

ATISHAY INFOTECH LIMITED

Corporate Identity No.U70101MH2000PLC192613

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 15th Annual General Meeting of the members of **Atishay Infotech Limited** will be held on Thursday 28th May ,2015 at 12:00 noon at the Registered Office situated at No. 07, 8th Floor, Navjeevan Society, Building No. 3, Mumbai Central, Mumbai, Maharashtra to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Financial Statements of the Company for the year ended 31.03.2015 including audited Balance Sheet as at 31.03.2015 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Auditors and Board of Directors thereon.
2. To declare final Dividend for the financial year 2014-15.
3. To appoint a Director in place of Mrs. Rekha Jain (DIN : 01886897) , who retires by rotation and being eligible offers herself for re-appointment.
4. To appoint Auditors and to fix their remuneration by passing the following resolution, with or without modification(s), as an Ordinary Resolution:-

“RESOLVED THAT, M/s Tasky Associates, Chartered Accountants be and are hereby appointed, as the statutory auditors to hold office from the conclusion of this Meeting until the conclusion of the Seventeenth Annual General Meeting of the Company to be held in the calendar year 2017 and that the Board of Directors of the Company and the Audit Committee of the Company be and are hereby authorized to fix their remuneration for the said period and reimbursement of actual out of pocket expenses, as may be incurred in the performance of their duties.”

SPECIAL BUSINESS

5. To confirm and appoint Mrs. Poonam Pritam Issrani (DIN: 06970570) as Non-Executive Independent Director who was appointed as additional Director of the Company.

“RESOLVED THAT, Mrs. Poonam Pritam Issrani who was appointed as an Additional Director with effect from September 17th, 2014 on the Board of the Company in terms of Section 161 of the Companies Act, 2013, who holds office up to the date of ensuing Annual General Meeting, and in respect of whom a notice has been received from a member in writing, under Section 160 of the Companies Act, 2013, proposing her candidature for the office of a Non executive independent Director, be and is hereby appointed as a independent director of the company who is not liable to retire by rotation for a period of five years with effect from the date of this Annual General Meeting i.e. 28th May 2015.”

6. To increase the remuneration of Mr. Akhilesh Jain, Managing Director (DIN :00039927) from Rs.1,50,000 per month to Rs.1,75,000/- per month .

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to increase the remuneration from Rs.1, 50,000/- (Rupees One Lakh Fifty Thousand) per month to Rs.1,75,000/- (Rupees One Lakh Seventy Five Thousand) per month of Mr. Akhilesh Jain, Managing Director of the Company (DIN : 00039927) for his term of appointment

RESOLVED FURTHER THAT any one of the Directors of the Company or any other person authorised by them be and is hereby authorized to file such forms and documents and do such acts, deeds and things as may be necessary to give effect to the above resolutions.”

7. To increase the remuneration of Mr Archit Jain, Whole time director (DIN: 06363647) from Rs.65,000/- (Rupees Sixty Five Thousand Only) per month to Rs.1,00,000/- (Rupees One Lakh Only) per month

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of the Members of the Company be and is hereby accorded to increase the remuneration from Rs.65,000/- (Rupees Sixty Five Thousand) per month to Rs.1,00,000/- (Rupees One Lakh) per month of Mr. Archit Jain, whole time director of the Company (DIN :06363647)

“RESOLVED FURTHER THAT any one of the Directors of the Company or any other person authorized by them be and is hereby authorized to file such forms and documents and do such acts, deeds and things as may be necessary to give effect to the above resolutions.”

8. Approval to act Enrollment Agency for generation of AADHAR with NSDL

“RESOLVED THAT , consent of the Members be and is hereby accorded to the company for participating in offering services and submitting all the necessary required documents in relation to the application as Enrollment Agency for generation of AADHAR with NSDL.

“RESOLVED FURTHER THAT any one of the Directors of the Company or any other person authorized by them be and is hereby authorized to file such forms and documents and do such acts, deeds and things as may be necessary to give effect to the above resolutions.”

DIRECTORS

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**BY ORDER OF THE BOARD OF
ATISHAY INFOTECH LIMITED
SD/-**

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

Date: 25th April, 2015

Place: Bhopal

Notes:

1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE INSTEAD OF HIMSELF / HERSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.
2. Proxies to be effective should be deposited at the Registered Office of the Company not less than 48 hours before the commencement of the meeting.
3. The attendance slip cum Proxy Form is placed at the end of this Annual Report.
4. The Explanatory statement for the proposed resolutions under Item No.5,6,7 & 8 pursuant to section 102 of the Companies Act, 2013 read with section 110 of the Companies Act, 2013 setting out material facts are annexed herewith.
5. The Register of Members and Share Transfer Books of the Company will remain closed from 20th May 2015 to 28th May 2015. (both days inclusive).
6. Members are requested to address all correspondence pertaining to their securities mentioning either the Folio Number / Client ID and DP ID numbers as applicable including any change of address, if any, to the Registrars and Transfer Agents of the Company viz.:
7. Members / Proxies attending the Meeting are requested to bring their copies of Annual Report together with attendance slip duly completed and signed along with Client ID and DP ID numbers.
8. Members seeking any information relating to Accounts are requested to write to the Company at least 10 days before the date of the Annual General Meeting to enable the Management to keep the required information ready at the meeting.
9. The Ministry of Corporate Affairs has come out with a circular dated 29th April 2011 which allows the companies to send documents including Annual Reports and other intimation by an email. Therefore you are requested to register your email IDs with the Registrar and Transfer Agent of the Company. The Company is already having email ID of the members holding their shares in Demat through their respective Depository Participants, The said email ID shall be considered as registered email ID for the said members unless informed otherwise to the Company or Registrar and Transfer Agent.
10. In terms of Section 72 of the Companies Act, 2013, nomination facility is available to the individual shareholder. The same should be availed through respective depository.

11. The Company has appointed Mr.Nilesh A.Pradhan of M/s Nilesh A.Pradhan & Co. , Practicing Company Secretary ,Mumbai for conducting the e-voting process, in a fair and transparent manner.
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 dated 24th April 2015 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 Clause 35B of the Listing Agreement, 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 25rd May, 2015 (9:00 am) and ends on 27th May, 2015 (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 21st May , 2015, 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.
- (ii) Launch internet browser by typing the following URL:
<https://www.evoting.nsd.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 Infotech 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.
- 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 of 21st May, 2015.
- 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.

21st May, 2015, may obtain the login ID and password by sending a request at 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” 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. Mr. Nilesh A. Pradhan (membership No: FCS:5445) of M/s Nilesh A. Pradhan & Co. , Practicing Company Secretary ,Mumbai has been appointed for 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 favour 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 alongwith 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.

As required under Clause 52 of the Listing Agreement given below are the details of the director Mrs. Poonam Pritam Issrani-Non executive independent Director

Particulars	Details of the Directors
Name of the Director	Mrs. Poonam Pritam Issrani
Date of Birth	4 th November 1981
Date of appointment	17 th September,2014
Qualification	B.tech (Electronics),MBM, Jodhpur. Master of Management, SJMSOM, IIT Bombay
Expertise in specific functional areas	7 years experience in banking with Citibank and ABN Amro. Have worked as consultant in -Hospitality, manufacturing & I.T sectors.
List of other Directorships	Atreya Innovations Pvt Ltd
Membership/ Chairmanship of the committees of other Companies	-----
Shareholding in the company	NIL
Relationship between directors inter-se	No

As required under Clause 52 of the Listing Agreement given below are the details of the Director Mrs.Rekha Jain

Particulars	Details of the Directors
Name of the Director	Mrs. Rekha Jain
Date of Birth	4 th November 1967
Date of appointment	Since incorporation
Qualification	Master of Arts(Sociology)
Expertise in specific functional areas	17 years experience in business
List of other Directorships	-----
Membership/ Chairmanship of the committees of other Companies	-----
Shareholding in the company	20,00,000
Relationship between directors inter-se	W/o Akhilesh Jain

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

Item No. 5

Mrs Poonam Pritam Issrani is a Non-Executive Independent Director of the Company. She joined the Board of Directors of the Company on 17th September, 2014. Mrs Poonam Pritam Issrani is the Chairman of the Investor /Shareholder grievance Committee of the Company, a member of the Audit Committee and a member of Remuneration Committee. She was appointed as additional director in the capacity of non executive director when Mr.Devendra Ajmera resigned on that date due to some personal commitments. A notice has been received from a member proposing Mrs Poonam Pritam Issrani as a candidate for the office of Director of the Company. Copy of the draft letter for appointment of Mrs Poonam Pritam Issrani as an Independent Director setting out the terms and conditions would be available for inspection without any fee by the members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday. The Board considers that her continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mrs. Poonam Priatm Issrani as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mrs Poonam Pritam Issrani as an Independent Director, for the approval by the shareholders of the Company. Except Mrs. Poonam Pritam Issrani being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 5.

Item No. 6

Mr. Akhilesh Jain is the Chairman & Managing Director of the Company. He holds Chartered Accountant Degree from Institute of Chartered Accountants of India and a Bachelor of Law from Bhopal .He has more than 25 years experience in the field of Data Processing and Information Technology .Being a Chartered Accountant and Bachelor of Law he is aware of the financial policies and legalities involved in our business He joined the Board of Directors of the Company in March, 2000. Presently he is drawing a remuneration of Rs.1,50,000 /- (Rupees one lakh fifty thousand) per month .There is a proposal to increase the remuneration of Mr.Akhilesh Jain from Rs.1,50,000/- pm.(Rupees One Lakh fifty thousand)per month to Rs.1,75,000/-(Rupees one lakh seventy five thousand) per month.

Except Mr. Akhilesh Jain being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 6.

This Explanatory Statement may also be regarded as a disclosure under Clause 52 of the Listing agreement with the Stock Exchange.

Item No. 7.

Mr. Archit Jain is the Whole time Director of the Company. He is a bachelor of Engineering (Computers) from University of Mumbai and has more than one year experience in the field of Data Processing and Information Technology. Being an engineer he has made Company's technical department more stable by incorporating new technologies and helped us in developing software for Electro Photo Identity Card, Electoral List generating project for Maharashtra State. He has joined the Board of Directors of the Company in February 1,2013. Presently he is drawing remuneration of Rs.65000/- (Rupees Sixty Five Thousand) per month. There is proposal to increase the remuneration of Mr Archit from 65000/-(Rupees sixty five thousand) to Rs.100000 /-(Rupees One Lakh) per month.

Except Mr. Archit Jain being an appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 7.

This Explanatory Statement may also be regarded as a disclosure under Clause 52 of the Listing agreement with the Stock Exchange.

Item No.8

NSDL e-governance has been appointed as registrar by UIDAI for providing AADHAR issuance and related services to the residents of India. UID-EA has represented to NSDL e-GOV as an enrolment agency (EA) for AADHAR and is desirous of joining NSDL e-GOV as an enrolment agency for AADHAR and has furnished an application to NSDL e-governance for the same.

In consideration of the representations made by UID-EA, NSDL e-Gov has agreed to appoint UID-EA as an agency for collecting and forwarding specified data required for UIDAI.

There is a proposal for the participating in offering services as Enrolment Agency for generation of AADHAR with NSDL.

As per requirement of NSDL this requires approval of Members .None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution set out at Item No. 8.