

## NOTICE OF ANNUAL GENERAL MEETING

**ATISHAY LIMITED**  
Corporate Identity No. L70101MH2000PLC192613  
Registered Office: 14-15, Khatau Building, 44 Bank Street, Fort, Mumbai-400001  
Website: www.atishay.com  
Tel no.022 49739081

Notice is hereby given that the Twenty first Annual General Meeting of Atishay Limited will be held on Tuesday, 10<sup>th</sup> day of August 2021 at 11:30 A.M. through Video Conferencing ("VC") / Other Audio Visual Means ("OAVM") to transact the following business: -

### ORDINARY BUSINESS:

- I. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2021 together with the Report of the Board of Directors and Auditors thereon.
- II. To appoint a Director in place of Mrs. Rekha Jain (DIN: 00039939) who retires by rotation and being eligible offers herself for re-appointment.
- III. To declare Dividend on equity shares for the financial year ended 31<sup>st</sup> March 2021.

### SPECIAL BUSINESS:

#### IV. REAPPOINTMENT OF INDEPENDENT DIRECTOR

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

**"RESOLVED THAT** pursuant to the provisions of Sections 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force, the consent of the members be and is hereby accorded for the re-appointment of Mr. Ajay Mujumdar (DIN: 00628327) as an Independent Director of the Company for his second consecutive term for a period of five years with effect from December 10, 2021, on the Board of the Company.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

#### V) FIXATION OF REMUNERATION OF MR. AKHILESH JAIN, MANAGING DIRECTOR OF THE COMPANY.

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

**"RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and pursuant to the provision of section 197, 198, 203 and other applicable provision, if any of the Companies Act, 2013 and Companies (Appointment and remuneration of managerial personnel) Rules, 2014 (including rules notifications, any statutory modification, amendment or re enactment thereof for the time being in force and as may enacted from time to time) read with schedule V of the said Act, and such other approval permissions and sanctions of such authorities and/or agencies as may be required in this regard and subject to the provisions of Article of Association of the Company, the approval of the Members be and is hereby accorded for fixation of remuneration of Mr. Akhilesh Jain (DIN : 00039927), Managing Director of the Company with effect from July 1, 2021 to June 30, 2022 as mentioned below :

#### A. Basic Salary, Allowances, Perquisites

Basic Salary and Allowances up to (₹ 27,00,000 only) per annum.

**RESOLVED FURTHER THAT** notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits, as set out in the explanatory statement forming part of this resolution be paid as minimum remuneration to Mr. Akhilesh Jain, Managing Director.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise

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considered by the Board to be in the best interest of the Company, as it may deem fit.”

### VI) FIXATION OF REMUNERATION OF MR. ARCHIT JAIN, WHOLETIME DIRECTOR OF THE COMPANY.

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

“**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and pursuant to the provision of section 197, 198, 203 and other applicable provision, if any of the Companies Act, 2013 and Companies (Appointment and remuneration of managerial personnel) Rules, 2014 (including rules notifications, any statutory modification, amendment or re enactment thereof for the time being in force and as may enacted from time to time) read with schedule V of the said Act, and such other approval permissions and sanctions of such authorities and/or agencies as may be required in this regard and subject to the provisions of Article of Association of the Company, the approval of the Members be and is hereby accorded for fixation of remuneration of Mr. Archit Jain (DIN : 06363647), Whole time Director of the Company with effect from July 1, 2021 to June 30, 2022 as mentioned below :

#### A. Basic Salary, Allowances, Perquisites

Basic Salary and Allowances up to (₹ 18,00,000 only) per annum.

**RESOLVED FURTHER THAT** notwithstanding anything contained in Section 197, 198 and Schedule V of the Companies Act, 2013 or any amendment/re-enactment thereof or any revised/new schedule thereof, in the event of absence of profits or inadequate profits in any financial year, the salary, perquisites and statutory benefits, as set out in the explanatory statement forming part of this resolution be paid as minimum remuneration to Mr. Archit Jain, Whole time Director.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to do all such acts, deeds and things, to enter into such agreement(s), deed(s) of amendment(s) or any such document(s), as the Board may, in its absolute discretion, consider necessary, expedient or desirable including power to sub-delegate, in order to give effect to this resolution or as otherwise considered by the Board to be in the best interest of the Company, as it may deem fit.”

### Explanatory Statement

Pursuant to Section 102 of the Companies Act, 2013 (“the Act”).

As required by Section 102 of the Act, the following explanatory statement sets out all material facts relating to the businesses mentioned under Item Nos. IV to VI of the accompanying Notice.

#### ITEM NO. IV

As per the provisions of Section 149, Section 152 and Schedule IV of the Companies Act, 2013 read with rules thereunder, the Company had appointed Mr. Ajay Mujumdar as Independent Director as per the requirement of the Companies Act, 2013 for a term of 5 years. Since, Mr. Ajay Mujumdar as Independent Director of the Company will be completing one term of five years on December 10, 2021, he is further eligible for re-appointment for one more term. The Performance evaluation of the Independent Directors was conducted by the entire Board (excluding the Director being evaluated) on the basis of criteria's such as Transparency, Analytical Capabilities, Performance, Leadership, Ethics and ability to take balanced decisions regarding stakeholders, etc.

Accordingly, based on the report of performance evaluation of the Independent Directors, the Nomination & Remuneration Committee has recommended reappointment of Mr. Ajay Mujumdar as Independent Director for a second term of 5 (Five) consecutive years on the Board of the Company.

The Board, based on the performance evaluation of Independent Directors and as per the recommendation of the Nomination and Remuneration Committee, considered that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Ajay Mujumdar, would be beneficial to the Company and it is desirable to continue to avail his services as Independent & Non - Executive Director.

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The Company has received declaration from the Independent Director confirming that he meets with the criteria of Independence as prescribed under sub-section (6) of Section 149 of the Companies Act, 2013 and as per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. In the opinion of the Board, he fulfills the conditions specified in the said Act for reappointment as Independent Director.

The Board recommends the Resolution as set out in item no. IV, of the Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than the Independent Director for his respective reappointment, is in any way concerned or interested in the said Resolution, as set out in item no. IV of the Notice.

### ITEM NO. V

The Members of the Company at the Annual General Meeting held on 28<sup>th</sup> August, 2019 approved reappointment of Mr. Akhilesh Jain (DIN: 00039927) as Managing Director of the Company with effect from July 2, 2019 for a period of five years and remuneration for a period of two year. It is proposed to fix their remuneration for a further period of one year as mentioned below:

Particulars	Amount
i. Term of remuneration:	1 Year w.e.f. 01.07.2021
ii. Remuneration	
Monthly Gross Salary:	2,25,000
Perquisites & Allowances:	As per rule of the Company.

The total remuneration payable to Mr. Akhilesh Jain exceeds 5% of the estimated net profits of the Company to be calculated as per the provisions of section 198 of the Companies Act, 2013 ("the Act") and accordingly an approval of shareholders through a special resolution is being sought.

It is hereby confirmed that the Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor.

In terms of Schedule V to the Act, the relevant details that are required to be disclosed are provided hereunder:

#### I. General information:

- (1) **Nature of industry:** Software /IT industry
- (2) **Date or expected date of commencement of commercial production:** the Company was incorporated on 30<sup>th</sup> March,

2000 and has been in operation since 2000.

- (3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable

- (4) **Financial performance based on given indicators**

(₹ in lakhs)

Particulars	2020-21	2019-20
Total income	2,735.01	2,477.18
Total expenses	2,383.50	2,222.61
Profit before tax and exceptional items	351.51	254.57
Exceptional items	-	-
<b>Profit before tax</b>	351.51	254.57
Tax Expenses	103.75	10.08
Profit after Tax (PAT)	247.76	244.49
Other Comprehensive Income	6.43	(5.76)
Total Comprehensive Income for the year	254.19	238.73

- (5) **Foreign investments or collaborations, if any:** Not Applicable

#### II. Information about Mr. Akhilesh Jain:

##### (1) Background details

Mr. Akhilesh Jain was reappointed as Managing Director vide AGM Resolution dated July 3, 2014 for a period of 5 year. He was again reappointed as Managing Director vide AGM Resolution w.e.f. July 2, 2019 for a period of 5 years.

Being a Chartered Accountant and Bachelor of Law, he is aware of the financial policies and legalities involved in our business. He has been instrumental in the overall growth of our Company. He is one of the founding members of our Company and is actively involved in the financial planning, operations, business development & strategic planning activities.

##### (2) Past remuneration

Financial Years	Amount (₹ in lakhs)
2018-2019	21,00,000
2019-2020	25,50,000
2020-2021	27,00,000

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### (3) Recognition or awards:

Under the dynamic leadership of Mr. Akhilesh Jain, the Company has been winning awards year on year. The notable awards won in the last three years are:

1. Atishay Limited has achieved award in top 50 Tech Companies, Intercon internet conference award, Dubai.
2. In Annual Roll of Honour as "one of the 20 most promising Tech Solution Providers for Government and Public Sector - 2019".
3. Awarded as "Small Enterprises of the Year -Services" by SIDBI - ET INDIA MSE AWARDS 2018.

### (4) Job profile and his suitability:

Mr. Akhilesh Jain is the Chairman & Managing Director of Atishay Limited. He holds a Chartered Accountant degree from the Institute of Chartered Accountants of India and a Bachelor of Law from Bhopal University. He drives and oversees the overall business at Atishay and nurtures a foresight to scale the Company to a new orbit of growth. He has proven his capabilities in leading his team to achieve exceptional business results. He is fully committed and will continue to play an active role in the Business strategy and operations. His vast experience of 32 years is backed by astute and dynamistic leadership qualities.

### (5) Remuneration proposed: - As stated in the Explanatory Statement at Item No.5 of this Notice.

### (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.

The remuneration as proposed of Mr. Akhilesh Jain is comparable to that drawn by the peers in the similar capacity in the industry and commensurate with the size of the Company and diverse nature of its businesses. Moreover, in his position as Managing Director of the Company, Mr. Akhilesh devotes his substantial time in overseeing the operations of the Company.

### (7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Besides the remuneration proposed, Mr. Akhilesh Jain does not have any pecuniary relationship with the

Company. Mr. Akhilesh Jain, is the father of Mr. Archit Jain, who is the whole time director in the Company. He is the promoter in the Company. He holds 35,61,587 equity shares in the share capital of the Company.

### III. Other information:

#### 1. Reasons of loss or inadequacy of profits:

The Company is passing a Special Resolution pursuant to the proviso to the sub-section (1) of Section 197 of the Companies Act, 2013 and as a matter of abundant precaution, as the profitability of the Company may be adversely impacted in future due to business environment during the period for which remuneration is payable to Mr. Akhilesh Jain i.e. till June 30, 2022.

#### 2. Steps taken or proposed to be taken for improvement:

The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The Company has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom-line.

#### 3. Expected increase in productivity and profits in measurable terms:

The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

### IV. Disclosures:

1. **Remuneration package of the managerial person:** Fully described in the explanatory statement as stated above.
2. **Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2020-21:**

The requisite details of remuneration of Director is included in the Corporate Governance Report, forming part of the Annual Report of FY 2020 -21 of the Company.

The Board therefore recommends the resolution for your approval.

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Except Mr. Akhilesh Jain (the appointee) Mr. Archit Jain and Mrs. Rekha Jain (the relatives of the appointee) none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this Resolution.

(₹ in lakhs)

### ITEM NO. VI

The Members of the Company at the Annual General Meeting held on 28<sup>th</sup> August, 2019 approved reappointment of Mr. Archit Jain (DIN: 06363647) as Whole time Director of the Company with effect from July 2, 2019, for a period of five years and remuneration for a period of two years. It is proposed to fix their remuneration for a further period of one year as mentioned below:

Particulars	Amount
i. Term of remuneration:	1 Year w.e.f. 01.07.2021
ii. Remuneration	
Monthly Gross Salary:	1,50,000
Perquisites & Allowances:	As per rule of the Company.

The total remuneration payable to Mr. Archit Jain exceeds 5% of the estimated net profits of the Company to be calculated as per the provisions of section 198 of the Companies Act, 2013 ("the Act") and accordingly an approval of shareholders through a special resolution is being sought.

It is hereby confirmed that the Company has not committed any default in payment of dues to any bank or public financial institution or any other secured creditor.

In terms of Schedule V to the Act, the relevant details that are required to be disclosed are provided hereunder

#### I. General information:

- (1) **Nature of industry:** Software /IT industry
- (2) **Date or expected date of commencement of commercial production:** the Company was incorporated on 30<sup>th</sup> March, 2000 and has been in operation since 2000.
- (3) **In case of new companies, expected date of commencement of activities as per project approved by financial institutions appearing in the prospectus:** Not Applicable
- (4) **Financial performance based on given indicators:**

Particulars	2020-21	2019-20
Total income	2,735.01	2,477.18
Total expenses	2,383.50	2,222.61
Profit before tax and exceptional items	351.51	254.57
Exceptional items	-	-
<b>Profit before tax</b>	351.51	254.57
Tax Expenses	103.75	10.08
Profit after Tax (PAT)	247.76	244.49
Other Comprehensive Income	6.43	(5.76)
Total Comprehensive Income for the year	254.19	238.73

- (5) Foreign investments or collaborations, if any: Not Applicable

#### II. Information about Mr. Archit Jain:

##### (1) Background details

Mr. Archit Jain was appointed as Executive Director vide EGM Resolution dated February 1, 2013. He was then appointed as Whole time Director vide AGM Resolution dated July 3, 2014, for a period of 5 years. He was reappointed as Whole time Director vide AGM Resolution w.e.f. July 2, 2019 for a period of 5 years.

Being an engineer, he has made the company's technical department more stable by incorporating new technologies and processes.

##### (2) Past remuneration

Financial Years	Amount (₹ in lakhs)
2018-2019	12,00,000
2019-2020	16,50,000
2020-2021	18,00,000

##### (3) Recognition or awards:

Under the dynamic leadership of Mr. Archit Jain, the Company has been winning awards year on year. The notable awards in recent three years are:

1. Atishay Limited has achieved award in top 50 Tech Companies, Intercon internet conference award, Dubai.

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- In Annual Roll of Honour as "one of the 20 most promising Tech Solution Providers for Government and Public Sector – 2019".
- Awarded as "Small Enterprises of the Year -Services" by SIDBI - ET INDIA MSE AWARDS 2018.

#### (4) Job profile and his suitability:

Mr. Archit Jain as Whole time director has been involved in policy planning, vision and strategy and long-term development activities of the Company. He has done his Bachelor of Engineering (Computers) from the University of Mumbai and holds a Management Degree from S.P. Jain Institute of Management and Research, Mumbai. He has an excellent track record of building and strengthening delivery excellence, quality, talent management and leadership development, and is instrumental in making strategic decisions. He leverages his strong experience in the field of e-governance & IT and IT-enabled services and his sharp observational skills to set the standards for his core management team to execute the Company's growth strategy.

#### (5) Remuneration proposed: - As stated in the Explanatory Statement at Item No. 6 of this Notice.

#### (6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.

The remuneration as proposed of Mr. Archit Jain is comparable to that drawn by the peers in the similar capacity in the industry and commensurate with the size of the Company and diverse nature of its businesses. Moreover, in his position as Whole time Director of the Company, he devotes his substantial time in overseeing the operations of the Company.

#### (7) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any.

Besides the remuneration proposed, Mr. Archit Jain does not have any pecuniary relationship with the Company. Mr. Archit Jain is the son of Mr. Akhilesh Jain, Managing Director of the Company. He is a promoter in the Company. He holds 15,24,381 equity shares in the share capital of the Company.

#### III. Other information:

##### 1. Reasons of loss or inadequacy of profits:

The Company is passing a Special Resolution pursuant to the provision to the sub-section (1) of Section 197 of the Companies Act, 2013 and as the profitability of the Company impacted due to business environment during the financial year 2020-21 due to COVID-19 pandemic.

##### 2. Steps taken or proposed to be taken for improvement:

The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The Company has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom-line.

##### 3. Expected increase in productivity and profits in measurable terms:

The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

#### IV. Disclosures:

##### 1. Remuneration package of the managerial person:

Fully described in the explanatory statement as stated above.

##### 2. Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2020-21:

The requisite details of remuneration of Director is included in the Corporate Governance Report, forming part of the Annual Report of FY 2020 -21 of the Company.

The Board therefore recommends the resolution for your approval.

Except Mr. Archit Jain (the appointee) Mr. Akhilesh Jain and Mrs. Rekha Jain (the relatives of the appointee) none of the other Directors or key managerial personnel of the Company or their relatives are concerned or interested, financially or otherwise in this resolution.

BY ORDER OF THE BOARD OF DIRECTORS  
ATISHAY LIMITED

ITI TIWARI  
(COMPANY SECRETARY & COMPLIANCE OFFICER)

Place: Bhopal  
Date: 21.06.2021

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### ANNEXURE

Details of Directors seeking Appointment/Re-appointment at the Annual General Meeting: -

Particulars	Mrs. Rekha Jain	Mr. Ajay Mujumdar
Date of Birth	16.09.1967	29.11.1964
Date of Appointment	30.03.2000	11.12.2016
Qualifications	Master of Arts (Sociology)	M.B.A
Expertise in specific functional areas	Business	Business Development
Directorships held in other companies	NIL	1
Memberships / Chairmanships of committees of other companies	NIL	NIL
Number of shares held in the Company	15,36,790	1,667

For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of above directors, please refer to the corporate governance report which is a part of this Annual Report.



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### NOTES:

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing EGM/AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as voting on the day of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.atishay.com](http://www.atishay.com). The Notice can also be accessed from the websites of the Stock Exchange i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
8. The Company has appointed Prajakta Padhye\ Nilesh A.Pradhan, being Partner of Nilesh A Pradhan & Co., Company Secretaries in practice, as the Scrutinizer to scrutinize the remote e-voting and the e-voting at the AGM in a fair and transparent manner.
9. Any person holding shares in physical form and non-individual shareholders, who acquires shares of the Company and becomes member of the Company after the notice is send through e-mail and holding shares as on 03.08.2021, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Issuer/RTA. However, if you are already registered with NSDL for remote e-voting, then you can use your existing user ID and password for casting your vote. If you forgot your password, you can reset your password by using "Forgot User Details/Password" or "Physical User Reset Password" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no. 1800 1020 990 and 1800 22 44 30 . In case of Individual Shareholders holding securities in demat mode who acquires shares of the Company and becomes a Member of the Company after sending of the Notice and holding shares as on 03.08.2021 may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".



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### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 07.08.2021 at 9:00 A.M. and ends on 09.08.2021 at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date/cut off date i.e. 03.08.2021, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 03.08.2021.

#### How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"> <li>1. If you are already registered for <b>NSDL IDeAS facility</b>, please visit the e-Services website of NSDL. Open web browser by typing the following URL: <a href="https://eservices.nsd.com/">https://eservices.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "<b>Beneficial Owner</b>" icon under "Login" which is available under "<b>IDeAS</b>" section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be re-directed to NSDL e-Voting website for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> <li>2. If the user is not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select "<b>Register Online for IDeAS</b>" Portal or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number held with NSDL), Password/ OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on options available against company name or <b>e-Voting service provider - NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</li> </ol>

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Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> <li>Existing users who have opted for Easi / Easiest, they can login through their user id and password. Option will be made available to reach e-Voting page without any further authentication. The URL for users to login to Easi / Easiest are <a href="https://web.cdslindia.com/myeasi/home/login">https://web.cdslindia.com/myeasi/home/login</a> or <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on New System Myeasi.</li> <li>After successful login of Easi/Easiest the user will be also able to see the E Voting Menu. The Menu will have links of <b>e-Voting service provider i.e. NSDL</b>. Click on <b>NSDL</b> to cast your vote.</li> <li>If the user is not registered for Easi/Easiest, option to register is available at <a href="https://web.cdslindia.com/myeasi/Registration/EasiRegistration">https://web.cdslindia.com/myeasi/Registration/EasiRegistration</a></li> <li>Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the demat Account. After successful authentication, user will be provided links for the respective ESP i.e. <b>NSDL</b> where the e-Voting is in progress.</li> </ol>
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Once login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on options available against company name or <b>e-Voting service provider-NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.co.in">evoting@nsdl.co.in</a> or call at toll free no.: 1800 1020 990 and 1800 22 44 30
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at 022-23058738 or 022-23058542-43

**B) Login Method for evoting and joining the virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

- Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
- Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
- A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

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### 4. Your User ID details are given below

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***.

### 5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**

- b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

### Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

#### How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

### 6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) Click on "**Forgot User Details/Password?**" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsd.com](http://www.evoting.nsd.com).

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed

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under "Join General Meeting".

3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/ JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [info@napco.in](mailto:info@napco.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsd.com](http://www.evoting.nsd.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsd.com](http://www.evoting.nsd.com) or call on toll free no.: 1800 1020 990 and 1800 22 44 30 or send a request to Mr. Amit Vishal, Senior Manager – NSDL or Ms. Pallavi Mhatre, Manager, NSDL or Mr. Sagar Ghosalkar, Assistant Manager- NSDL at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned

copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [iti.tiwari@atishay.com](mailto:iti.tiwari@atishay.com)).

2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [iti.tiwari@atishay.com](mailto:iti.tiwari@atishay.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for **Access to NSDL e-Voting system.**

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After successful login, you can see link of "VC/OAVM link" placed under "Join General meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.

2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

### PROCEDURE TO ASK QUESTIONS/SEEK CLARIFICATIONS WITH RESPECT TO ANNUAL REPORT:

1. The Shareholders, seeking any information with regard to the accounts or any matter to be placed at the AGM, are requested to write to the Company through email on [compliance@atishay.com](mailto:compliance@atishay.com). Questions/queries received by the Company till Monday 2<sup>nd</sup> August, 2021 shall only be considered and responded during the AGM.
2. Shareholders who would like to express their views during the AGM may register themselves as a speaker by sending their request from their registered email mentioning their name, DP ID and Client ID/ folio number, PAN, mobile number at [compliance@atishay.com](mailto:compliance@atishay.com) from Tuesday 3<sup>rd</sup> August, 2021 (from 9.00 A.M.) to Thursday 5<sup>th</sup> August, 2021 (upto 5.00 P.M.)
3. The Company reserves the right to restrict the number of questions and number of speakers, depending on the availability of time for the AGM.

### DIVIDEND RELATED INFORMATION

1. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on Tuesday, 3<sup>rd</sup> August, 2021, i.e. the date prior to the commencement of

book closure, being the cut-off date will be paid the Final Dividend for the financial year ended 31<sup>st</sup> March, 2021, as recommended by the Board, if approved at the AGM.

2. Members holding shares in demat form are hereby informed that bank particulars registered with their respective Depository Participants, with whom they maintain their demat accounts, will be used by the Company for the payment of dividend. The Company or its Registrar cannot act on any request received directly from the Members holding shares in demat form for any change of bank particulars. Such changes are to be intimated only to the Depository Participant(s) of the Members. Members holding shares in demat form are requested to intimate any change in their address and/or bank mandate immediately to their Depository Participants.
3. Members holding shares in physical form are requested to intimate any change of address and/or bank mandate to Linkintime India Private Limited, Registrar and Share Transfer Agent of the Company or Investor Service Department of the Company immediately by sending a request on e-mail at [compliance@atishay.com](mailto:compliance@atishay.com).
4. The Ministry of Corporate Affairs had notified provisions relating to unpaid/unclaimed dividend under Sections 124 and 125 of Companies Act, 2013 and Investor Education and Protection Fund (Accounting, Audit, Transfer and Refund) Rules, 2016. As per these Rules, dividends which are not encashed/claimed by the shareholder for a period of seven consecutive years shall be transferred to the Investor Education and Protection Fund (IEPF) Authority. The IEPF Rules mandate the Companies to transfer the shares of shareholders whose dividends remain unpaid/unclaimed for a period of seven consecutive years to the demat account of IEPF Authority. Hence, the Company urges all the shareholders to encash/claim their respective dividend during the prescribed period.

### OTHER INFORMATION

1. At the seventeenth AGM held on 19<sup>th</sup> July, 2017 the Members approved appointment of M/s B. M Parekh & Co., Chartered Accountants (Firm Registration No. 107448W) as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that AGM till the conclusion of the twenty-Second AGM, subject to ratification of their appointment by Members at every AGM, if so required under the Act. The requirement to place the matter relating to appointment of auditors for

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ratification by Members at every AGM has been done away by the Companies (Amendment) Act, 2017 with effect from May 7, 2018. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the Twenty first AGM.

2. Details as required in Regulation 36(3) of the Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India in respect of the Directors seeking re-appointment at the AGM are provided in the Notice of AGM of this Report. Requisite declarations have been received from the Directors seeking appointment/re-appointment.
3. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialised form with effect from 1st April, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialised form.