

# 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](http://www.atishay.com)  
Tel no.022 49739081

Notice is hereby given that the 19<sup>th</sup> (Nineteenth) Annual General Meeting of the Members of Atishay Limited will be held on Wednesday, August 28, 2019 at 12.00 Noon at Grand Hotel, 17, Shri S.R. Marg, Ballard Estate, Mumbai (MH) -400001 to transact the following businesses: -

## ORDINARY BUSINESS:

- I. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2019 together with the Report of the 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 the final dividend on Equity Shares for the year 2018-19.

## SPECIAL BUSINESS:

### IV. REAPPOINTMENT OF MANAGING DIRECTOR

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and subject to the approval of board, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Akhilesh Jain (DIN: 00039927) as a Managing Director, not liable to retire by rotation for a period of five years with effect from 2<sup>nd</sup> July, 2019 to 1<sup>st</sup> July, 2024, on the terms and conditions as set out in the Statement annexed to the Notice with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit.

**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. REAPPOINTMENT OF WHOLETIME DIRECTOR

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

**"RESOLVED THAT** pursuant to the provisions of Section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 ("Act") and the rules made there under, as amended from time to time, read with Schedule V to the Act, and Articles of Association of the Company and subject to the approval of board, the consent of the Members of the Company be and is hereby accorded to re-appoint Mr. Archit Jain (DIN: 06363647) as a Whole time Director, not liable to retire by rotation for a period of five years with effect from 2<sup>nd</sup> July, 2019 to 1<sup>st</sup> July, 2024, on the terms and conditions as set out in the Statement annexed to the Notice with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said re-appointment and / or remuneration as it may deem fit;

**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."

### VI. 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

# Notice of Annual General Meeting

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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. Arvind Vishnu Lowlekar (DIN: 01614733) as an Independent Director of the Company for his second consecutive term for a period of five years with effect from 22<sup>nd</sup> June, 2019, 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."

## VII. REVISION IN THE TERMS OF PAYMENT OF REMUNERATION TO MR. AKHILESH JAIN, MANAGING DIRECTOR OF THE COMPANY.

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

"**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and Audit 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 to increase the remuneration of Mr. Akhilesh Jain (DIN : 00039927), Managing Director of the Company on such terms and conditions as set out in the Statement annexed to the Notice.

**RESOLVED FURTHER THAT** the overall managerial remuneration payable to Mr. Akhilesh Jain shall be such amount as may be fixed by the Board of Directors of the Company from time to time on the recommendation of Nomination and Remuneration Committee & Audit Committee but does not exceed the overall limit of five percent (5%) of the net profits of the Company as applicable to each of the Managing/Whole time Directors of the Company and/or ten percent (10%) of the net profits of the Company for all Managing/Whole-time Directors in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V including any statutory amendments, modifications or re-enactment thereof, as may be made thereto and for

the time being in force or if the Remuneration exceeds the limits as prescribed in the provisions of Section 197, 198 of the Companies Act, 2013, the remuneration payable shall be within the maximum permissible limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 without obtaining the approval of the Central Government in case of no profits/inadequate profits.

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

## VIII. REVISION IN THE TERMS OF PAYMENT OF REMUNERATION TO MR. ARCHIT JAIN, WHOLETIME DIRECTOR OF THE COMPANY.

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

"**RESOLVED THAT** pursuant to the recommendation of Nomination and Remuneration Committee and Audit 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, approval of the Members be and is hereby accorded to increase the remuneration of Mr. Archit Jain (DIN : 06363647), Whole time Director of the Company on such terms and conditions as set out in the Statement annexed to the Notice.

## Notice of Annual General Meeting

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**RESOLVED FURTHER THAT** the overall managerial remuneration payable to Mr. Archit Jain shall be such amount as may be fixed by the Board of Directors of the Company from time to time on the recommendation of Nomination & Remuneration Committee and Audit Committee but does not exceed the overall limit of five percent (5%) of the net profits of the Company as applicable to each of the Managing/ Whole time Directors of the Company and/or ten percent (10%) of the net profits of the Company for all Managing/ Whole-time Directors in accordance with the provisions of Sections 197, 198 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V including any statutory amendments, modifications or re-enactment thereof, as may be made thereto and for the time being in force or if the Remuneration exceeds the limits as prescribed in the provisions of Section 197, 198 of the Companies Act, 2013, the remuneration payable shall be within the maximum permissible limits specified under Section II of Part II of Schedule V to the Companies Act, 2013 without obtaining the approval of the Central Government in case of no profits/ inadequate profits.

**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(1) of the Companies Act, 2013)

## ITEM NO. IV

The Board of Directors at its meeting held on June 20, 2019 re-appointed Mr. Akhilesh Jain (DIN: 00039927) as Managing Director of the Company with effect from July 2, 2019 for a period of five years subject to approval of shareholders in ensuing Annual General Meeting and on the basis of recommendation of Nomination and Remuneration Committee. For this purpose, an agreement has been entered into by the Company with the Managing Director. The main terms and conditions of his re-appointment as Managing Director, as contained in the said agreement are furnished below:

<b>PARTICULARS</b>	<b>AMOUNT</b>
i. <b>Term of appointment</b>	5 Years w.e.f. 02.07.2019
ii. <b>Term of remuneration</b>	: 2 Years w.e.f. 02.07.2019
iii. <b>Remuneration</b>	
<b>Monthly Gross Salary</b>	: <b>2,25,000</b>
<b>Perquisites &amp; Allowances</b>	: As per rule of the Company.

The Board therefore recommends the resolution for your approval.

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.

## ITEM NO.V

The Board of Directors at its meeting held on June 20,2019 re-appointed Mr. Archit Jain (DIN:06363647) as Whole time Director of the Company with effect from July 2, 2019 for a period of five years subject to approval of shareholders in ensuing Annual General Meeting and on the basis of recommendation of Nomination and Remuneration Committee. For this purpose, an agreement has been entered into by the Company with the Whole time Director. The main terms and conditions of his re-appointment as Whole time Director, as contained in the said agreement are furnished below:

<b>PARTICULARS</b>	<b>AMOUNT</b>
i. <b>Term of appointment</b>	: 5 Years w.e.f. 02.07.2019
ii. <b>Term of remuneration</b>	: 2 Years w.e.f. 02.07.2019
iii. <b>Remuneration</b>	
<b>Monthly Gross Salary</b>	: <b>1,50,000</b>
<b>Perquisites &amp; Allowances</b>	: As per rule 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.

## ITEM NO. VI

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. Arvind Vishnu Lowlekar as Independent Director as per the requirement of the Companies Act, 2013 at the Extraordinary General Meeting of the Company held on 23<sup>rd</sup> June, 2014 for a term of 5 years. Since, Mr. Arvind Vishnu Lowlekar as Independent Director of the Company will complete - one term of five years on 22.06.2019, 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. Arvind Vishnu Lowlekar 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, considers that, given his background and experience and contributions made by him during his tenure, the continued association of Mr. Arvind Vishnu lowlekar , would be beneficial to the Company and it is desirable to continue to avail his services as Independent Director.

The Company has received declaration from the Independent Director confirming that they meet 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 fulfill the conditions specified in the said Act for re appointment as Independent Director.

The Board recommends the Resolution as set out in item nos. VI , of the Notice for approval of the Members.

## EXPLANATORY STATEMENT

None of the Directors or Key Managerial Personnel of the Company and their relatives, other than the Independent Director for his respective re- appointment, are in any way concerned or interested in the Resolutions, as set out in item nos. VI of the Notice.

### ITEM NO.VII :

Mr. Akhilesh Jain, aged 57 years is presently designated as Chairman and Managing Director and also the Promoter of the Company. He holds a Chartered Accountant degree from the Institute of Chartered Accountants of India and a Bachelor of Law from Bhopal University. He has been affiliated with the Company as a member of the Board of Directors since incorporation and he has been instrumental in taking major policy decision of the Company. He is playing vital role in formulating business strategies and effective implementation of the same. He is responsible for the expansion and overall management of the business of our Company. His leadership abilities have been instrumental in leading the core team of our Company.

During the financial year 2018-19, 4 (Four) meetings of the Board of Directors had been held and all the meetings were attended by Mr. Akhilesh Jain. As on 31<sup>st</sup> March 2019, he holds 3561587(32.43%) equity shares in the Company. Mr. Akhilesh Jain is the Member of Stakeholder Relationship Committee of the Company. Mr. Akhilesh Jain does not hold any Directorship in any other Companies as on 31<sup>st</sup> March 2019.

Further, as per Ministry of Corporate Affairs notification dated 12 September 2016, the Central Government amended the Schedule V of the Companies Act, 2013, with this, the minimum remuneration payable to the managerial person in the applicable slab for the Company shall be ₹ 84 Lakhs p.a. and with the approval of the shareholders by way of special resolution shall be doubled to Rs. 1.68 Crores p.a.

The Board of Directors of the Company in its meeting held on 20<sup>th</sup> June, 2019 approved the payment of increased remuneration from ₹ 1,75,000( Rupees One lakh seventy five thousand )to ₹ 2,25,000 (Rupees Two lakh twenty five thousand) to Mr. Akhilesh Jain, Managing Director for the period of 2 (two) years w.e.f. 02<sup>nd</sup> July, 2019 as recommended by the Nomination and Remuneration Committee in its meeting held on 20<sup>th</sup> June, 2019 in terms of Section 197, 198 and any other applicable provisions of the Companies Act, 2013, at the terms and conditions as set out below:

<b>PARTICULARS</b>	<b>AMOUNT</b>
i. <b>Term of appointment</b>	: 5 Years w.e.f. 02.07.2019
ii. <b>Term of remuneration</b>	: 2 Years w.e.f. 02.07.2019
iii. <b>Remuneration</b>	
<b>Monthly Gross Salary</b>	: <b>2,25,000</b>
<b>Perquisites &amp; Allowances</b>	: As per rule of the Company.

Therefore, the Board of Directors of your Company recommends the passing of Resolution as set out at Item No. VII of the Notice.

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 the passing of the above resolution as set out in Item No. VII of the notice.

### ITEM NO. VIII:

Mr. Archit Jain, aged 28 years is presently designated as Whole time Director 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 with regard to technological perspectives. He leverages his strong experience in the field of e-Governance and IT & IT enabled services and his sharp observational skills to set the standards for his Core Management Team to deliver on the precise strategy and execution.

During the financial year 2018-19, 4 (Four) meetings of the Board of Directors had been held and 2(two) meetings were attended by Mr. Archit Jain. As on 31<sup>st</sup> March, 2019, he holds 1524381 (13.88%) equity shares in the Company. Mr. Archit Jain is the Member of Audit Committee of the Company.

Mr. Archit Jain does not hold any Directorship in any other Companies as on 31<sup>st</sup> March 2019.

Further, as per Ministry of Corporate Affairs notification dated 12 September 2016, the Central Government amended the Schedule V of the Companies Act, 2013, with this, the minimum remuneration payable to the managerial person in the applicable slab for the Company shall be ₹ 84 Lakhs p.a. and with the approval of the shareholders by way of a special resolution shall be doubled to ₹ 1.68 Crores p.a.

The Board of Directors of the Company in its meeting held on 20<sup>th</sup> June, 2019 approved the payment of increased remuneration from ₹ 1,00,000 ( Rupees One lakh) to ₹ 1,50,000 (Rupees one lakh fifty thousand) to Mr. Archit Jain, Whole time Director for the period of 2 (Two) years w.e.f. 02<sup>nd</sup> July, 2019 as recommended by the Nomination and Remuneration Committee in its meeting held on 20<sup>th</sup> June, 2019 in terms of Section 197, 198 and any other applicable provisions of the Companies Act, 2013, at the terms and conditions as set out below:

# EXPLANATORY STATEMENT

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	<b>PARTICULARS</b>	<b>AMOUNT</b>
iv.	<b>Term of appointment</b>	5 Years w.e.f. 02.07.2019
v.	<b>Term of remuneration</b> :	2 Years w.e.f. 02.07.2019
vi.	<b>Remuneration</b>	
	<b>Monthly Gross Salary</b> :	<b>1,50,000</b>
	<b>Perquisites &amp; Allowances</b> :	As per rule of the Company.

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 the passing of the resolution as set out in Item No. VIII of the notice.

Therefore, the Board of Directors of your Company recommends the passing of Special Resolution as set out at Item No. VIII of the Notice.

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

**ITI TIWARI  
(COMPANY SECRETARY & COMPLIANCE OFFICER)**

**Date: 20.06.2019  
Place: Bhopal**

#### IMPORTANT NOTES:

1. Pursuant to Section 91 of the Companies Act, 2013 read with Rules framed there under and Regulation 42 (5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Register of Members and Share Transfer Books shall remain closed from 22<sup>nd</sup> August, 2019 to 28<sup>th</sup> August, 2019 (both days inclusive) for the purpose of Annual General Meeting.

2. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 ("Act") setting out material facts concerning the business under Item Nos. IV to VIII of the accompanying Notice, is annexed hereto.

**3. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY/ PROXIES TO ATTEND AND VOTE INSTEAD OF HIMSELF/ HERSELF. SUCH A PROXY/ PROXIES NEED NOT BE A MEMBER OF THE COMPANY.**

The instrument of Proxy in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not less than FORTY-EIGHT HOURS before the commencement of AGM. A Proxy Form is sent herewith. Proxies submitted on behalf of the companies, societies etc., must be supported by an appropriate resolutions/ authority, as applicable.

A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company. In case a proxy is proposed to be appointed by a Member holding more than 10% of the total share capital of the Company carrying voting rights, then such proxy shall not act as a proxy for any other person or Member.

4. To prevent fraudulent transactions, members are advised to exercise due diligence and notify the Company of any change in address or demise of any member as soon as possible. Members are also advised not to leave their demat account(s) dormant for long. Periodic statement of holdings should be obtained from the concerned Depository Participant and holdings should be verified from time to time.

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

6. SEBI has also mandated that for registration of transfer of securities, the transferee(s) as well as transferor(s) shall furnish a copy of their PAN card to the Company for registration of transfer of securities.

7. Details as required in sub-regulation (3) of Regulation 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meeting (SS-2) of ICSI in respect of the Directors seeking appointment/re-appointment at the AGM, forms integral part of the Notice of the AGM. Requisite declarations have been received from the Directors for seeking appointment/re-appointment.

8. Electronic copy of the Annual Report for 2019 is being sent to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Annual Report for 2019 are being sent in the permitted mode. Electronic copy of the Notice of the 19<sup>th</sup> AGM of the Company, inter alia, indicating the process and manner of electronic voting ('e-voting') along with Attendance Slip, Proxy Form and Route Map is being sent to all the members whose email addresses are registered with the Company/Depository Participant(s) for communication purposes unless any member has requested for a hard copy of the same. For members who have not registered their email address, physical copies of the Notice of the 19<sup>th</sup> AGM of the Company, inter alia, indicating the process and manner of e-voting along with Attendance Slip, Proxy Form and Route Map is being sent in the permitted mode.

9. 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.

10. As required under the Secretarial Standards on General Meetings (SS-2) issued by the Institute of Company Secretaries of India, a route map, including a prominent landmark, showing directions to reach the AGM venue is attached in the Annual report.

11. The Notice is being sent to all the members, whose names appear in the Register of members/list of beneficial owners as received from National Securities Depository Limited (NSDL)/Central Depository Services (India) Limited(CDSL) on 26<sup>th</sup> July, 2019. In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the

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Companies(Management & Administration) Rules, 2014, the Company is pleased to provide its members the facility to exercise their right to vote by electronic means as an alternate mechanism. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating e-voting in order to enable the members to cast their votes electronically.

## 12. Voting through electronic means: -

- I. In compliance with the provisions of Section 108 of the Act, Rule 20 of the Companies (Management and Administration) Rules, 2014 as substituted by the Companies (Management and Administration) Amendment Rules, 2015 (Amended Rules 2015), Regulation 44 of the Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the ICSI, the Company is pleased to provide its members facility to exercise their right to vote on resolutions proposed to be considered at the 19<sup>th</sup> AGM by electronic means and the business may be transacted through e-Voting Services. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") will be provided by National Securities Depository Limited (NSDL).
- II. The facility for voting through ballot paper shall be made available at the AGM and the members attending the meeting who have not cast their vote by remote e-voting shall be able to exercise their right at the meeting through ballot paper.
- III. The members who have casted their vote by remote e-voting prior to the AGM may also attend the AGM but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 25<sup>th</sup> August,2019 (9:00 am) and ends on 27<sup>th</sup> August,2019 (5:00 pm). During this period members of the Company, holding shares either in physical form or in

dematerialized form, as on the cut-off date of 21<sup>st</sup> August 2019, may cast their vote by remote e-voting. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is casted by the member, the member shall not be allowed to change it subsequently.

- V. A person who is not a member as on the cut-off date should treat this Notice of the AGM for information purpose only.

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

**Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsd.com/>**

**Step 2 : Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

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

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



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. Your password details 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 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, your 'initial password' is communicated to you on your postal address.

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.nsdl.com](http://www.evoting.nsdl.com).

b) **Physical User Reset Password?"** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.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.

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.

**Details on Step 2 is given below:**

**How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.

2. After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.

3. Select "EVEN" of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. 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.
6. Upon confirmation, the message "Vote cast successfully" will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. 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 with a copy marked to 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.nsdl.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.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in
- VI. The voting rights of members shall be in proportion to their shares of the paid-up equity share capital of the Company as on the cut-off date -21<sup>st</sup> August 2019.
  - VII. Any person, who acquires shares of the Company and become member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. 21<sup>st</sup> August, 2019 may obtain the login ID and password by

sending a request at evoting@nsdl.co.in or evoting@sharexindia.com.

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 or contact NSDL at the following toll-free no.: 1800-222-990.

- VIII. A member may participate in the AGM even after exercising his right to vote through remote e-voting but shall not be allowed to vote again at the Annual General Meeting.
- IX. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the AGM through ballot paper.
- X. Mr. Nilesh A Pradhan of M/s Nilesh A. Pradhan & Co. LLP, Practicing Company Secretary (Membership No.:-5445) has been appointed as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting and remote e-voting process in a fair and transparent manner.
- XI. The Chairman shall, at the Annual General Meeting at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "remote e-voting" or "Ballot Paper" or "Poling Paper" for all those members who are present at the Annual General Meeting but have not cast their votes by availing the remote e-voting facility.
- XII. The Scrutinizer shall after the conclusion of voting at the general meeting, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than three days of the conclusion of the Annual General Meeting a consolidated scrutinizer's report of the total votes cast in favor or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

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XIII. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.atishay.com](http://www.atishay.com) and on the website of NSDL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the BSE Limited, Mumbai.

13. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Act, shall be made available at the commencement of the meeting and shall remain open and accessible to the members during the continuance of the meeting.

**DETAILS OF THE DIRECTORS SEEKING APPOINTMENT/ RE-APPOINTMENT, PURSUANT TO REGULATION 36(3) OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015 AND SECRETARIAL STANDARD-2:**

<b>Name</b>	<b>Mr. Akhilesh Jain</b>	<b>Mr. Archit Jain</b>	<b>Mrs. Rekha Jain</b>	<b>Mr. Arvind Vishnu Lowleker</b>
<b>DIN</b>	00039927	06363647	00039939	01614733
<b>Date of the first appointment at the Board</b>	30/03/2000	01/02/2013	30/03/2000	23/06/2014
<b>Date of Birth</b>	06/09/1961	07/03/1991	16/09/1967	25/03/1961
<b>Qualification</b>	CA, LLB	BE, MBA	MA	CA
<b>Nature of expertise in specific functional areas</b>	Finance, Strategy and Management	Technology and Management	Strategy	Finance
<b>Directorship in other listed entities</b>	NIL	NIL	NIL	NIL
<b>Membership/ Chairmanship in Committees of other listed entities</b>	NIL	NIL	NIL	NIL

**Notes:**

1. Directorships in unlisted entities, foreign companies and membership in governing councils, chambers and other bodies are not included.
2. Membership/Chairmanship in Audit Committee and Stakeholder Grievance Committees of other listed public entities is considered.
3. The details of the number of Board and Committee meetings attended during the year are given in the Annual Report 2019.
4. The detailed profile of Directors are disclosed in the Annual Report 2019 and are also hosted on the website of the Company at [www.atishay.com](http://www.atishay.com)