

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 17th (Seventeenth) Annual General Meeting of the Members of Atishay Limited (Formerly Known as Atishay Infotech Limited) will be held on Wednesday, 19th July, 2017 at 12.00 P.M at Umang & Utsav Banquet C/o Samrat Restaurant, Prem Court, J. Tata Road, Churchgate, Mumbai 400020 (MH) to transact the following businesses: -

ORDINARY BUSINESS:

- 1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2017 together with the Report of the Auditors thereon.**
- 2. To appoint a Director in place of Smt. Rekha Jain (DIN: 01886897) who retires by rotation and being eligible offers herself for re-appointment.**
- 3. To appoint the Statutory Auditor of the Company and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof), M/s B. M Parekh, Chartered Accountants, Mumbai (Registration no. 107448W), be and are hereby appointed as the Statutory Auditor of the Company in place of M/s Tasky Associates, Chartered Accountants, (Regn. No. 008730N), (Statutory Auditor of the Company retiring at the conclusion of this 17th Annual General Meeting) for a period of five years i.e. from the conclusion of this 17th Annual General Meeting till the conclusion of 22nd Annual General Meeting of the Company, subject to annual ratification by the shareholders at every Annual General Meeting and at such remuneration as may be fixed by the Board of Directors of the Company on the recommendation of the Audit Committee.”

SPECIAL BUSINESS:

4. TO CONSIDER AND FIT TO PASS WITH OR WITHOUT MODIFICATION(S), THE FOLLOWING RESOLUTION AS AN SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 94, other applicable provisions, if any, of the Companies Act, 2013 and the rules made thereunder (including any amendment thereto or enactment thereof for the time being in force), consent of the Company be and is hereby accorded to keep the Register and Index of Members Register and copies of all Annual Returns under Section 92 of the Companies Act, 2013 together with the copies of certificates and documents required to be annexed thereto or any other documents as may be required, at the head office of the Company situated at Plot No. 36, Zone-I, Maharana Pratap Nagar, Bhopal – 462011 (MP) instead of the Registered Office of the Company.

RESOLVED FURTHER THAT the Board of Directors or any Committee thereof of the Company be and are hereby authorized to do all such things and take all such actions as may be required from time to time for giving effect to the above resolution and matters related thereto.”

DIRECTORS

BY ORDER OF THE BOARD OF

**ATISHAY LIMITED
(Formerly Known as Atishay Infotech Limited)**

SD/-

**Akhilesh Jain
Managing Director
(DIN: 00039927)**

Date: 26.05.2017

Place: Bhopal

NOTES:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE AFORESAID ANNUAL GENERAL MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS/HER BEHALF, ONLY ON A POLL. A PROXY NEED NOT BE A MEMBER OF THE COMPANY.**
- 2. THE INSTRUMENT APPOINTING THE PROXY, DULY COMPLETED AND SIGNED, SHOULD BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN FORTY-EIGHT HOURS BEFORE THE COMMENCEMENT OF THE ANNUAL GENERAL MEETING. A PROXY FORM IS ANNEXED TO THIS REPORT.**
3. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 and Rules framed there under; in respect of the Business mentioned under Item No. 4 of the accompanying Notice is annexed hereto.
4. Pursuant to Section 113 of the Companies Act, 2013 and Rules framed thereunder, Corporate Members intending to send their authorized representative(s) to attend the Annual General Meeting are requested to send a duly certified copy of their Board Resolution and Power of Attorney, if any, authorizing their representative(s) to attend and vote at the Annual General Meeting.
5. 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.
6. 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 13th July, 2017 to 19th July, 2017 (both days inclusive) for the purpose of Annual General Meeting.
7. Members are requested to produce the Attendance Slip duly signed as per the specimen signature recorded with the Company/Depository Participants for admission to the Meeting hall.

8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their demat accounts.
9. A brief profile along with necessary information of the Director seeking their re-appointment in the forthcoming Annual General Meeting in pursuance of Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 is annexed to the Notice of this Annual General Meeting as Annexure A.
10. 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.
11. 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.
12. 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 16th June ,2017.In compliance with provisions of Section 108 of the Companies Act, 2013, read with Rule 20 of the 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.

Voting through electronic means

- I. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the Annual General Meeting 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 Annual General Meeting (“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 Annual General Meeting 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 cast their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.
- IV. The remote e-voting period commences on 16th July, 2017 (9.00 A.M.) and ends on 18th July, 2017 at (5.00 P.M.) During this period members' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date - 12th July, 2017., 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 cast by the member, the member shall not be allowed to change it subsequently.
- V. The process and manner for remote e-voting are as under:
 - A. In case a Member receives an email from NSDL [for members whose email IDs are registered with the Company/Depository Participants(s)]:
 - (i). Open email and open PDF file viz; "Atishay e-voting.pdf" with your Client ID or Folio No. as password. The said PDF file contains your user ID and password/PIN for remote e-voting. Please note that the password is an initial password.
NOTE: Shareholders already registered with NSDL for e-voting will not receive the PDF file "Atishay e-voting.pdf".
 - (ii). Launch internet browser by typing the following URL:
<https://www.evoting.nsdl.com/>
 - (iii). Click on Shareholder – Login
 - (iv). Put user ID and password as initial password/PIN noted in step (i) above. Click Login.
 - (v). Password change menu appears. Change the password/PIN with new password of your choice with minimum 8 digits/characters or combination thereof. Note new password. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
 - (vi). Home page of remote e-voting opens. Click on remote e-voting: Active Voting Cycles.

- (vii). Select “EVEN” of “Atishay Limited.”
- (viii). Now you are ready for remote e-voting as Cast Vote page opens.
- (ix). Cast your vote by selecting appropriate option and click on “Submit” and also “Confirm” when prompted.
- (x). Upon confirmation, the message “Vote cast successfully” will be displayed.
- (xi). Once you have voted on the resolution, you will not be allowed to modify your vote.
- (xii). 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. together with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer through e-mail to scrutinizer@gmail.com with a copy marked to evoting@nsdl.co.in.

B. In case a Member receives physical copy of the Notice of Annual General Meeting [for members whose email IDs are not registered with the Company/Depository Participants(s) or requesting physical copy]:

- (i). Initial password is provided as below/at the bottom of the Attendance Slip for the Annual General Meeting:

EVEN (Remote e-voting Event Number) USER ID PASSWORD/PIN

- (ii). Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

VI. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Members and remote e-voting user manual for Members available at the downloads section of www.evoting.nsdl.com or call on toll free no.: 1800-222-990.

VII. If you are already registered with NSDL for remote e-voting then you can use your existing user ID and password/PIN for casting your vote.

NOTE: Shareholders who forgot the User Details/Password can use “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com.

In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).

In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).

- VIII. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).
- IX. 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 -12th July, 2017.
- X. 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. 12th July, 2017 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” option available on www.evoting.nsdl.com or contact NSDL at the following toll-free no.: 1800-222-990.

- XI. 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.
- XII. 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.
- XIII. M/s Prajakta V. Padhye, Practicing Company Secretary (Membership No.:-7478) Dombivali 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.
- XIV. 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.

- XV. 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.
- XVI. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company 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.

EXPLANATORY STATEMENT

(Pursuant to Section 102(1) of the Companies Act, 2013)

Special Business:

Item No. 4

As required under the provisions of Section 94 the Companies Act, 2013, certain documents such as the Register of Members, Index of Members and certain other registers, certificates, documents etc., are required to be kept at the Registered office of the Company.

However, these documents can be kept at any other place within the city, town or village in which the registered office is situated or any other place in India in which more than one-tenth of the total members entered in the register of members reside, if approved by a Special Resolution passed at a general meeting of the Company. Accordingly, the approval of the members is sought in terms of Section 94(1) of the Companies Act, 2013, for keeping the aforementioned registers and documents at the head office of the Company situated at Plot No. 36, Zone-I, Maharana Pratap Nagar, Bhopal – 462011 (MP). A copy of the proposed resolution is being forwarded in advance to the Registrar of Companies, Mumbai Maharashtra, as required under the said Section 94 (1) of the Companies Act, 2013. The Directors recommend the said resolution proposed vide Item No. 04 to be passed as Special Resolution by the members. None of the Directors, Key Managerial Personnel of the Company, and/or their relatives may be deemed to be concerned or interested in the said resolution.

DIRECTORS

BY ORDER OF THE BOARD OF

**ATISHAY LIMITED
(Formerly Known as Atishay Infotech Limited)**

SD/-

**Akhilesh Jain
Managing Director
(DIN: 00039927)**

Date: 26.05.2017

Place: Bhopal

Annexure-A

A BRIEF PROFILE ALONGWITH THE NECESSARY INFORMATION OF THE DIRECTORS SEEKING APPOINTMENT / REAPPOINTMENT THEREOF IN THE FORTHCOMING ANNUAL GENERAL MEETING SCHEDULED TO BE HELD ON WEDNESDAY, 19TH JULY 2017 AT 12.00 P.M IN PURSUANCE OF REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

Name of the Director	Smt. Rekha Jain
Age	49 years
Date of Appointment as Director	30/03/2000
Qualification	Master of Arts (Sociology)
Relationship with other Directors inter se	Shri Akhilesh Jain (Managing Director) - Husband Shri Archit Jain (Whole Time Director) - Son
Experience/Expertise in specific Functional Areas	She has more than 19 years of experience in the field of Data Processing and Information Technology.
List of directorship held in other Companies	Nil
List of membership in committees of other Companies	Nil
Shareholding of Executive/ Non-Executive director(s)	2550000