

ATISHAY LIMITED(Formerly known as Atishay Infotech Limited)

Corporate Identity No.L70101MH2000PLC192613

Registered Office: 07, 8th Floor, Navjeevan Society, Building No. 3, Mumbai Central,
Mumbai, Maharashtra

Website: www.atishay.com

Tel no.022 66666618

NOTICE OF ANNUAL GENERAL MEETING

NOTICE is hereby given that the 16th Annual General Meeting of the Members of **Atishay Limited** (Formerly known as Atishay Infotech Limited) will be held on 12th August, 2016 at 12:00 noon at the Registered Office of the Company situated at No. 07, 8th Floor, Navjeevan Society, Building No. 3, Mumbai Central, Mumbai, Maharashtra to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31.03.2016 , together with the Reports of the Board and Auditors thereon.
2. To appoint a Director in place of Mrs. Rekha Jain (DIN : : 01886897) , who retires by rotation and being eligible offers herself for re-appointment.
3. To appoint Auditors and to fix their remuneration by passing the following resolution, with or without modification(s), as an Ordinary Resolution:-

"RESOLVED THAT subject to the provisions of Section 139(8) and other applicable provisions of the Companies Act, 2013, if any M/s Tasky Associates, Chartered Accountants (Firm Registration Number- 008730N) be and is hereby ratified by the members of the company as Statutory Auditor of the Company for the financial year 2016-2017 at such remuneration as may be determined by the Board of Directors of the Company."

SPECIAL BUSINESS:

4. Increase in Authorized Capital of the Company.

To pass with or without modifications, the following resolutions as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 61 and other applicable provisions of the Companies Act, 2013, if any, and Clause 35 of the Articles of Association of the Company, the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the authorized share capital of the Company be altered and increased from the existing Rs. 10,00,00,000 (Rupees ten crores only) divided into 10,00,00,000 equity shares of Rs.10/-each to Rs. 11,00,00,000 (Rupees Eleven crores only) divided into 1,10,00,000 (one crore ten lakh) equity shares of Rs.10/- each”.

5. Substitution of Memorandum of Association

To pass with or without modifications, the following resolutions as an Ordinary Resolution:

“RESOLVED THAT pursuant to Section 13 and other applicable provisions of the Companies Act 2013, if any, the Rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), the existing Clause V of Memorandum of Association of the Company be substituted with the following clause:

“V. The Authorised Share Capital of the Company is Rs. 11,00,00,000 (Rupees Eleven crores only) divided into 11,00,00,000 divided into 1,10,00,000 (one crore ten lakh) equity shares of Rs.10/- each.”

The Company has power from time to time to increase or reduce its capital and to divide the shares in the capital for the time being into other classes and to attach thereto respectively such preferential, deferred, qualified or other special rights, privileges, conditions or restrictions, as may be determined by or in accordance with Articles of Association of the Company and to vary, modify or abrogate any such rights, privileges or conditions or restrictions in such manner as may for the time being permitted by the Articles of Association of the Company or the legislative provisions for the time being in force in that behalf;

FURTHER RESOLVED THAT any Director or the Company Secretary be and is hereby severally authorized to file statutory application and other forms, remit fees and to do all such acts, deeds and things as may be necessary and incidental to give effect to the aforesaid Resolution”.

6. Issue of Bonus Shares.

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

“RESOLVED THAT, in accordance with Section 63 and other applicable provisions of the Companies Act, 2013, read with Rule 14 of the Companies (Share Capital & Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the relevant provisions of the Memorandum and Articles of Association of the Company and the recommendation of the Board of Directors (hereinafter referred to as 'The Board', which expression shall be deemed to include a committee of directors duly authorized in this behalf) of the Company and subject to the regulations and guidelines issued by the Securities and Exchange Board of India (SEBI), including the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (as amended from time to time) and applicable Regulatory Authorities, and such permissions, sanctions and approvals as may be required in this regard, consent of the Members be and is hereby accorded to the Board for capitalization of such sum standing to the credit of securities premium / free reserves of the Company, as may be considered necessary by the Board, for the purpose of issuance of bonus shares of Re.10/- (Rupee Ten only) each, credited as fully paid-up shares to the holders of the existing equity shares of the Company, whose names appear in the Register of Members maintained by the Company's Registrars and Transfer Agents / List of Beneficial Owners, as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL), on such date ('record date') as may be fixed in this regard by the Board, in the proportion of 1 (one) equity share for every 4 (four) existing equity share held by the Members;

RESOLVED FURTHER THAT, the Bonus Shares so allotted shall rank paripassu in all respects with the fully paid-up equity shares of the Company as existing on the 'record date' (as determined by the Board) and shall always be subject to the terms and conditions contained in the Memorandum and Articles of Association of the Company;

RESOLVED FURTHER THAT, the Board be and is hereby authorized to take all other steps as may be necessary to give effect to the aforesaid resolution and determine all other terms and conditions of the issue of bonus shares as the Board may in its absolute discretion “.

**BY ORDER OF THE BOARD OF DIRECTORS
ATISHAY LIMITED**

**SD/-
Akhilesh Jain
Managing Director
(DIN: 00039927)**

Date: 27thMay, 2016

Place: Bhopal

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies to be effective should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
3. The attendance slip cum Proxy Form is placed at the end of this Annual Report.
4. The Explanatory statement for the proposed resolutions under Item No. pursuant to section 102 of the Companies Act, 2013 read with section 110 of the Companies Act, 2013 setting out material facts are annexed herewith.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 3rd August, 2016 to 12th August,2016 (both days inclusive).
6. Members are requested to address all correspondence pertaining to their securities mentioning either the Folio Number / Client ID and DP ID numbers as applicable including any change of address, if any, to the Registrars and Transfer Agents of the Company viz.:

7. Members / Proxies attending the Meeting are requested to bring their copies of Annual Report together with attendance slip duly completed and signed along with Client ID and DP ID numbers.
8. Members seeking any information relating to Accounts are requested to write to the Company at least 10 days before the date of the Annual General Meeting to enable the Management to keep the required information ready at the meeting.
9. The Ministry of Corporate Affairs has come out with a circular dated 29th April 2011 which allows the companies to send documents including Annual Reports and other intimation by an email. Therefore you are requested to register your email IDs with the Registrar and Transfer Agent of the Company. The Company is already having email ID of the members holding their shares in Demat through their respective Depository Participants, The said email ID shall be considered as registered email ID for the said members unless informed otherwise to the Company or Registrar and Transfer Agent.
10. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to the individual shareholder. The same should be availed through respective depository.

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

Item No. 4 & 5

The present authorized capital of the Company is Rs.10,00,00,000/- (Rupees Ten Crore Only) divided into 1,00,00,000 Equity Shares of Rs.10/- each .Over the years, the volume of business has been increasing constantly and the company has also embarked upon expansion plans. The Company also propose to issue bonus shares to the shareholders of the Company . In order to expand the capital base, it is now proposed to increase the authorized equity share capital from the existing limit of Rs.10,00,00,000/- (comprising 1,00,00,000 equity shares of Rs. 10/- each) toRs.11,00,00,000/- (comprising one crore en lakh) equity shares of Rs.10/- each .

The Resolutions contained in Item Nos. 5 & 6 seek to increase the Authorized Share Capital of the Company as aforesaid and to alter the Memorandum of Association of the Company, respectively, consequential to such increase in the Authorized Share Capital of the Company as proposed.

The proposal requires the consent of the members. The Board of Directors recommends that the proposal be approved.

A copy of the Memorandum and Articles of Association of the Company is available at the Registered Office of the Company for inspection during the office hours till the conclusion of the General Meeting.

None of the directors, key managerial personnel of the Company and their respective relatives are in any way concerned or interested, financial or otherwise, in the resolution.

Item No.6

The equity shares of the Company are listed and actively traded on Limited. The members are aware that the operations and performance of the Company has grown significantly over the past few years, which has generated considerable interest in the Company's equity shares in the Market. The market price of the Company's shares has also increased significantly. In order to improve the liquidity of the Company's shares in the stock market, the Board of Directors of the Company at their meeting held on May 27, 2016, considered it desirable to recommend issue of Bonus shares in the ratio of 1:4 subject to approval of the shareholders and such other authorities as may be necessary.

The issue of Bonus shares by capitalization of reserves is authorized by the existing Articles of Association of the Company as well as the proposed amended Articles of Association of the Company in conformity with the Companies Act, 2013.

None of the Directors / Key Managerial Personnel or their relatives is concerned or interested in the resolution except their shareholding in the Company.

**BY ORDER OF THE BOARD OF DIRECTORS
ATISHAY LIMITED**

**SD/-
Akhilesh Jain
Managing Director
(DIN: 00039927)**

Date: 27thMay, 2016

Place: Bhopal

