARTICLES OF ASSOCIATION

The existing Memorandum and Articles of Association (MOA/AOA) were based on the Companies Act, 1956 and several regulations in the existing MOA/AOA contain references to specific sections of the Companies Act, 1956 and some regulations in the existing MOA/AOA are no longer in conformity with the New Companies Act, 2013.

Hence, it is considered expedient to wholly replace the existing AOA by a new set of Articles and amend MOA to some extent which shall be in conformity with the Companies Act, 2013. The Members of the Company can also obtain a copy of the same from the registered office of the Company. The draft MOA/ AOA shall be available for inspection during the meeting and can be inspected by members during the business hours at the registered office of the company.

None of the Directors /Key Managerial Personnel of the Company / their relatives is, in any way, concerned or interested, financially or otherwise, in the Special Resolution set out at Item No. 5 & 6 of the Notice.

The Board of Directors of the Company recommends the Resolution to be passed as a Special Resolution as set out in Item No. 5 & 6 of the accompanying Notice for approval of the members.

ITEM NO.7**APPOINTMENT OF MR. LAKSHAY CHADHA AS INDEPENDENT DIRECTOR OF THE COMPANY**

Section 149 of the Companies Act, 2013, provides that every listed public company shall have at least one third of the total number of directors as independent directors. The independent Director can be appointed for any period up to 5 years but can be reappointed for other term of not more than 5 years by passing a special resolution.

The Company has received from **Mr. Lakshay Chadha**, a consent in writing to act as Director in form DIR -2 pursuant to Rule 8 of Companies (Appointment and Qualification of Directors) Rules, 2014 and intimation in Form DIR-8 in terms of Companies (Appointment and Qualification of Directors) Rules, 2014 to the effect that he is not disqualified under sub-section 2 of Section 164 of the Companies Act, 2013.

The Nominations Committee has recommended the appointment of Mr. Lakshay Chadha as Independent Directors from September 23, 2016 up to September 22, 2021.

The Board has undertaken due diligence of aforesaid person to determine his eligibility for appointment as Independent Director on the Board, bases upon his qualification, expertise, track record integrity etc. recommended his appointment to the shareholders for a period of five years, i.e. up to September, 2021. Further "In the opinion of the Board, the independent director proposed to be appointed fulfills the conditions specified in the Act and the rules made there under and that the proposed director is independent of management." In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of Mr. Lakshay Chadha as Independent Director is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Director shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

Disclosure under Reg. 34 of SEBI (Listing Obligation & Disclosure Requirement), Regulations 2015 with the Stock Exchange in respect of aforesaid persons is as under:

MR. LAKSHAY CHADHA

Mr. Lakshay did his M.Com in Finance from Delhi University. He has more than 10 years of experience and exposure in Global Market, Portfolio Management Services and Audit of Companies.

A skilled and profitable Derivatives Trader in all Market Volatile Environments and a keen Analyst with excellent relationship, Management Skills and abilities in liasioning with Vendors, External and Internal Clients and various Regulatory Authorities.

He has worked with JayPee Capital Services Ltd. as a Senior Derivatives Trader and presently working with Jatalia Global Ventures Ltd. as a Forex & Trade Controller.

Place: Delhi
Date: 12.08.2016

By Order of the Board of Directors
For Aashee Infotech Limited
For Aashee Infotech Ltd.

Anand Sharma
Company Secretary
Company Secretary

Anand Parkash Sharma
Membership No.: F- 2836

DIRECTOR'S REPORT

To
The Members,
Aashee Infotech Limited

Your Directors have pleasure in presenting the 29th Annual Report and the business & operations of the Company **Aashee Infotech Limited** for the financial year ended 31st March 2016.

FINANCIAL RESULTS

The summary of the financial performance of the Company for the financial year ended 31st March, 2016 compared to the previous year ended 31st March, 2015 are given below:

Particulars	(Rupees in Lakh)	
	2015-16	2014-15
Sales & Other Income	547.65	2813.73
Profit / (Loss) Before Tax	0.72	1.28
Prior Period Item	-	0.02
<u>Tax Expenses</u>		
Current Tax	0.18	0.41
Deferred Tax	0.06	0.00
Previous year Tax	0.00	(0.05)
Profit / (Loss) After Taxation carried to Balance Sheet	0.48	0.90

SHARE CAPITAL

The Authorized Share Capital of the Company is Rs. 4,00,00,000 (Rupees Four crore) divided into 38,50,000 (Thirty Eight Lakh Fifty Thousand Rupees Only) Equity Shares of Rs. 10/- (Rupees Ten) each and 1,50,000 (One Lakh Fifty Thousand Rupees only), 10% Redeemable Preference Shares of Rs. 10/- each.

REVIEW OF OPERATIONS

Revenue for Financial year ended on March 31, 2016 stood at Rs. 54,764,846 as against Rs. 281,372,808 in the previous year which shows decrease in revenue of Rs. 226,607,962. After providing the depreciation of Rs. 104,962 and taxation of Rs. 24,398 (in addition to other Expenses paid), the net profit of the Company for the year under review was placed at Rs. 47,506 as against Rs. 90,114 in the previous year.

Your Company had incurred the less revenue due to falling margins and intense competition in the products dealt with by the Company. Strategic Review Committee was formed to review the marketing strategy and to suggest changes in the product mix. This has resulted in arrest of steep fall in Income of the Company for the year ended 31st March, 2016. In fact the Company has been able to earn a modest profit in year under review. It is also expected that the operations of the company would improve in the years to come.

EXTRACT OF THE ANNUAL RETURN

The details forming part of the extract of the Annual Return in form MGT-9 is annexed herewith as “**Annexure A**”

NUMBER OF MEETINGS OF THE BOARD

The Board met 09 (Nine) times during the financial year, the details of which are given under the Corporate Governance report that forms part of this Annual Report. The intervening gap between the any two meetings was within the period prescribed by the Companies Act, 2013.

DIRECTORS RESPONSIBILITY STATEMENT

In terms of Section 134 (5) of the Companies Act, 2013, the directors would like to state that:

- i) In the preparation of the annual accounts, the applicable accounting standards have been followed.
- ii) The directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a year and of the profit or loss of the Company for the year under review.
- iii) The directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of this Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities.
- iv) The directors have prepared the annual accounts on a going concern basis.
- v) The directors had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and were operating effectively.
- vi) The directors had devised proper system to ensure compliance with the provisions of all applicable laws and that such system were adequate and operating effectively.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each independent Director u/s 149(7) of the Companies Act, 2013 that he/she meets the criteria of independence laid down in u/s 149(6) of the Companies Act, 2013 and SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015.

STATUTORY AUDITORS

M/s. UBS & CO, Chartered Accountants (Firm Registration No. 012351N), Delhi, having office at 203, Shree Ganesh Complex, 32B, Vir Sawarker Block, Shakarpur, Delhi-110092, Statutory Auditors of the Company holds office until the conclusion of the ensuing Annual General Meeting subject to ratification of their appointment at ensuing AGM. In terms of the first proviso to section 139 of the Companies Act, 2013, the appointment of the auditor shall be placed for ratification at every Annual General Meeting. Accordingly, the appointment of M/s.

UBS & CO, Chartered Accountants, as statutory auditors of the Company is placed for ratification by the shareholders.

The Auditors Report for the financial year 2015- 2016 does not contain any qualification, reservation or adverse remark. The Auditor's Report is enclosed with the financial statements in this Annual Report.

SECRETARIAL AUDITOR

Pursuant to provisions of section 204 of the Companies Act, 2013 and The Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, the company has appointed M/s Jain Preeti & Company, Company Secretaries to undertake the Secretarial Audit of the Company.

As required under section 204 (1) of the Companies Act, 2013 the Company has obtained a Secretarial Audit Report that does not contain any qualification, reservation or adverse remark. The Secretarial Audit report is annexed herewith as "**Annexure B**".

PARTICULARS OF LOANS, GUARANTEES AND INVESTMENTS

Loans, Guarantees and Investments u/s 186 of the Companies Act, 2013 form part of the notes to the financial statements provided in this Annual Report.

PARTICULARS OF CONTRACTS OR ARRANGEMENT MADE WITH RELATED PARTIES

Particulars of contracts or arrangements with related parties referred to in section 188(1) of the Companies Act, 2013, in the prescribed Form AOC-2, is appended as "**Annexure C**" to the Board's report.

POLICIES

We seek to promote and follow the highest level of ethical standards in all our business transactions guided by our value system. The SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 mandated the formulation of certain policies for all Listed Companies. All our Corporate Governance policies are available on our website www.aasheefotech.com. The policies are reviewed periodically by the Board and updated based on need and new compliance requirement.

In addition to its Code of Conduct and Ethics, key policies that have been adopted by the Company are as follows:

<i>S.no</i>	<i>Name of the Policies</i>	<i>Brief Description</i>	<i>Web Link</i>
1.	Nomination and Remuneration policy	This policy formulates the criteria for determining qualifications, competencies, positive attributes and independence for the appointment of a director (executive/	http://aasheefotech.com/policy.html

		non-executive) and also the criteria for determining the remuneration of the Directors, KMP and other employees.	
2.	Policy for Determining Materiality for Disclosures	This policy applies to disclosures of material events affecting the Company. This policy is in addition to the Company's corporate policy statement on investor relations, which deals with the dissemination of unpublished price sensitive information. The Company is committed to being open and transparent with all stakeholders.	http://aasheefotech.com/policy.html
3.	Code of Conduct for Director and Senior Managerial Persons	The Company in its Board of Directors Meeting has approved the "Code of Conduct" applicable for all Board members and senior managerial persons. As per requirements of the listing agreement a copy of "Code of Conduct" was sent to all Directors. A copy of the same is also available at Registered Office of the Company.	http://aasheefotech.com/policy.html
4.	Policy for Preservation Documents	In terms of Regulation 9 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Board of Directors of company has adopted this Policy for Preservation of Documents.	http://aasheefotech.com/policy.html
5.	Vigil Mechanism/ Whistle Blower Policy	The Company has adopted the whistleblower mechanism for Directors and employees to report concerns about unethical behavior, actual or suspected fraud, or violation of the Company's code of conduct and ethics.	http://aasheefotech.com/policy.html
6.	Related Party Transaction Policy	The policy regulates all transactions between the Company and its related parties.	http://aasheefotech.com/policy.html
7.	Insider Trading Policy	The policy provides the framework in dealing with securities of the Company.	http://aasheefotech.com/policy.html
8.	Anti-Sexual Harassment	The Company has in place a Prevention of Sexual Harassment policy in line with the	http://aasheefotech.com/policy.html

	Policy	requirements of the Sexual Harassment of Women at the Workplace (Prevention, Prohibition and Redressal) Act, 2013. An Internal Complaints Committee has been set up to redress complaints received regarding sexual harassment. All employees (permanent, contractual, temporary, trainees) are covered under this policy. During the year 2015-2016, no complaints were received by the Company related to sexual harassment	
9.	Risk Management Policy	Your Company has established a comprehensive risk management policy to ensure that risk to the Company's continued existence as a going concern and to its development are identified and addressed on timely basis.	http://aasheefotech.com/policy.html

INTERNAL CONTROL SYSTEMS AND THEIR ADEQUACY

The Company has established internal control systems which is adequate commensurate with its size and nature of operations so as to ensure smoothness of operations and compliance with applicable legislation.

TERMS AND CONDITION OF INDEPENDENT DIRECTOR

The terms and conditions of appointment of the Independent Directors are subject to the extant provisions of the applicable laws, including the Companies Act, 2013 ('2013 Act'), Regulation 25 of SEBI(Listing Obligation and Disclosure Requirement) Regulation,2015 and Articles of Association of the Company. The details of the Terms and Condition of Independent Director are available on the given link;
<http://aasheefotech.com/policy.html>.

CODE OF PRACTICES AND PROCEDURE FOR FAIR DISCLOSURE OF UNPUBLISHED PRICE SENSITIVE INFORMATION

In accordance with SEBI (Prohibition of Insider Trading) Regulation, 2015, the Board of Directors has adopted the Code of Practices and Procedure for fair disclosure of Unpublished Price Sensitive Information to be followed by Directors, Employees and other connected
<http://aasheefotech.com/policy.html>.

MATERIAL CHANGES DURING THE PERIOD

S.No.	Event	Remarks
1.	Tenure Completion of Independent Director	Mr. Arun Kumar Jain was appointed on 22.06.2006 as an Independent Director in the Board of the Company. Pursuant to sec 149 (6), the tenure of Mr. Arun Kumar Jain has been completed on 21.06.2016 and therefore the Board has considered the matter of cessation in its Board meeting dated on 20.07.2016

TRANSFER TO RESERVES

Owing to the moderate profits and the need of ploughing back in the Company the generated profits during the year, the company has not transferred any amount to the reserves of the Company.

DIVIDEND

In view of the fund needed for Business opportunities, your Directors do not recommend any Dividend for the Financial Year ended on 31st March, 2016.

STATUTORY INFORMATION REGARDING CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION AND FOREIGN EXCHANGES AND OUTGO

Statement containing the necessary information as required u/s 134(3) read with Companies (Accounts) Rules, 2014 is given are as under:

	Current Year 2015-16	Previous Year 2014-15
Energy Conservation	Nil	Nil
Technology Absorption	Nil	Nil
Foreign Exchange Earnings and Outgoing	Nil	Nil

BOARD EVALUATION

In accordance with provision of Regulation 25 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 and Listing Agreement mandates that the Board shall review and monitor the Board evaluation framework. The Companies Act, 2013 states that a formal annual evaluation needs to be made by the Board of its own performance and that of its committees and the individual directors. Schedule IV of the Companies Act, 2013 states that the performance evaluation of independent directors shall be done by the entire Board of Directors excluding the director being evaluated. The evaluation of

Board of Directors and the Board as a whole was conducted based on the criteria and framework adopted by the Board.

DIRECTORS

Articles of Association of the Company provide that at least two-third of our Directors shall be subject to retirement by rotation. One-third of these retiring Directors must retire from office at each Annual General Meeting of the Shareholders. The Retiring Directors are eligible for re-election.

Mr. Harender Kumar, Director retires by rotation and being eligible offer himself for re-appointment at the ensuing Annual General Meeting.

AUDIT COMMITTEE

Details pertaining to composition of Audit Committee are included in the report on Corporate Governance. All the recommendations made by Audit Committee were accepted by Board.

CHIEF FINANCIAL OFFICER

Mrs. Mamta Jain serves as the Chief Financial Officer of the Company..

COMPANY SECRETARY

Mr. Anand Parkash Sharma serves as the Company Secretary of the Company.

SUBSIDIARIES

The Company does not have any subsidiary.

CORPORATE GOVERNANCE AND MANAGEMENT DISCUSSION & ANALYSIS REPORTS

The Corporate Governance and Management Discussion & Analysis Report, which form an integral part of this Report, are set out as separate Annexure, together with the Certificate from M/s Jain Preeti & Co., Company Secretary in Practice in compliance with the requirements of Corporate Governance as stipulated in Regulation 27 of Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 and of the Listing Agreement.

FAMILIARIZATION PROGRAMME FOR INDEPENDENT DIRECTORS

To provide insights into the Company to enable the Independent Directors to understand the Company's business in depth the Company has initiated the programme. Details of the familiarization programme of the independent directors are available on Company's website <http://aasheefotech.com/policy.html>.

INDUSTRIAL RELATIONS

During the year under review, your Company enjoyed cordial relationship with workers and employees at all levels.

INVESTOR RELATIONS

Your Company always endeavors to keep the time of response to shareholders request/grievance at the minimum. Priority is accorded to address all the issues raised by the shareholders and provide them a satisfactory reply at the earliest possible time. The Shareholders Grievances Committee of the Board meets periodically and reviews the status of the Shareholders Grievances.

DECLARATION BY INDEPENDENT DIRECTORS

The Company has received necessary declaration from each independent director under Sec.149(7) of Companies Act,2013 that he/she meets the criteria of independence laid down in Sec.149(6) of Companies Act,2013 and Clause 49 of Listing Agreement.

PARTICULARS OF EMPLOYEES

The information required pursuant to Section 197 read with rule 5 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 in respect of employees of the Company, is provided upon request. In terms of Section 136 of the Act, the reports and accounts are being sent to the members and others entitled thereto, excluding the information on employees' particulars which is available for inspection by the members at the Registered office of the company during business hours on working days of the company up to the date of ensuing Annual General Meeting. If any member is interested in inspecting the same, such member may write to the company secretary in advance.

ACKNOWLEDGMENT

Your Directors would like to express their sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and member during the year under review. Your Directors also wish to place on record their deep sense of appreciation for the committed services by the Company's executives and staff.

By Order of the Board of Directors
For Aashee Infotech Limited

Place: Delhi
Date: 12.08.2016


Managing Director
Prachi Sachdeva
DIN: 07242052


Director
Harender Kumar
DIN: 07197815

**FORM NO. MGT 9
EXTRACT OF ANNUAL RETURN**

As on financial year ended on 31.03.2016

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014**

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L15142HR1987PLC049459
2.	Registration Date	03/09/1987
3.	Name of the Company	AASHEE INFOTECH LIMITED
4.	Category/Sub-category of the Company	Company Limited By Shares. Indian Non-Government Company.
5.	Address of the Registered office & contact details	Plot No.2, Daulatabad Road, Gurgaon, Haryana-122006 info@asheefotech.com
6.	Whether listed company	Listed
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	BEETAL FINANCIAL & COMPUTER SERVICES (P) LTD. Beetal House, 3 rd Floor, 99Madangir, B/H Local Shopping Centre, New Delhi-110062.

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

S. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	Carry out the business of Information Technology, developing software, internet and all activities related buying, selling of Computer Hardware and to develop various Software	620	100

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES-

All the business activities contributing 10% or more of the total turnover of the company shall be stated:-

S.No.	Name and Description of main products/ services	NIC Code of the Product/ service	% to total turnover of the company
1		N.A.	
2			
3			

VI. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year[As on 31-March-2015]				No. of Shares held at the end of the year[As on 31-March-2016]				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	816720	NIL	816720	22.04	816720	NIL	816720	22.04	NIL
b) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) Bodies Corp.	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Any other	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Total shareholding of Promoter (A)	816720	NIL	816720	22.04	816720	NIL	816720	22.04	NIL
B. Public Shareholding									

1. Institutions									
a) Mutual Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Banks / FI	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
c) Central Govt	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
d) State Govt(s)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
e) Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
f) Insurance Companies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
g) FIIs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
h) Foreign Venture Capital Funds	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
i) Others (specify)	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (B)(1):-	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
2.Non-Institutions									
a) Bodies Corp.	47143	69900	117043	3.16	50133	69900	120033	3.23	2.55
i) Indian	47143	69900	117043	3.16	50133	69900	120033	3.23	2.55
ii) Overseas	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
b) Individuals									
i) Individual shareholders holding nominal share capital up to Rs. 1lakh	116777	1323800	1440577	38.87	124297	1316700	1440997	38.90	0.03 %
ii) Individual shareholders holding nominal share capital in excess of Rs 1lakh	982180	165100	1147280	30.96	978770	165100	1143870	30.87	(0.30 %)
c)Others (HUF)	133800	50300	184100	4.97	133800	50300	184100	4.96	0.00
Non Resident Indians	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Overseas Corporate Bodies	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Foreign Nationals	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL

Clearing Members	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Trusts	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Foreign Bodies - D R	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Sub-total (B)(2):-	1279900	1609100	2889000	77.96	1287000	1602000	2889000	77.96	NIL
Total Public Shareholding (B)=(B)(1)+(B)(2)	1279900	1609100	2889000	77.96	1287000	1602000	2889000	77.96	NIL
C. Shares held by Custodian for GDRs & ADRs	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL	NIL
Grand Total (A+B+C)	2096620	1609100	3705720	100	2103720	1602000	3705720	100	2.55%

B) Shareholding of Promoter-

S N	Shareholder's Name	Shareholding at the beginning of the year			Shareholding at the end of the year			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	CHAMAN LAL JAIN-HUF	202600	5.47	NIL	202600	5.47	NIL	NIL
2	CHAMAN JAIN	614120	16.57	NIL	614120	16.57	NIL	NIL

C) Change in Promoters' Shareholding (please specify, if there is no change)

SN	Particulars	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	At the beginning of the year	-	-	-	-
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase	-	-	-	-

	/ decrease (e.g. allotment /transfer / bonus/ sweat equity etc.):				
	At the end of the year	-	-	-	-

**D) Shareholding Pattern of top ten Shareholders:
(Other than Directors, Promoters and Holders of GDRs and ADRs):**

SN	For Each of the Top 10 Shareholders	Shareholding at the beginning of the year		Shareholding at the End of the year	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Rajiv Kumar Mangla	200000	5.40	200000	5.40
2.	Vijay Kumar	133500	3.60	133500	3.60
3.	Praduman Jain	130000	3.51	130000	3.51
4.	Sanjay Mittal	120000	3.24	120000	3.24
5.	K K Garg and Sons HUF	114000	3.08	-	-
6.	Anil Kumar Jain	112470	3.04	112470	3.04
7.	Sunil Rohilla	100000	2.70	100000	2.70
8.	Vijay Kumar	88700	2.39	88700	2.39
9.	Khem Chand Gupta	69900	1.89	69900	1.89
10.	Mahender Kumar Somani	50000	1.35	-	-
11.	Naresh Gupta	44650	1.20	44650	1.20
12.	Suraj Garg	-	-	29250	0.79

E) Shareholding of Directors and Key Managerial Personnel:

SN	Shareholding of each Directors and each Key Managerial Personnel	Shareholding at the beginning of the year		Cumulative Shareholding during the year.	
		No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	Arun Kumar Jain (Director)				
	At the beginning of the year	Nil	Nil	Nil	Nil

	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
2.	Prachi Sachdeva (Managing Director)				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
3.	Anil Kumar Jain (Director)				
	At the beginning of the year	112470	3.035	112470	3.035
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	Nil	Nil	Nil	Nil
	At the end of the year	112470	3.035	112470	3.035
4.	Rajesh Girotra (Director)				
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
5.	Harender Kumar (Director)	Nil	Nil	Nil	Nil
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
6.	Mamta Jain (Chief Financial Officer)	Nil	Nil	Nil	Nil

	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil
7.	Anand Parkash Sharma (Company Secretary)	Nil	Nil	Nil	Nil
	At the beginning of the year	Nil	Nil	Nil	Nil
	Date wise Increase / Decrease in Promoters Shareholding during the year specifying the reasons for increase /decrease (e.g. allotment / transfer / bonus/ sweat equity etc.):	Nil	Nil	Nil	Nil
	At the end of the year	Nil	Nil	Nil	Nil

V) **INDEBTEDNESS** -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid	-	-	-	-
iii) Interest accrued but not due	-	-	-	-
Total (i+ii+iii)	NIL	NIL	NIL	NIL
Change in Indebtedness during the financial year				
* Addition				
* Reduction	NIL	NIL	NIL	NIL
Net Change	-	-	-	-
Indebtedness at the end of the financial year	-	-	-	-
i) Principal Amount	NIL	NIL	NIL	NIL
ii) Interest due but not paid				
iii) Interest accrued but not due				
Total (i+ii+iii)	NIL	NIL	NIL	NIL

VI. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL-**A. Remuneration to Managing Director, Whole-time Directors and/or Manager:**

SN.	Particulars of Remuneration	Name of MD/WTD/ Manager				Total Amount
		----	----	----	---	
1	Gross salary					
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961					
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961					
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961					
2	Stock Option					
3	Sweat Equity					
4	Commission - as % of profit - others, specify...					
5	Others, please specify					
	Total (A)	Nil	Nil	Nil	Nil	Nil
	Ceiling as per the Act					

B. Remuneration to other directors

SN.	Particulars of Remuneration	Name of Directors				Total Amount
		----	----	----	---	
1	Independent Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (1)					
2	Other Non-Executive Directors					
	Fee for attending board committee meetings					
	Commission					
	Others, please specify					
	Total (2)					
	Total (B)=(1+2)					
	Total Managerial Remuneration	Nil	Nil	Nil	Nil	Nil
	Overall Ceiling as per the Act					

B. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD

SN	Particulars of Remuneration	Key Managerial Personnel			
		CEO	CS	CFO	Total
1	Gross salary				
	(a) Salary as per provisions contained in Section 17(1) of the Income-tax Act, 1961.	NIL	360000	313455	673455
	- Others (Leave Encashment)			11000	11000
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	Nil	Nil	Nil	Nil
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	Nil	Nil	Nil	Nil
2	Stock Option	Nil	Nil	Nil	Nil
3	Sweat Equity	Nil	Nil	Nil	Nil
4	Commission	Nil	Nil	Nil	Nil
	- as % of profit	Nil	Nil	Nil	Nil
	Others specify...	Nil	Nil	Nil	Nil
5	Others, please specify	Nil	Nil	Nil	Nil
	Total	Nil	360000	324455	684455

VII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment/ Compounding fees imposed	Authority [RD / NCLT/ COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

Jain Preeti & Co.

Company Secretaries

(Annexure B to Board Report)

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March, 2016

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

To,
The Members,
AASHEE INFOTECH LIMITED
Plot No. 2, Daulatabad Road,
Gurgaon, Haryana-122006

I have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **AASHEE INFOTECH LIMITED** (hereinafter called the company). Secretarial Audit was conducted in a manner that provided me a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on my verification of the **AASHEE INFOTECH LIMITED**'s books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit and as per the explanation given to me and the representations made by the Management, I hereby report that in my opinion, the company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

Off: E-21/286-87, Sector-3, Rohini, Delhi-110085, Mob: 9711498516, 9953072474
Email: cspreetijain@gmail.com, jainpreetico@gmail.com



I have examined the books, papers, minute books, forms and returns filed and other records and maintained by **AASHEE INFOTECH LIMITED** ("the Company") for the financial year ended on 31st March, 2016 according to the applicable provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under, as applicable;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;
- (iv) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - (a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - (b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - (c) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
 - (d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009; **(Not applicable to the company during the Audit Period)**
 - (e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; **(Not applicable to the company during the Audit Period)**



- (f) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999; **(Not applicable to the Company during the Audit period)**
- (g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009 **(Not applicable to the Company during the Audit period)**
- (h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998 **(Not applicable to the Company during the Audit period).**

The other laws, as informed and certified by the management of the Company which are specifically applicable to the Company based on their sector/ industry are:

1. The Information Technology Act, 2000;
2. The Indian Copyrights Act, 1957;
3. The Patents Act, 1970;
4. The Trademarks Act, 1999;
5. Indian Contract Act, 1872;
6. Indian Stamp Act, 1899 and the State Stamp Acts;
7. Income Tax Act, 1961;
8. The Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

I have also examined compliance with the applicable clauses of the following:

- (i) Secretarial Standards with respect to Board Meetings (SS-1) and General Meetings (SS-2) issued by The Institute of Company Secretaries of India (ICSI) and made applicable w.e.f. 1st July, 2015;
- (ii) The Listing Agreements entered into by the Company with Bombay Stock Exchange, Ahmadabad Stock Exchange and Delhi Stock Exchange and SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 made applicable w.e.f. 1st December, 2015.

During the period under review the Company has generally complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above.



(1) I further report that:

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

c) As per the minutes of the meeting duly recorded and signed by the chairman, the decisions of the board were unanimous and no dissenting views have been recorded.

(2) I further report that as per the explanations given to me and the representations made by the Management and relied upon by us there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

(3) I further report that during the audit period the company reported that the merger is under process of Jatalia Global Ventures Limited, Jatalia Industrial Park Private Limited, Lusa Private Limited and Surya Soft-Tech Limited (Transferor company) with Aashee Infotech Limited (Transferee company). The necessary court proceedings are in process.

Place: Delhi
Date: 04.08.2016



Preeti Jain
Jain Preeti & Co
Company Secretaries

M.No. ACS 29541
CP No. 14964

Note: This report is to be read with our letter of even date which is annexed as Annexure (i) and forms an integral part of this report.

Jain Preeti & Co.

Company Secretaries

Annexure (i) to the Secretarial Audit Report

To
The Members
Aashee Infotech Limited

I have examined the compliance conditions of corporate governance by Aashee Infotech Limited for the Financial year ended March 31, 2016 as stipulated in Chapter IV of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

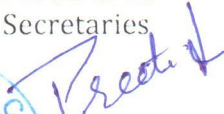

The compliance of conditions of Corporate Governance is the responsibility of the management. My Examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 04.08.2016
Place: Delhi

For M/s Jain Preeti & Co.
Company Secretaries



Preeti Jain
Proprietor
M. No.: A29541
Cop No. 14964

Off: E-21/286-87, Sector-3, Rohini, Delhi-110085, **Mob:** 9711498516, 9953072474
Email: cspreetijain@gmail.com, jainpreetico@gmail.com

Annexure C**FORM NO. AOC-2****(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014)**

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions not at Arm's length basis.

SL. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	
	Nature of contracts/arrangements/transaction	
	Duration of the contracts/arrangements/transaction	
	Salient terms of the contracts or arrangements or transaction including the value, if any	
	Justification for entering into such contracts or arrangements or transactions'	N.A
	Date of approval by the Board	
	Amount paid as advances, if any	
	Date on which the special resolution was passed in General meeting as required under first proviso to section 188	

2. Details of contracts or arrangements or transactions at Arm's length basis.

SL. No.	Particulars	Details
	Name (s) of the related party & nature of relationship	
	Nature of contracts/arrangements/transaction	
	Duration of the contracts/arrangements/transaction	
	Salient terms of the contracts or arrangements or transaction including the value, if any	NIL
	Date of approval by the Board	
	Amount paid as advances, if any	

CORPORATE GOVERNANCE REPORT

Pursuant to Regulation 34 read with Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, a Report on Corporate Governance as follows:

A good Corporate Governance is a system by which Companies are directed and controlled by the management in the best interest of the stakeholders and others. Corporate Governance ensures fairness transparency and integrity of the Management. Corporate Governance is a way of life, rather than a mere legal compulsion. It further inspires and strengthens investor's confidence and commitment to the Companies. The Company has been practicing the principles of Good Corporate Governance over the years.

The mission is to provide sustainable advanced solution and service to our customers, long term partnership with its investors, maximizing value to our stakeholders, clients, suppliers and its employees.

(1) COMPANY'S PHILOSOPHY ON CORPORATE GOVERNANCE

Company Philosophy on Corporate Governance is founded upon a rich legacy of fair ethical and transparent Governance practices, many of which were in place even before they were mandated by adopting highest standards of professionalism, honesty, integrity and ethical behavior.

Through the Governance mechanism in the Company the Board along with its committees undertake its fiduciary, fair play and independence in its decision making. The Company believes that sustainable and long term growth of every shareholder depends upon the judicious and effective use of available resources and consistent endeavor to achieve excellence in business along with active participation in growth of society, building of environmental balances and significant contribution in economic growth of the Country.

(2) BOARD OF DIRECTORS

The Board of Directors has an optimum combination of Executive and Non-Executive Director. The company is professionally managed and its Board of Director comprises of professionally qualified Directors, who have rich experience in diversified fields.

Non-Executive Directors did not have any material pecuniary relationship or transactions with the company during the year 2015-16, which may affect their judgments in any manner.

(A) Composition of Board

The Company's policy is to maintain optimum combination of Executive and Non-Executive Directors. The Constitution of the Board as on March 31, 2016:

Promoter Director	Non Executive/ Non Independent	Executive Director	Independent Director
Nil	Mr. Anil Kumar Jain Mr. Harender Kumar	Ms. Prachi Sachdeva	*Mr. Arun Kumar Jain Mr. Rajesh Girotra

- * *Mr. Arun Kumar Jain ceased to act as Independent Director from the Board of Company w.e.f 21.06.2016.*

The Board periodically reviews the Compliance report pertaining to all laws applicable to the Company, prepared by the Company as well as steps taken by the Company to rectify instance of non-compliance.

(B) Attendance record of Board Meetings

The meetings of the Board of Directors are normally held at the Company's Registered Office in New Delhi. There were 09 (Nine) Board meetings held during the financial year 2015-16.

The dates on which the meetings held are 05.05.2015, 29.05.2015, 17.07.2015, 07.08.2015, 22.08.2015, 09.11.2015, 10.02.2016, 08.03.2016 and 25.03.2016.

The last Annual General Meeting of your Company was held on Monday, 23rd September, 2016, at 3:00 P.M. at Registered Office of the Company at Plot No.2, Daulatabad Road, Gurgaon, Haryana-122006.

Details of number of Board meetings attended by Directors held by the company during the year 2015-16 are tabulated below:-

Name	Board Meetings Attended during the tenure	Attendance at Last AGM	No. of other Directorship	No. of Membership in other Companies Committees	No. of Shares in Company
Mr. Arun Kumar Jain	08	Yes	03	NIL	NIL
Mr. Anil Kumar Jain	09	Yes	08	NIL	112470
Ms. Prachi Sachdeva	02	Yes	00	NIL	NIL
Mr. Rajesh Girotra	07	Yes	03	04	NIL
Mr. Harender Kumar	07	Yes	01	NIL	NIL

- * *Mr. Arun Kumar Jain ceased to act as Independent Director from the Board of Company w.e.f 21.06.2016.*

None of the Directors of the Board serve as Members of more than 10 Committees nor do they Chair the meetings in more than 5 Committees as per the requirement of the Listing Agreement.

(C) Familiarization Programme for Independent Directors

To provide insights into the Company to enable the Independent Directors to understand the Company's business in depth the Company has initiated the programme. Details of the familiarization programme of the independent directors are available on the given link <http://aasheefotech.com/policy.html>.

(D) Disclosure of relationship between Directors Inter-se

There is no inter-se relationship between Directors of the Company.

COMMITTEES OF THE COMPANY**(3) AUDIT COMMITTEE**

The Board has established an Audit Committee.

(1)Composition:

Our Audit Committee comprised majority of the Independent Director, according to the definition laid down in the audit committee charter, Section 149 of the Companies Act, 2013 and Regulation 18 of the SEBI (Listing Regulations and Disclosures Requirement), Regulation 2015.

Apart from all the matters provided in Section 177 of the Companies Act 2013 read with Regulation 18 of the SEBI(Listing Obligation and Disclosure Requirement), the Audit committee reviews reports of the internal auditor, meets statutory auditors as and when required and discusses their findings, suggestions, observations and other related matters. It also reviews major accounting policies followed by the company.

- i) The audit committee consists of the three directors as members and two of them are independent directors.
- ii) All members of the committee are financially literate and the Chairman is having the requisite financial management expertise.
- iii) The Chairman of the audit committee is an independent director.
- iv) The representatives of the statutory auditors and such other person and official of the company are invited to attend the Audit Committee meeting as and when required.

<u>S.no</u>	<u>Name of the Member</u>	<u>Designation</u>	<u>No. of Meetings attended</u>
1.	*Mr. Arun Kumar Jain	Independent Director (Chairperson)	04
2.	Mr. Anil Kumar Jain	Director	04
3.	Mr. Rajesh Girotra	Independent Director	04

* Mr. Arun Kumar Jain ceased to act as Independent Director from the Board of Company w.e.f 21.06.2016.

(2) Meeting of the Audit Committee

Audit Committee has met 4 (four) times during the financial year 2015-16.

The Audit Committee meetings were held at the corporate office of the company. The proper quorum was present in all the Audit Committee meetings held during the year.

(3) Terms of Reference

(A) Powers of Audit Committee:

- i) To investigate any activity within its terms of reference.
- ii) To seek information from any employee.
- iii) To obtain outside legal or other professional advice.
- iv) To secure attendance of outsiders with relevant expertise, if it considers necessary.

(B) Role of Audit Committee :

- Review of the Company's financial reporting process, the financial statements and financial/risk management policies.
- Recommend the Board on appointment/ re-appointment of statutory auditors and fixation of audit fee and other fees to auditors.
- Review of the adequacy of the internal control systems in the company.
- Review of the internal audit report.
- Discussions with management of the external auditors, the audit plan for the financial year and joint post-audit review of the same (if any).
- Review of the Quarterly and Annual Financial Statements before submission to the Board.
- Review of the Whistle Blower mechanism, as existing in the company.
- To carry out any of the functions contained in the Corporate Governance Clause of the Listing Agreement.

(C) Review of information by Audit Committee:

The Audit Committee has reviewed the following information during the year:

- a. Management Discussion and analysis of financial condition and results of operations of the company.
- b. The reports of statutory auditors.
- c. The reports of Internal Audit.

(4) NOMINATION AND REMUNERATION COMMITTEE

(1) Composition:

The Company has reconstituted a Nomination and Remuneration Committee for Nominating and determining the remuneration of Directors. The committee comprises of

two independent Directors consists Arun Kumar Jain and Rajesh Girotra. The Details of the remuneration policy is available on the Company's Website www.aasheefotech.com".

The committee met 1 time during the financial year ended March 21, 2016. The attendance record of the members at the meeting were as follows:

Name of the Member	Designation	No. of Meeting Attended
1. Mr. Arun Kumar Jain	Independent Director (Chairperson)	01
2. Mr. Anil Kumar Jain	Director	01
3. Mr. Rajesh Girotra	Independent Director	01

* *Mr. Arun Kumar Jain ceased to act as Independent Director from the Board of Company w.e.f 21.06.2016.*

(2) Terms of Reference of the Committee are broadly as under:

- (i) Formulation of the criteria for determining qualifications, positive attributes and independence of a director and recommend to the board of directors a policy relating to, the remuneration of directors, key managerial personnel and other employees
- (ii) Formulation of criteria for evaluation of performance of independent directors and the board
- (iii) Devising a policy on Board Diversity.
- (iv) Identifying persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, and recommend to the board of directors their appointment and removal
- (v) Whether to extend or continue the term of appointment of the independent director, on the basis of report of performance evaluation of independent director.

(5) REMUNERATION PAID TO DIRECTORS

During the year 2015-16, the Company has not provided remuneration to any Directors of the Company.

(6) STAKEHOLDER RELATIONSHIP COMMITTEE

The Stakeholder Relationship Committee has the mandate to review and redress shareholder grievances.

Our Committee consist non-executive director who shall be the Chairperson of the Committee and other members as decided by the Board, according to the definition laid down in the audit committee charter, Section 178 (5) of the Companies Act, 2013 and Regulation 20 of the SEBI (Listing Regulations and Disclosures Requirement), Regulation 2015.

The Committee looks in to redressing investor's grievances/complaints such as non-receipt of notices, annual reports, dividends, and share transfers related works. During the year ended March 31, 2016, three meetings of the Committee were held on 25.08.2015, 3.09.2015 and 8.03.2016.

The composition of the Committee and attendance of the members at the meeting are as under:

Name of the Directors	Category	No. of Meetings attended
*Mr. Mr. Arun Kumar Jain	Independent Director (Chairperson)	03
Mr. Mr. Anil Kumar Jain	Director	03
Mr. Rajesh Girotra	Independent Director	03

* *Mr. Arun Kumar Jain ceased to act as Independent Director from the Board of Company w.e.f 21.06.2016.*

Number of Shareholders complaints received during the year ended March 31, 2016 was Nil.

Number of pending share transfer as on March 31, 2016 was Nil.

The Board has designated Mr. Anand Parkash Sharma, Company Secretary as the Compliance Officer of the Company and an E-mail ID: www.aasheefotech.com exclusively for the purpose of receiving various queries, complaints etc. of the investors & to take necessary follow up action.

(7) SEPARATE MEETINGS OF INDEPENDENT DIRECTORS

As required by SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015/ Listing Agreement, the Independent Directors held 01 meeting during the year. All Independent Director attended the same.

(8) DISCLOSURE

(A) Basis of related party transactions

There have been no materially significant related party transactions with the Company's Promoters, Directors, management or their relatives which may have a potential conflict with the interests of the Company. Members may refer to Disclosures of transactions with

related parties i.e. Promoters, Directors, Relatives or Management made in the Balance Sheet in Notes to the Accounts. The approved Related Party Transactions Policy is available on the website of the Company <http://aasheefotech.com/policy.html>.

(B) Disclosure of Accounting Treatment

During the year there has been no change in Accounting Policies of the Company. The same are disclosed in the notes to the Accounts as Part of Balance Sheet.

(C) Compliance with Regulations

The Company has complied fully with the requirements of the regulatory authorities on capital markets. There have been no instances of non-compliance by the Company on any matters related to the capital markets, nor has any penalty been imposed on the Company by the stock exchanges, SEBI or any other statutory authority.

(D) Remuneration of Director

- (i) No remuneration was paid to the Executive as well as non-executive directors.
- (ii) There has been no pecuniary relationship or transactions of the non-executive directors' vis-à-vis the company during the year under review.

(E) Secretarial Audit

Jain Preeti & Co., Company Secretary in Practice carried out secretarial audit to reconcile the total admitted capital with National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) and the total issued and listed capital. The secretarial audit report confirms that the total issued / paid up capital is in agreement with the total number of shares in physical form and the total number of dematerialized shares held with NSDL and CDSL.

(9) GENERAL BODY MEETINGS

Annual General Meeting (AGM) Details

The last three Annual General Meeting were held as per details below:

Year	Day	Date	Time	Venue	Special Resolution Passed
2015	Monday	September 28	11:00A.M	Plot No.2, Daulatabad Road, Gurgaon, Haryana-122006	3 Special Resolutions
2014	Friday	September 5	2.00 P.M	HUDA Gymkhana Club, Sector-4, Gurgaon-122001	3 Special Resolutions
2013	Tuesday	September 24	2.00 P.M	706, DLF City Court, Sikanderpur, Gurgaon-122002, Haryana	No Special Resolution

VII. Means of Communication:

The Unaudited/Audited Financial Results and other relevant notices regarding Book Closure and date of AGM have been published in a Hindi National Newspaper and an English Newspaper. The results were sent to the Stock Exchange on quarterly basis. Details of publication of Financial Results are given below:

PERIOD	NAME OF NEWSPAPER
Audited Financial Results for the year ended 31.03.2016	The Money Maker (English) Danik Mahalaxmi Bhagayodaya (Hindi)
Unaudited Financial Results for the Quarter ended on 31.12.2015	The Money Maker (English) Danik Mahalaxmi Bhagayodaya (Hindi)
Unaudited Financial Results for the Quarter ended on 30.09.2015	The Money Maker (English) Danik Mahalaxmi Bhagayodaya (Hindi)
Unaudited Financial Results for the Quarter ended on 30.06.2015	The Money Maker (English) Danik Mahalaxmi Bhagayodaya (Hindi)

VIII. GENERAL SHAREHOLDERS INFORMATION

1. Annual General Meeting Day Date Time Venue	Friday September 23, 2016 03:00 P.M. Plot No.2, Daulatabad Road, Gurgaon, Haryana-122006
2. Financial Year	1 st day of April to 31 st day of March for each year.
3. Dividend	In view of the fund needed for Business opportunities, your Directors do not recommend any Dividend for the Financial Year ended on 31 st March, 2016.
4. Listing Details	<ul style="list-style-type: none"> • Bombay Stock Exchange • Delhi Stock Exchange • Ahmedabad Stock Exchange • Ludhiana Stock Exchange
5. Stock Code	Scrip Code/ Symbol: BSE : 519319 ASE : 51940 DSE : 19365

	ISIN: INE847M01011 CIN: L15142HR1987PLC049459
6. Registrar & Share Transfer Agent	BEETAL FINANCIAL & COMPUTER SERVICES (P) LTD. BEETAL HOUSE, 3 rd Floor, 99 Madangir, BH- Local Shopping Complex, Near Dada Harsukhdas Mandir, New Delhi - 110 062, Ph: - 011-29961281-82, Fax: - 011-29961284, Email: beetalrta@gmail.com Website: www.beetalfinancial.com
7. Compliance Officer/ Company Secretary	Mr. Anand Parkash Sharma 307, Lusa Tower, Azadpur, Delhi-110033 E-mail: www.aasheefotech.com Phone: 011-40424242 Fax: 011-40424200
8. Dematerialization of Shares	2103720 Equity Shares of the Company are dematerialized. 573757 Shares with NSDL and remaining 1529963 Shares with CDSL. The ISIN with NSDL and CDSL is INE847M01011.
9. Outstanding Warrants GDRs/ADRs, and Convertible Bonds, Conversion date and likely impact on equity	Not Applicable
10. Plant Location	Not Applicable
11. Address for Correspondence	307, Lusa Tower, Azadpur, Delhi-110033

Share Transfer System

The Company is having an In-House efficient system for handling and transfer of shares and the Share Transfer Committee is responsible for the same. The Committee often meets to discuss the existing working of Share Transfer System and take measures for improving the Share Transfer System of the Company.

- (i) The Share Transfer Committee meets as often as possible to approve transfers and related matters as may be required by the Registrars and share Transfer Agents.

- (ii) All matters connected with the share transfer, dividends and other matters are being handled by the RTA located at the address mentioned elsewhere in this report.
- (iii) Shares lodged for transfers are normally processed within ten days from the date of lodgment, if the documents are clear in all respects. All requests for dematerialization of securities are processed and the confirmation is given to the depositories within seven days. Grievances received from investors and other miscellaneous correspondence relating to change of address, mandates, etc.
- (iv) Certificates are being obtained and submitted to Stock Exchanges, on half-yearly basis, from a Company Secretary-in-practice towards due compliance of share transfer formalities by the Company within the due dates, in terms of Reg 40 (9) of the SEBI (Listing Obligations and Disclosures Requirements), Regulations, 2015 with Stock Exchanges.
- (v) Certificates have also been received from a Company Secretary-in-practice and submitted to the Stock Exchanges, on a quarterly basis, for timely dematerialization of shares of the Company and for reconciliation of the share capital of the Company, as required under SEBI(Depositories and Participants) Regulations, 1996
- (vi) The Company, as required under Regulation 46(2) SEBI(Listing Obligation and Disclosure Requirement) Regulation 2015, has designated the following e-mail IDs, namely info@asheefotech.com for the purpose of registering complaints, if any, by the investors and expeditious redressal of their grievances.
- (vii) Shareholders are, therefore, requested to correspond with the RTA for transfer / transmission of shares, change of address any queries pertaining to their shareholding, dividend, etc., at their address given in this report.

Shareholding Pattern as on March 31, 2016

Category	No. of shareholders	No. of Shares (Face value of Rs. 10/-each)	No. of shares in Demat form	% of shareholding
Promoters	2	816720	816720	22.04
Body Corporate	28	120033	50133	3.24
NRI/OCBs/Clearing Members/Trust/ HUF	06	184100	133800	4.97
Bank/Financial Institutions	0	0	0	0
Indian Public/ others	3008	2584867	1103067	69.75
Total	3044	3705720	2103720	100.00

Distribution Schedule of Shareholding as on March 31, 2016

Shareholding of Nominal Value of Rs.	No. of Shareholders	% to Total	No. of Shares	Amount in Rs.	% to Total
UP to 5000	2989	98.19	1284812	12848120	34.67
5001 to 10000	27	0.89	208418	2084180	5.62
10001 to 20000	11	0.36	132740	1327400	3.58
20001 to 30000	04	0.13	99810	998100	2.69
30001 to 40000	00	0.00	0	00	0.00
40001 to 50000	02	0.07	94650	946500	2.55
50001 to 100000	03	0.10	258600	2586000	6.98
100001 & ABOVE	08	0.26	1626690	16266900	43.90
Total	3044	100.00	3705720	37057200	100

Other Information:**(I) Shareholder Rights:**

The quarterly and half yearly results are not being sent to the personal address of shareholders as the quarterly performance and financial results of the Company are published in the Newspaper having wide circulation in India. The quarterly/ half-yearly/ annual financial results are also posted on the website of the Company www.aasheefotech.in.

(II) CEO AND CFO CERTIFICATION

The Chairman and Chief Financial Officer of the Company give Annual Compliance Certificate in accordance with Regulation 17(8) read with Part B of Schedule II of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015. The Annual Compliance Certificate given by Chairman and Chief Financial Officer is published in Annual Report.

CODE OF CONDUCT

As a part of Company's constant endeavour to set a high standard of conduct for its employees, it has formulated "The Code of Conduct for Board Members and Senior Management Personnel" in compliance with the provisions of Clause 49 of the Listing Agreement. The Code lays down guidelines and advises the Board and the Senior Management Personnel on procedures to be followed, disclosures to be made and to follow ethics as per the rules of the Company. The purpose of this Code is to ensure an ethical and transparent process in managing the affairs of the Company and promote ethical conduct. The Code has been circulated to all the members of the Board and Senior Management

Personnel and the compliance of the same is affirmed by them annually. The Company Secretary has been appointed as the Compliance Officer under this Code. The code of Conduct is also available on the given link <http://aasheefotech.com/policy.html>

By Order of the Board of Directors
For Aashee Infotech Limited

Place: Delhi
Date: 12.08.2016



Managing Director
Prachi Sachdeva
DIN: 07242052



Director
Harender Kumar
DIN: 07197815

CEO/CFO CERTIFICATION
(Pursuant to Regulation 17(8) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015)

In terms of Regulation 17(8) of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, Managing Director and Chief Financial Officer of the Company has certified to the Board that:

- A. We have reviewed financial statements and the Cash Flow Statement for the year and that to the best of our knowledge and belief:
- (1) These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
 - (2) These statements together present a true and fair view of the Company's affairs and are in compliance with existing accounting standards, applicable laws and regulations.
- B. To the best of our knowledge and belief, no transactions entered into by the Company during the year are fraudulent, illegal or violative of the Company's code of conduct.
- C. We accept responsibility for establishing and maintaining internal control for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and we have disclosed to the auditors and the audit committee, deficiencies in the design or operation of such internal controls, if any, of which they are aware and steps have been taken to rectify these deficiencies.
- D. We have indicated to the Auditors and the Audit committee that:
- (1) There has not been any significant change in internal control over financial reporting during the year;
 - (2) There has not been any significant changes in accounting policies during the year requiring disclosure in the notes to the financial statement; and
 - (3) We are not aware of any instance during the year of significant fraud with involvement therein of the management or an employee having a significant role in the company's internal control system over financial reporting.

**On behalf of the Board
For Aashee Infotech Limited**


**Chief Financial Officer
Mamta Jain**

Place: Delhi
Date: 12.08.2016

Jain Preeti & Co.

Company Secretaries

CERTIFICATE ON COMPLIANCE WITH THE CONDITIONS OF CORPORATE GOVERNANCE

To

The Members

AASHEE INFOTECH LIMITED

I have examined the compliance conditions of corporate governance by Aashee Infotech Limited for the Financial year ended March 31, 2016 as stipulated in Chapter IV of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 pursuant to the Listing Agreement of the said Company with stock exchanges.

The compliance of conditions of Corporate Governance is the responsibility of the management. My Examination was limited to procedures and implementation thereof, adopted by the Company for ensuring compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In my opinion and to the best of my information and according to the explanations given to me, I certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement.

I further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Date: 12.08.2016

Place: Delhi

For M/s Jain Preeti & Co.

Company Secretaries



Preeti Jain
Proprietor

Mem. No.: A29541

COP: 14964

Off: E-21/286-87, Sector-3, Rohini, Delhi-110085, Mob: 9711498516, 9953072474

Email: cspreetijain@gmail.com, jainpreetico@gmail.com

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

Overview

The financial statements have been prepared in Compliance with the requirements of the Companies Act, 1956, guidelines issued by the Securities and Exchange Board of India (SEBI) and the Generally Accepted Accounting Principles (GAAP) in India. Our management accepts responsibility for the integrity and objectivity of these financial statements, as well as for the various estimates and judgments used therein. The estimates and judgments relating to the financial statements have been made on a prudent and reasonable basis, so that the financial statements reflect in true and fair manner the form and substance of transactions, and reasonably present our state of affairs, profits and cash flows for the year.

Industry Structure and Developments

The Economy of India is growing at a reasonable pace. Each and every sector of the Industry is growing including Infrastructure and Financial Sector. The Company has adopted the financial Sector as its full fledged activity. Being in Financial Sector, it also has the immense opportunities with the growing Economy. The Company is expected to grow at good pace.

Opportunities

The Company seeks to balance its growth ambitions with its goal of having a healthy balance sheet. Growth opportunities are carefully evaluated and benchmarked against its cost of capital. Moreover, all selected growth projects are phased keeping in mind the financial health of the Company.

The Company seeks to balance its growth ambitions with its goal of having a healthy balance sheet. Growth opportunities are carefully evaluated and benchmarked against its cost of capital. Moreover, all selected growth projects are phased keeping in mind the financial health of the Company.

Threats

The Company operates in a highly competitive and risky environment that is subject to Economic conditions, Increase in the cost of borrowings, inflationary pressures, compliance and regulatory pressures etc. Formal reporting and control mechanisms ensure timely information availability and facilitate proactive risk management. The Board is responsible for monitoring risk levels on various parameters and ensures implementation of mitigation measures.

Internal Control Systems and their adequacy

The Company's internal control systems are commensurate with the nature of its business and the size and complexities of its operations. These systems are designed to ensure that all assets of the Company are safeguarded and protected against any loss and that all transactions are properly authorized, recorded and reported.

Outlook, risks and concerns

This section lists forward-looking statements that involve risks and uncertainties. Our actual results could differ materially from those anticipated in these statements as a result of certain factors. Our Outlook, risks and Concerns inter-alia as follows:

1. Our revenues and expenses are difficult to predict and can vary significantly from period to period.
2. Our success depends in large part upon our management team and key personnel, and our ability to attract and retain them.

Human Resources

It is your Company belief that people are at the heart of Corporate purpose and constitute the primary source of sustainable competitive advantage. Particularly in the Securities Market, your Company gives significant importance to its human capital and is dedicated for continuous enhancement of their skills and knowledge by way of training and supervision. Your Company's belief in trust, transparency and teamwork improved employee productivity at all levels.

Disclosures

During the year the Company has not entered into any transaction of material nature with its promoters, the directors or the management, their subsidiaries or relatives etc that may have potential conflict with the interest of the Company at large.

All details of transaction covered under related party transaction are given in the notes to account.

Cautionary Statement

Statement in this Management Discussion and Analysis describing the Company's objective, projects, estimates and expectations may be forward looking statement within the meaning of applicable laws and regulations. Actual results may be vary significantly from the forward


looking statements contained in this document due to various risks and uncertainties. Several factors could make a significant difference to the Company's operations.

These include economic conditions, Government regulations and Tax Laws, Political situation, natural calamities etc. over which the Company does not have any direct control.

By Order of the Board of Directors
For **Aashee Infotech Limited**

Place: Delhi
Date: 12.08.2016


Managing Director
Prachi Sachdeva
DIN: 07242052


Director
Harender Kumar
DIN: 07197815

INDEPENDENT AUDITOR'S REPORT

The Members of **Aashee Infotech Limited**

Report on the standalone Financial Statements

We have audited the accompanying standalone financial statements of **Aashee Infotech Limited** ("the Company"), which comprise the balance sheet as at 31st March, 2016, the statement of profit & loss, the cash flow statement for the year ended, and a summary of the significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of the Directors is responsible for the matters stated in Section 134(5) of The Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true & fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with rule 7 of the Companies (accounts) Rules, 2014. This responsibility also includes maintenance of the adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that are operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give true & fair view and free from material misstatement, whether due to fraud or error.

Auditors' Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provision of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirement and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of the material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the company's preparation of the financial statements that give a true & fair view in order to design audit procedure that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal controls system over financial reporting and the operating effectiveness of such controls.



An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India, of the state of affairs of the Company as at 31st March, 2016, and profit & loss and its cash flows for the year ended on that date.


Report on Other legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2016 ("the Order"), as amended, issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the Annexure a statement on the matters specified in paragraphs 3 and 4 of the Order.
2. As required by Section 143(3) of the Act, We report that:
 - a) We have sought and obtained all the information & explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
 - b) In our opinion proper books of accounts as required by law have been kept by the Company so far as it appears from our examination of the those books.
 - c) The Balance sheet, the statement of Profit & Loss, and Cash Flow Statements dealt with by this Report are in agreement with the books of accounts.
 - d) In our opinion, the aforesaid standalone financial statements comply with the accounting standards specifies under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31st March, 2016 taken on record by the Board of Directors, none of the directors is disqualified as on March 31, 2016, from being appointed as a director in terms of Section 164(2) of the Act.
 - f) With respect to the adequacy of internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, refer to our separate Report in "Annexure B".
 - g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:



- i. The details about the pending litigation against the company and its financial impact have been stated in their Notes to accounts 2.23 of standalone financial statement.
- ii. The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
- iii. There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For UBS & Company
Chartered Accountants
FRN No. 012351N


SHISHIR GUPTA
Partner
M.NO. : 093589
DATE : 27.05.2016
PLACE : DELHI



Aashee Infotech Ltd.

Annexure A” to the Auditors’ Report

The Annexure referred to in our report to the members of Aashee Infotech Limited (“the Company”) for the year ended 31 March 2016. We report that:

1. a) The company has maintained proper records of fixed assets showing full particulars including quantitative details and situation of fixed Assets.
b) The fixed assets were physically verified by the management at reasonable intervals. There is a regular program of verification which, in our opinion, is reasonable having regard to the size of the company and the nature of its assets. As explained to us, no material discrepancies have been noticed on such verification by the management
c) The company has not held any Immovable property in its own name.
2. a) As explained to us the inventories have been physically verified by the management at reasonable intervals during the year. As explained to us, no material discrepancies have been noticed on physical verification of stocks as compared to book records.
3. The company has not granted any loans, secured or unsecured loans, to companies, firms, limited liability partnership or, other parties covered in the register maintained under section 189 of the Act. Accordingly, sub-clause (a), (b) and (c) are not applicable to the company.
4. According to the information and explanation given to us no loans, investment, guarantees, and security is provided. Hence provisions of Section 185 & 186 of the companies Act, 2013 are not applicable.
5. In our opinion and according to the information and explanations given to us, the company has not accepted any deposits from the public.
6. According to the information and explanation given to us the central govt. has not prescribed for the maintenance of cost record under sub-section (1) of section 148 of the Companies Act.
7. a) According to the information and explanations given to us the company is regular in depositing undisputed statutory dues including provident fund, employees’ state insurance, income tax, service tax, custom duty, cess with appropriate authorities except value added tax which has been raised by the dvat department in relation to financial year 2012-13 Rs.10,94,822/- & Rs. 25,383/- in relation to financial year 2013-14. The company is in process of appeal with the the dvat Appellate Authority, zonal Delhi. The matter is subject to pending with the department.
8. As per information and explanations provided to us, the company has not defaulted in repayment of loan or borrowing to a financial institution, bank, Government.
9. As per information and explanations provided to us, no moneys raised by way of initial public offer or further public offer (including debt instruments) and no term loans has been taken by the company.
10. According to the information and explanations given to us, no fraud by the company or any fraud on the company by its officers or employees has been noticed or reported during the Year.



11. As per information and explanations provided to us, no managerial remuneration has been paid or provided in the books. Hence, this clause is not applicable.
12. As the company is not a Nidhi company. Hence, this clause is not applicable.
13. As per information and explanations provided to us companies has not entered into transactions with the related parties.
13. As per information and explanations provided to us , the company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year under review.
15. As per information and explanations provided to us, the company has not entered into any non-cash transactions with directors or persons connected with him.
16. The company is not required to be registered under section 45-IA of the Reserve Bank of India Act, 1934.

For UBS & Company
Chartered Accountants
FRN No. 012351N


SHISHIR GUPTA
Partner
M.NO. : 093589
DATE : 27.05.2016
PLACE : DELHI



“ANNEXURE B” TO THE INDEPENDENT AUDITORS REPORT OF EVEN ON THE STANDALONE FINANCIAL STATEMENTS OF AASHEE INFOTECH LIMITED

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 (“the Act”)

- i. We have audited the internal financial controls over financial reporting for Aashee Inotech Limited (“the Company”) as of March 31, 2016 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management’s Responsibility for Internal Financial Controls

- ii. The Company’s management is responsible for establishing and maintaining internal financial controls based on “the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India “These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company’s policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditors’ Responsibility

- iii. Our responsibility is to express an opinion on the Company’s internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with Guidance Note on Audit of Internal Financial Controls Over Financial Reporting (the “Guidance Note”) and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.
- iv. Our audit involves performing procedures to obtain audit evidence about the adequacy of internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor’s judgement, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.
- v. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company’s internal financial controls system over financial reporting.



Meaning of Internal Financial Controls Over Financial Reporting

- vi. A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purpose in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Inherent Limitations of Internal Financial Controls Over Financial Reporting

- vii. Because of the inherent limitations of internal controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not to detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

- viii. In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at March 31, 2016, based on "the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India".

For UBS & Company
Chartered Accountants
FRN No. 012351N



SHISHIR GUPTA
Partner

M.NO. : 093589

DATE : 27.05.2016

PLACE : DELHI

RETURN OF INCOME

NAME : AASHEE INFOTECH LTD
 ADDRESS : 307, Lusa Tower Azadpur, Delhi-110033
 ASSESSMENT YEAR : 2016-17
 PREVIOUS YEAR : 2015-16
 STATUS : RESIDENT/ DOMESTIC COMPANY
 P.A.N./ WARD : AAACS-2975-D

COMPUTATION OF TAXABLE INCOME AS PER INCOME TAX ACT

INCOME FROM BUSINESS

NET PROFIT AS PER PROFIT & LOSS A/C	71,904
Add: Expenses not allowed as per income tax act	
Depreciation as per Companies Act	104,962
	<u>176,866</u>
Less: Expenses as per IT Act	
Depreciation as per Income Tax Act	123,279
	<u>53,587</u>
Less: Brought forward Business Loss & Depreciation	-
TOTAL BUSINESS INCOME	<u>53,587</u>
TAX ON TAXABLE INCOME @30%	16,076
ADD:- EDUCATION CESS @ 3%	482
TAX PAYABLE	<u>16,558</u>

COMPUTATION OF TAXABLE INCOME AS PER MAT U/S 115JB

NET PROFIT AS PER PROFIT & LOSS A/C	71,904
Less: BRAUGHT FORWARD LOSS OR UNABSORBED DEP. AS PER BOOKS WHICH EVER IS LESS BRAUGHT FORWARD BOOK LOSS BRAUGHT FORWARD BOOK DEP.	-
Book Profit u/s 115JB	<u>71,904</u>
MAT @ 18.50%	13,302
ADD:- EDUCATION CESS @ 3%	399
TAX PAYABLE	<u>13,701</u>
Higher of the two	16,558
Less: TDS F.Y. 14-15	-
Less: Advance tax paid	-
Tax Payable/Refundable	16,558
Add: Interest U/s 234 B	993
Add: Interest U/s 234 C	836
Total Tax Payable/Refundable	<u>18,388</u>
Provision for taxation	18,388
Less: Mat Credit of earlier years	-
Total Tax Payable/Refundable After Mat Credit	<u>18,388</u>

Computation of Interest u/s 234B & C

Interest u/s 234B	Amount	
Total Tax Liability	16,558	
Less: TDS F.Y. 14-15	-	
Advance Tax Payable	16,558	14,902
Less: Advance Tax Paid	-	
Balance Tax	16,558	
Int U/s 234 B	993	

Interest u/s 234C

		Adv Tax payable	Adv tax paid	Balance	Interest
June	15%	2,484	-	2,484	75
Sept	45%	7,451	-	7,451	224
Dec	75%	12,419	-	12,419	373
March	100%	16,558	-	16,558	166
Int U/s 234 C					836

AASHEE INFOTECH LTD

Balance Sheet as at 31st March 2016

Particulars	Note No	31.3.2016	31.3.2015
I. EQUITY AND LIABILITIES			
(1) Shareholder's Funds			
(a) Share Capital	2.1	39,129,860	39,129,860
(b) Reserves and Surplus	2.2	(21,104,622)	(21,152,128)
(2) Non-Current Liabilities			
(a) Deferred tax liabilities (Net)	2.3	5,644	-
(3) Current Liabilities			
(a) Trade Payables	2.4	-	17,105,493
(b) Other Current liabilities	2.5	179,249	97,669
(c) Short-term provisions	2.6	21,555	40,888
Total		18,231,686	35,221,782
II. ASSETS			
(1) Non-Current Assets			
(a) Fixed assets			
(i) Intangible assets	2.7	307,363	2,250
(b) Deferred Tax Asset	2.3	-	16
(2) Current Assets			
(a) Trade receivables	2.8	957,262	34,202,156
(b) Cash and cash equivalents	2.9	4,594,026	504,319
(c) Short Term loans & Advances	2.10	11,900,000	-
(c) Other Current assets	2.11	473,035	513,041
Total		18,231,686	35,221,782

Significant Accounting Policies and Notes to Accounts

1 & 2

As per our report attached
For UBS & Company
Chartered Accountants
 Firm's Regn No.012351N

For and on behalf of the Board
 Aashee Infotech Limited

Prachi Sachdeva

Prachi Sachdeva
 Managing Director
 DIN : 07242052

Anil Kumar Jain

Anil Kumar Jain
 Director
 DIN : 00014601

Shishir Gupta
 Shishir Gupta
 Partner
 Membership No. 093589



Place: New Delhi
 Date: 27.05.2016

Mamta Jain
 Mamta Jain
 Chief Financial Officer

Anand Parkash Sharma
 Anand Parkash Sharma
 Company Secretary
 MEM. NO.:F2836

AASHEE INFOTECH LTD

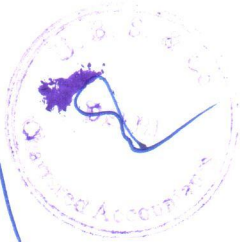
Statement of Profit and Loss for the year ended 31st March 2016,

Particulars	Note No	31.3.2016	31.3.2015
I. Revenue from operations	2.12	54,762,337	281,266,581
II. Other Income	2.13	2,509	106,227
III. Total Revenue (I +II)	(I + II)	54,764,846	281,372,808
IV. Expenses:			
Purchase of Stock-in-Trade		52,936,560	280,011,836
Employee benefit expense	2.14	1,006,113	518,691
Financial costs	2.15	660	902
Depreciation and amortization expense	2.7	104,962	-
Other expenses	2.16	644,647	713,723
Total Expenses		54,692,942	281,245,152
V. Profit before tax	(III - IV)	71,904	127,656
VI Prior Period Item		-	2,554
VII. Tax expense:			
(1) Current tax		18,388	40,888
(2) Deferred tax	2.3	5,660	(640)
(3) Prior period Tax(Excess Provision)		350	(5,260)
VIII. Profit/(Loss) for the period (XI + XIV)	(V - VI)	47,506	90,114
IX. Earning per equity share:	2.17		
(1) Basic		0.013	0.024
(2) Diluted		0.013	0.024
Significant Accounting Policies and Notes to Accounts	1 & 2		

As per our report attached
For UBS & Company
Chartered Accountants
Firm's Regn No.012351N

Shishir Gupta
Partner
Membership No. 093589

Place: New Delhi
Date: 27.05.2016



For and on behalf of the Board
Aashee Infotech Limited

Prachi Sachdeva
Prachi Sachdeva
Managing Director
DIN : 07242052

Anil Kumar Jain
Anil Kumar Jain
Director
DIN : 00014601

Mamta Jain
Mamta Jain
Chief Financial Officer

Anand Parkash Sharma
Anand Parkash Sharma
Company Secretary
MEM. NO.:F2836

AASHEE INFOTECH LTD

CASH FLOW STATEMENT FOR THE YEAR ENDED 31st MARCH 2016,

Particulars	31.3.2016		31.3.2015	
A. CASH FLOW FROM OPERATING ACTIVITIES				
Net Profit/ (Loss) before tax & Extraordinary items		71,904		127,656
Adjustments for:				
Depreciation	104,962		-	
Loss on sale of Fixed Assets	50			
Interest & Finance Expenses	660		902	
Operating Profit before working capital Changes		105,672		902
Adjustments for:		177,576		128,558
(Increase) Decrease in Inventory	-		-	
(Increase) Decrease in Trade Receivables	33,244,894		(34,202,156)	
(Increase) Decrease in Short term Loan & Advances	(11,900,000)		18,028,763	
(Increase) Decrease in Other Current Assets	40,006		(40,171)	
Increase (Decrease) in Trade Payables	(17,105,493)		16,998,132	
Increase (Decrease) in Provision	3,167		(2,182)	
Increase (Decrease) in Other Current liabilities	81,581	4,364,155	(409,663)	372,723
Cash generated from operations		4,541,731		501,281
Less: Direct Taxes Paid		41,238		42,460
Less: Prior Period Expenses Paid during the year		-		-
Cash Flow before exceptional & extraordinary items.		4,500,493		458,821
-- Exceptional Items.		-		-
Net cash generated from operating activities		4,500,493		458,821
B. CASH FLOW FROM INVESTING ACTIVITIES				
Purchase of Intangible Assets		(412,325)		
Sale of Fixed Assets		2,200		
		(410,125)		
C. CASH FLOW FROM FINANCING ACTIVITIES				
Interest & Finance Exp		(660)		(902)
Net Cash used in Financing activities		(660)		(902)
Net increase/ (Decrease) in cash & cash equivalents		4,089,708		457,919
Opening Cash and Cash Equivalents		504,319		46,400
Closing Cash and Cash Equivalents		4,594,026		504,319
Cash & cash equivalents includes				
Cash in hand				
With Scheduled Bank				
Current Accounts				
		4,594,026		504,319
		4,594,026		504,319

(NOTE: Figures in brackets denotes negative balances)
 -Cash Flow Statement has been prepared under the Indirect Method as set out in AS-3 "Cash Flow Statement".

As per our report attached
 For UBS & Company
 Chartered Accountants
 Firm's Regn No. 012351N

Shishir Gupta
 Partner
 Membership No. 093589



Place: New Delhi
 Date: 27.05.2016

For and on behalf of the Board
 Aashee Infotech Limited

Prachi Sachdeva
 Managing Director
 DIN : 07242052

Mamta Jain
 Chief Financial Officer

Anil Kumar Jain
 Director
 DIN : 00014601

Anand Parkash Sharma
 Company Secretary
 MEM. NO.: F2836

AASHEE INFOTECH LIMITED

1. SIGNIFICANT ACCOUNTING POLICIES

1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENT

The Financial statements have been prepared under the historical cost convention in accordance with the generally accepted accounting principles in India and comply with the accounting standards issued by the Institute of Chartered Accountants of India and the relevant provisions of the Companies Act, 2013. The Company follows accrual basis of accounting. The accounting policies applied are consistent with those used in previous year.

1.2 USE OF ESTIMATES

The preparation of financial statements in conformity with generally accepted accounting policies requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent liabilities at the date of the financial statements and the reported accounts of revenue and expenses for the years presented. Actual results could differ from these estimates.

1.3 REVENUE RECOGNITION

- i. The revenue from sale of goods is recognized on transfer of property in goods which generally coincides with dispatch/ delivery to the customer.
- ii. Dividend income is recognized when the Company's right to receive dividend is established.
- iii. Interest income is recognized period basis according to Accounting Standard-9 issued by Institute of Chartered Accountant of India.

1.4 FIXED ASSETS

Fixed assets are stated at cost of acquisitions or construction less accumulated depreciation and Impairment loss, if any. Cost includes purchase price and all other Attributable costs of bringing the assets to working condition for intended use. Financing costs relating to borrowed funds attributable to acquisition or construction of fixed assets, which takes substantial period of time to get ready for its intended use are also included, for the period till such asset is put to use.

1.5 DEPRECIATION

Depreciation on fixed assets is provided on written down value method. Depreciation is provided based on useful life of assets as prescribed in schedule II to the Companies Act, 2013.

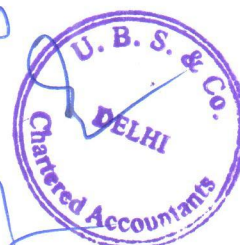
1.6 INVENTORIES

Stock in trade is valued at lower of the cost or net realizable value. Cost is determined on the basis of FIFO (first in first out) method and comprises of the purchase price including duties and taxes (other than those subsequently recoverable by the enterprise from the taxing authority).

Prachi Sachdev

M. Jain

Anand Shastri



AASHEE INFOTECH LIMITED

1.7 PROVISION FOR RETIREMENT BENEFITS

The accounting standard 15 employees benefit is applicable on the company but no provision is made for any benefits for employees because none of the employee completed service of 5 Years.

1.8 TAXES ON INCOME

Current Tax

Provision for current tax is made in accordance with the provision of Income Tax Act, 1961.

Deferred Tax

In accordance with the Accounting Standard -22 "Accounting for Taxes on income" Issued by the ICAI of India, Deferred Tax Liability/Asset arising from timing difference between book and income tax profit is accounted for at the current rate of tax to the extent these differences are expected to crystallize in the later years. However, in case of brought forward losses or unabsorbed depreciation Deferred Tax Assets are recognized only if there is virtual certainty supported by convincing evidence that such deferred tax assets can be realized against future taxable profits.

The carrying amount of deferred tax assets/liabilities are reviewed at each balance sheet date. The company writes down the carrying amount of deferred tax assets/liability to the extent that it is no longer reasonably certain, that sufficient future taxable profit will be available against which deferred tax assets can be realized.

1.09 EARNING PER SHARE

Basic earnings per share is calculated by dividing the net Profit & Loss for the period attributable to equity shareholders (after deducting preference dividend and attributable taxes) by the weighted average number of equity shares outstanding during the period. Partly paid equity shares are treated as a fraction of an equity share to the extent that they were entitled to participate in dividends relative to a fully paid equity share during the reporting period. The weighted average number of equity shares outstanding during the period are adjusted for events of bonus issue, bonus element in a rights issue to existing shareholders: Share split: and reverse share split (consolidation of shares).

1.10 IMPAIRMENT OF ASSETS

At each balance sheet date, the company reviews the carrying amount of its fixed assets to determine whether there is any indication that those assets suffered impairment loss. If any such indication exists, the recoverable amount of the asset is estimated in order to determine the extent of impairment loss. Recoverable amount is the higher of an asset's net selling price and value in use. In assessing value in use, the estimated future cash flows expected from the continuing use of the asset and from its disposal are discounted to their present value using a pre discount rate that reflect the current market assessment of the time value of money and the risks specific to the asset. The impairment loss as determined above is expensed off.

Prachi Sachdev

Main

Anand Shastri



AASHEE INFOTECH LIMITED

1.11 PROVISION, CONTINGENT LIABILITIES AND CONTINGENT ASSETS

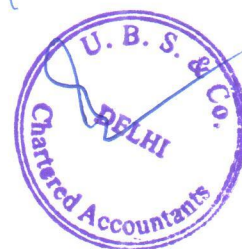
Provisions involving substantial degree of estimation in measurement are recognized when there is present obligation as a result of past events and it is probable that there will be an outflow of resources. Contingent Liabilities are not recognized but are disclosed in the notes. Contingent Assets are neither recognized nor disclosed in the financial statements.

Prin

Anand Sharma

Prachi Saxena

[Signature]



Notes to Accounts

2.1 Share Capital

Particulars	31.3.2016	31.3.2015
Share Capital		
Authorised		
1,50,000 (1,50,000) 10% Redeemable Preference Shares of Rs. 10 Each	1,500,000	1,500,000
38,50,000 (38,50,000) Equity Shares of Rs. 10 each	38,500,000	38,500,000
	40,000,000	40,000,000
Issued, Subscribed & Paid Up		
1,50,000 (1,50,000) 10% Redeemable Preference Shares of Rs. 10 Each	1,500,000	1,500,000
37,05,720 (37,05,720) Equity Shares of Rs. 10 each	37,057,200	37,057,200
Add: Share Forfeited	572,660	572,660
TOTAL	39,129,860	39,129,860

2.1.1 Change in Redeemable Preference Share Capital during the year

Particulars	31.3.2016		31.3.2015	
	No. of Shares	Rs.	No. of Shares	Rs.
Shares outstanding at the beginning of the year	150,000	1,500,000	150,000	1,500,000
Shares outstanding at the end of the year	150,000	1,500,000	150,000	1,500,000

Company neither issued any Redeemable Preference share capital nor bought back issued capital during the year.

2.1.2 Change in Equity Share Capital during the year

Particulars	31.3.2016		31.3.2015	
	No. of Shares	Rs.	No. of Shares	Rs.
Shares outstanding at the beginning of the year	3,705,720	37,057,200	3,705,720	37,057,200
Shares outstanding at the end of the year	3,705,720	37,057,200	3,705,720	37,057,200

Company neither issued any share capital nor bought back issued capital during the year.



Spin
Amount Share
Reserve

2.1.3 Share holding more than 5%-

Name of Shareholder	31.3.2016		31.3.2015	
	No. of shares held	% of Holding	No. of shares held	% of Holding
Chaman Lal Jain	614,120	16.57	614,120	16
Chaman Lal Jain (HUF)	202,600	5.47	202,600	5
Rajiv Kumar Mangla	200,000	5.40	200,000	5

Chaman

Anand Sharma

Rajiv

Mangla



2.2 Reserves & Surplus

Particulars	31.03.2016	31.03.2015
	Rs.	Rs.
Securities Premium		
Add:- During the Year	12,130,000	12,130,000
Closing Balance	-	-
Investment Allowance Reserve		
General Reserve	613,052	613,052
Closing Balance	-	-
	613,052	613,052
Profit & loss account - Opening Balance		
Add : Profit/ (Loss) for the year transferred from Statement of Profit & loss account	(33,895,180)	(33,985,294)
Closing Balance	47,506	90,114
	(33,847,674)	(33,895,180)
Total	(21,104,622)	(21,152,128)

2.3 Deferred Tax Liability / Assets

Deferred Tax Liability has been created pursuant to AS-22 "Accounting for Taxes on Income" issued by the Institute of Chartered Accountants of India. The Net Deferred Tax Assets/ Liability arising during the year have been taken to the current year's Profit & Loss Account. The Net Deferred Tax Liability for the year is as under:

Particulars	31.03.2016	31.03.2015
Timing Difference		
Depreciation Impact	18,317	(2,070)
Total Timing Difference	18,317	(2,070)
Net Deferred Tax Liability (Assets)	5,660	(640)

2.4 Trade Payable

Particulars	31.03.2016	31.03.2015
Sundry Creditors	-	17,105,493
Total	-	17,105,493

Trade payables are outstanding in the normal course of business of the company.

2.5 Other Current Liabilities

Particulars	31.03.2016	31.03.2015
Salary Payable		
Statutory Dues (VAT,TDS)	87,016	64,408
Audit Fees Payable	3,691	11,055
Creditor for Expenses	13,612	6,742
Other Current Liabilities	73,907	15,441
	1,023	23
Total	179,249	97,669

Prachi Jadhav
Prin
Anand Shastri



2.6 Short Term Provisions

Particulars	31.03.2016	31.03.2015
Provision for Income Tax	18,388	40,888
Provision For Leave Encashmennt	3,167	-
Total	21,555	40,888

2.8 Trade Receivables

Particulars	31.03.2016	31.03.2015
Debts outstanding for a period exceeding six months		
Considered good	-	-
Other Debts Unsecured		
Considered good	957,262	34,202,156
	957,262	34,202,156
Total	957,262	34,202,156

2.9 Cash & Cash Equivalents

Particulars	31.03.2016	31.03.2015
Balance with Bank in current account:		
(1) Bank of India	-	504,319
(2) ICICI Bank	4,594,026	-
Total	4,594,026	504,319

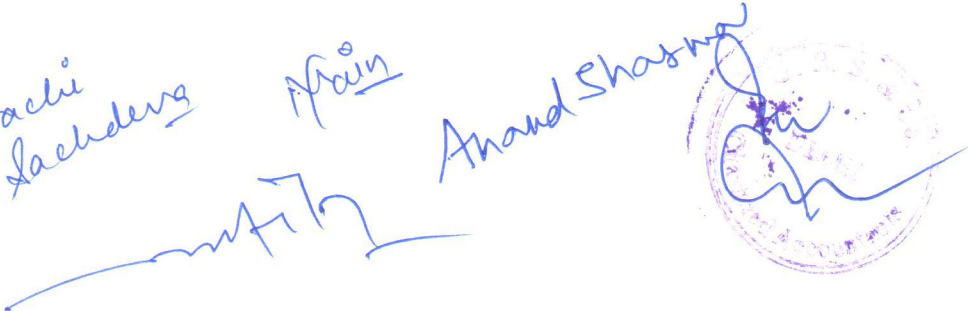
Cash & cash equivalents comprises of Cash on hand, Cash at Bank and time deposits with the bank.

Short Term Loans & Advances

Particulars	31.03.2016	31.03.2015
Others		
Advance to supplier	11,900,000	-
Total	11,900,000	-

2.11 Other current assets

Particulars	31.03.2016	31.03.2015
Prepaid Expenses	165	171
Advance Tax	-	40,000
TDS Recoverable	472,870	472,870
Total	473,035	513,041

Prachi Sachdev
 Anand Shastri


2.7 Fixed Assets

DESCRIPTION	GROSS BLOCK			USEFULL LIFE (IN YEARS)	DEPRECIATION			NET BLOCK	
	OPENING BALANCE	ADITIONS/ (DEDUCTION)	AS AT 31.03.16		AS AT 01.04.2015	ADJUSTMENT	FOR THE YEAR	UPTO 31.03.2016	AS AT 31.03.16
Tangible									
Laptop	45,000	(45,000)	-	3	42,750	(42,750)	-	-	2,250
Computer	-	55,100	55,100	3	-	-	7,914	47,186	-
Intangible									
Microsoft License	-	357,225	357,225	3	-	-	97,048	260,177	-
Total	45,000	367,325	412,325		42,750	(42,750)	104,962	307,363	2,250

Pravin

Anand Sharma

*Pravir
Sachdev*



Pravin

2.12 Revenue From Operations

Particulars	31.03.2016	31.03.2015
Sales A/c	54,762,337	281,266,581
Total	54,762,337	281,266,581

2.13 Other Income

Particulars	31.03.2016	31.03.2015
Sundry Balances Written off	2,509	106,227
Total	2,509	106,227

2.14 Employee Benefit

Particulars	31.03.2016	31.03.2015
Salary & Wages	988,946	515,772
Leave Encashment	17,167	2,919
Total	1,006,113	518,691

2.15 Financial Costs

Particulars	31.03.2016	31.03.2015
Bank Charges	660	902
Total	660	902

2.16 Other Expenses

Particulars	31.03.2016	31.03.2015
Rent & Electricity	24,000	24,000
Legal & Professional Charges	109,209	157,329
Listing Fees & Publication Expenses	264,050	326,604
Travelling & Conveyance	12,644	33,509
Postage & Courier	33,756	42,892
Repair & Maintenance Exp	58,456	21,515
General Expenses	19,540	32,543
Rebate & Discount	49,830	-
ROC Filling Fee	12,777	10,858
Printing & Stationery	45,515	57,731
Audit Fee	6,870	6,742
Sitting Fees	8,000	-
Total	644,647	713,723

Praveen Sachdeva *M. Jain* *Anand Shastri*

U. B. S. & Co.

Chartered Accountants

DELHI



2.17 Earning Per Shares

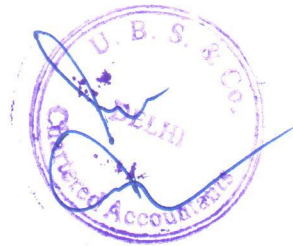
Particulars	31.03.2016	31.03.2015
Net Profit (Loss) after Tax	47,506	90,114
Weight Average No. of Equity Shares	3,705,720	3,705,720
Basic Earnings per share	0.013	0.024
Diluted Earnings per share	0.013	0.024

2.18 Payment To Auditors

Particulars	31.03.2016	31.03.2015
Statutory Audit	3,435	3,371
Tax Audit	2,290	2,247
Other Matter	1,145	1,124
Total	6,870	6,742

Prachi Sachdeva *Main* *Anand Shastri*

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2.19 Additional Information pursuant to Part II of Schedule III of The Companies Act, 2013.

i) Particulars in respect of Purchases

S#	Item	2015-16 Amount	2014-15 Amount
1	Computer Hardware & Accessories	52,936,560	280,011,836
	Total	52,936,560	280,011,836

ii) Particulars in respect of sales :

S#	Item	2015-16 Amount	2014-15 Amount
1	Computer Hardware & Accessories	54,762,337	281,266,581
	Total	54,762,337	281,266,581

Handwritten: Amount Shareholder

Handwritten: Hain

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2.20 Related Party Transactions

The Management has identified the following Companies and Individuals as related parties of the Company for the year ended 31st March, 2016 as required by AS 18 – "Related Party Disclosure" issued by the Institute of Chartered Accountants of India:

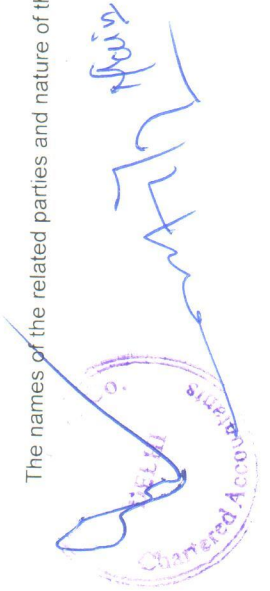
List of related parties (As certified by the management)

Key Management Personnel	Relatives of Key Management Personnel
Ms. Prachi Sachdeva, Managing Director	Mrs. Anshu Jain, Wife of Mr. Anil Jain
Mr. Anil Jain, Director	
Mr. Arun Kumar Jain, Director	
Mr. Rajesh Girotra, Director	
Mr. Harender, Director	
Ms. Mamta Jain, CFO	

Details of transactions in the ordinary course of Business:

Particulars	Key Management Personnel	Relatives of Key Management Personnel	Total
Volume of Transactions			
Salary	330,000		330,000
Loan Taken			
Anil Jain			
Loan Refunded			
Anil Jain	(800,000)		(800,000)
Salary payable	(800,000)		(800,000)
	27,500		27,500

The names of the related parties and nature of the relationships are disclosed only during the existence of related party relationship.


Anand Shrivastava
Chartered Accountants


Anand Shrivastava
Chartered Accountants

- 2.21 No Dividend on Preference Shares and Equity Shares proposed by Directors due to accumulated losses.
- 2.22 In the opinion of the Board of Directors, current assets, Loans & advances are of the value at least equal to the amounts at which they are stated, if realized in the ordinary course of the business and provisions for all known liabilities have been made in the accounts.
- 2.23 **Contingent Liability**
 a) Some of the labours have filed suits in various courts against their claim of gratuity & other benefits. The Company on its estimate basis had already provided gratuity liability in earlier years. The management has indicated that since it has been very long and even most of parties are not even claiming & pursuing the same. Therefore it has been decided that provision earlier made is no longer required as there are very gloomy chances of the payment of the same. However the company is contingently liable for the amount of provision which was earlier made by the company i.e Rs.2,71,447/- However in the opinion of the management there are also no longer required and written off in earlier year.
 b) The Dvat department has raised for the F.Y.2012-13 amounting to Rs.10,9,4722/- For F.Y. 2013-14 Rs.25383/- due to mismatch in input claim by the company. The company is in process of appeal with the department. In the opinion of the management, company is not liable to make the payment. However the company is contingently liable for the amount.
- 2.24 The Company has asked from its various supplier regarding their registration/applicability of micro, small & medium enterprises Act, 2006, however up to the end of the year, complete details has not been provided by them, on the basis of information received, it is clarified that, no amount is payable towards micro, small & medium enterprises at the close of the year.
- 2.25 Previous year's figures have been regrouped and rearranged wherever considered necessary.
- 2.26 All figures are in Indian rupees except number of shares and as stated otherwise.

In terms of our report of even date

For UBS & Company
Chartered Accountants

Firm's Regn No.012351N

Shishir Gupta

Partner

Membership No. 093589



For and on behalf of the Board
Aashee Infotech Limited

Prachi Sachdeva
Managing Director
DIN : 07242052

Anil Kumar Jain
Director
DIN : 00014601

Place: New Delhi
Date: 27.05.2016

Chief Financial Officer

Mamta Jain

Anand Parkash Sharma
Company Secretary
MEM. NO.: F2836

ATTENDANCE SLIP

Please complete this Attendance Slip and hand it over at the Entrance of the Hall. Only Members or their Proxies are entitled to be present at the meeting.

Name and Address of the Member	Folio No.
	Client ID No.
	DP ID No.
	No. of Shares Held

I hereby record my Presence at the 29th Annual General Meeting of the Company on Friday, the 23rd Day of September, 2016 at 3:00 P.M. at **Plot No. 2, Daulatabad Road, Gurgaon, Delhi-122006**

Signature of the Shareholder	Signature of the Proxy

- Note:**
1. The copy of Annual Report may please be brought to the Meeting Hall.
 2. Briefcase, Hand Bags etc. are not allowed inside the Meeting Hall.
 3. Please note that no gifts will be distributed at the meeting.

**Form No. MGT-11
Proxy form**

**[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies
(Management and Administration) Rules, 2014]**

CIN: L15142HR1987PLC049459

Name of the company: Aashee Infotech Limited

Registered office: Plot No. 2, Daulatabad Road, Gurgaon, Delhi-122006

Name of Member(s) :

Registered address :

E-mail Id :

Folio No/ Client Id:

DP ID :

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

1. Name :

Address :

E-mail Id :

Signature :

or failing him

2. Name :

Address :

E-mail Id :

Signature :

or failing him

3. Name :

Address :

E-mail Id :

Signature :

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 29th Annual general meeting of the company, to be held on 23rd day of September, 2016 at 3:00 PM. at Plot No. 2, Daulatabad Road, Gurgaon, Delhi-122006 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. No.	RESOLUTIONS	Optional	
		For	Against
Ordinary Business			
1	Ordinary Resolution for adoption of Audited Financial Statements for the year ended March 31, 2016		
2	Ordinary Resolution for reappointment of Mr. Harender Kumar who is liable to retire by rotation.		
3	Ordinary Resolution under Section 139 of the Companies Act, 2013 for ratification of M/s UBS & Co., Chartered Accountants, as Statutory Auditors of the Company and fixing their remuneration.		
Special Business			
4	Special Resolution for increase in borrowing limit.		
5	Special Resolution for Adoption of New Set of Memorendum of Association		
6	Special Resolution for Adoption of New Set of Articles of Association		
7	Ordinary Resolution for Appointment of Mr. Lakshay Chadha as an Independent Director		

Signed this..... day of..... 20.....

Signature of shareholder

Signature of Proxy holder(s)

Affix Revenue
Stamp

Note: 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.

ROUTE MAP

