

Notice of the 26th Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twenty-Sixth (26th) Annual General Meeting (“AGM”) of the Members of Atishay Limited (“the Company”) will be held on **Tuesday, May 26, 2026 at 12:30 P.M. (IST)** through **Video Conferencing (“VC”) and/ or Other Audio-Visual Means (“OAVM”)**, without the physical presence of the members at a common venue, in compliance with the applicable provisions of the Companies Act, 2013 read with General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (“MCA”) and the circulars issued from time to time by the Securities and Exchange Board of India (“SEBI”) (collectively referred to as the “SEBI Circulars”), to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Standalone Audited Financial Statements of the Company for the financial year ended March 31, 2026, together with the Reports of the Board of Directors and the Statutory Auditors thereon;
2. To declare a final dividend of ₹1/- (Rupee One only) per equity share of face value of ₹10/- each for the financial year ended March 31, 2026.
3. To appoint Mrs. Rekha Jain (DIN: 00039939), who retire by rotation and being eligible, offers herself for re-appointment;

SPECIAL BUSINESS:

4. APPROVE THE APPOINTMENT OF MR. SANJAY GUPTA (DIN: 00371317) AS AN INDEPENDENT DIRECTOR OF THE COMPANY

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with Schedule IV thereto and the Companies (Appointment and Qualification of Directors) Rules, 2014, and applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI LODR’) (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the Articles of Association of the Company, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, Mr. Sanjay Gupta (DIN: 00371317), who was appointed as an Additional Director (Non-Executive & Independent) of the Company with effect from April 24, 2026, in terms of Section 161(1) of the Act, and who holds office up to the date of this Annual General Meeting, and being eligible for appointment and having submitted a declaration of independence under Section 149(7) of

the Act and Regulation 16(1)(b) of SEBI LODR, be and is hereby appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a term of three (3) consecutive years commencing from April 24, 2026 up to April 23, 2029.”

5. APPROVAL OF APPOINTMENT OF MR. ATISHAY JAIN (DIN: 07176829) AS A DIRECTOR AND WHOLE-TIME DIRECTOR OF THE COMPANY AND FIXATION OF REMUNERATION

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), and in accordance with the provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI (LODR) Regulations’), and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, **Mr. Atishay Jain (DIN: 07176829)**, who was appointed as an Additional Director of the Company with effect from April 24, 2026 pursuant to Section 161(1) of the Act and who holds office up to the date of this Annual General Meeting, and in respect of whom the Company has received a notice in writing under Section 160 of the Act, be and is hereby appointed as a Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule V thereto and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, and Regulation 17(6)(e) and other applicable provisions of the SEBI (LODR) Regulations, consent of the members be and is hereby accorded for the appointment of Mr. Atishay Jain (DIN: 07176829) as a Whole-time Director, designated as Executive Director and Key Managerial Personnel of the Company, for a period of 5 (Five) consecutive years commencing from April 24, 2026 up to April 23, 2031, liable to retire by rotation, on the terms and conditions including remuneration as set out in the Explanatory Statement annexed to the Notice.

RESOLVED FURTHER THAT Mr. Atishay Jain shall be paid remuneration by way of salary, allowances, perquisites and other benefits for the period from April 24, 2026 to March 31, 2029, on the following terms:

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Remuneration:

- **Basic Salary & Allowances:** ₹21,00,000/- (Rupees Twenty-One Lakh only) per annum
- **Perquisites & Benefits:** As per Company policy, including but not limited to:
 - Leave benefits
 - Medical benefits
 - Insurance
 - Other applicable perquisites

Reimbursement of Expenses:

Reimbursement of all reasonable expenses (including travel, boarding, lodging, entertainment and other business expenses) incurred by him in the course of discharge of his duties, which shall not form part of the remuneration ceiling.

RESOLVED FURTHER THAT notwithstanding anything contained in Sections 197, 198 and Schedule V of the Companies Act, 2013 or any amendment or re-enactment thereof, in the event of absence or inadequacy of profits in any financial year, the aforesaid remuneration shall be paid to Mr. Atishay Jain as **minimum remuneration**, subject to the limits prescribed under Schedule V of the Act.

RESOLVED FURTHER THAT the Board of Directors (including any Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things and to determine and revise the terms and conditions of remuneration, including the break-up thereof, within the overall limits approved herein, and to settle any questions, difficulties or doubts that may arise in this regard, as it may deem fit in the best interest of the Company, without requiring any further approval of the Members."

**By Order of the Board
For Atishay Limited**

**Sambedna Jain
Company Secretary
M. No -F11007**

**Place: Bhopal
Date: 24.04.2026**

Registered Office

14/15, Khatau Building ,44 Bank Street, Fort 44 Bank Street, Fort, Mumbai City, Mumbai, Maharashtra, India, 400001
CIN: L70101MH2000PLC192613
Tel No: +91 49739081/82
Email Id: compliance@atishay.com
Website: <https://www.atishay.com/>

NOTES:

1. The Ministry of Corporate Affairs, Government of India ("MCA"), vide its General Circular No. 03/2025 dated September 22, 2025, read with its earlier General Circulars dated May 5, 2020, December 28, 2022, September 25, 2023 and September 19, 2024 (collectively referred to as the "MCA Circulars"), has, inter alia, permitted companies to conduct Annual General Meetings ("AGMs") through Video Conferencing ("VC") or Other Audio-Visual Means ("OAVM"), without the physical presence of members at a common venue.

Accordingly, the facility for holding AGMs through VC/OAVM shall continue to be available till further orders, subject to compliance with the requirements prescribed under paragraphs 3 and 4 of the MCA General Circular dated May 5, 2020.

2. The Securities and Exchange Board of India ("SEBI"), vide its Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular"), has also granted certain relaxations from compliance with specific provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI (LODR) Regulations").

3. In compliance with the aforesaid MCA Circulars, SEBI Circulars, the Companies Act, 2013 ("the Act") and the SEBI (LODR) Regulations, the **26th Annual General Meeting ("AGM") of the Company** is being conducted through VC/OAVM, without the physical presence of Members at a common venue. The deemed venue of the AGM shall be the Registered Office of the Company.
4. As the AGM is being conducted through VC/OAVM, the facility for appointment of proxies by Members will not be available. Accordingly, the Proxy Form, Attendance Slip and Route Map are not annexed to this Notice.
5. National Securities Depository Limited ("NSDL") will be providing the facility for remote e-voting, participation in the AGM through VC/OAVM and e-voting during the AGM. The detailed procedure for participation in the AGM through VC/OAVM is set out in the relevant section of this Notice and is also available on the Company's website at www.atishay.com

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6. The details of the e-voting service provider and helpline for any queries/assistance are as follows :

Name & Designation	Ms. Rimpa Bag, RM (Business Development & Products)
Phone No	022 - 4886 7000
Email	evoting@nsdl.com

7. The attendance of Members participating in the AGM through VC/OAVM shall be counted for the purpose of quorum under Section 103 of the Companies Act, 2013. Members logging in through remote e-voting credentials shall be deemed to be present and their attendance will be recorded accordingly.
8. The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013, in respect of the Special Business under Item No. 4 to 5 of the accompanying Notice to be transacted at the AGM, is annexed hereto. The said Statement sets out the material facts, rationale and recommendation of the Board of Directors for the proposed resolution.

Further, the details of the Director(s) seeking appointment/re-appointment at this AGM, as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India (“ICSI”), are also annexed hereto.

The Company has received the requisite declarations, disclosures and consents from the Directors seeking appointment/re-appointment, in accordance with the provisions of the Companies Act, 2013 and the SEBI (LODR) Regulations.

9. Pursuant to the MCA Circulars, the facility for appointment of proxies by Members will not be available for this AGM. However, Body Corporates are entitled to appoint authorised representatives to attend the AGM through VC/OAVM, participate therein and cast their votes through e-voting, in accordance with the provisions of the Companies Act, 2013.
10. In terms of the provisions of Section 152 of the Companies Act, 2013 (“the Act”), Mrs. Rekha Jain (DIN: 00039939), Director of the Company, who is liable to retire by rotation at the ensuing Annual General Meeting and, being eligible, offers herself for re-appointment.

The information required to be provided under the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard-2 on General Meetings, in respect of the Directors seeking appointment/re-appointment/variation in terms of appointment, along

with the relevant details pertaining to the business under Item No. 3 of the Notice, is annexed hereto.

11. In case of joint holders, the Member whose name appears first in the Register of Members of the Company shall be entitled to vote at the AGM.
12. The Company’s Registrar and Transfer Agent (“RTA”) for its share registry work (both physical and electronic) is **MUFG Intime India Private Limited** (formerly Link Intime India Private Limited), having its office at C-101, 247 Park, LBS Marg, Vikhroli (West), Mumbai – 400083, Maharashtra. The email ID for shareholder queries is rnt.helpdesk@in.mpms.mufg.com and the website is <https://in.mpms.mufg.com/>
13. All shareholder queries or service requests in electronic mode are to be raised only through the RTA’s website at https://web.in.mpms.mufg.com/helpdesk/Service_Request.html
14. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Companies Act, 2013, will be available for inspection by the Members in electronic mode during the AGM upon login to the NSDL e-voting system at www.evoting.nsdl.com
15. The certificate from the Secretarial Auditors of the Company certifying that the Company’s Employee Stock Option Plan – 2020 is being implemented in accordance with the SEBI (Share Based Employee Benefits and Sweat Equity) Regulations, 2021 and the resolutions passed by the Members of the Company shall be available for inspection by the Members in electronic mode during the AGM upon login to the NSDL e-voting system at www.evoting.nsdl.com
16. All documents referred to in the accompanying Notice and the Explanatory Statement have been uploaded on the website of the Company at <https://atishay.com/inspection-documents/>. Members may also inspect the same by sending an email to compliance@atishay.com up to the date of this AGM (i.e., **May 26, 2026**).
17. Members may join the AGM 20 minutes before and after the scheduled time of commencement of the AGM by following the procedure mentioned in the Notice of the AGM.
18. The facility to participate in the AGM through VC/OAVM will be made available to at least 1,000 Members on a first-come-first-served basis, in accordance with the MCA Circulars. However, this restriction shall not apply to large shareholders (holding 2% or more of the shareholding), Promoters/Promoter Group, Institutional Investors,

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Directors, Key Managerial Personnel, Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders' Relationship Committee, Auditors and other eligible persons, who shall be allowed to attend the AGM without restriction on account of the first-come-first-served basis.

Members will also be able to view the proceedings of the AGM on the National Securities Depository Limited ("NSDL") e-voting website at www.evoting.nsdl.com

19. In line with the applicable circulars issued by the Ministry of Corporate Affairs and the Securities and Exchange Board of India, the Notice of the AGM along with the Annual Report for the financial year **2025-26** is being sent electronically to those Members whose email addresses are registered with the Company, Depositories or Registrar and Transfer Agent ("RTA"), unless a Member has specifically requested for a physical copy of the same.

For Members whose email addresses are not registered, the Company/RTA will dispatch a physical letter containing the web link and exact path to access the Notice of the AGM and the Annual Report. The said documents are also available on the Company's website at <https://atishay.com/annual-reports/> and can be accessed on the website of **BSE Limited** at www.bseindia.com, as well as on the website of NSDL at www.evoting.nsdl.com

The Company will also publish an advertisement in the newspapers containing details of the AGM and other relevant information for Members, including the manner of registering e-mail ID, cut-off date for e-voting, record date for payment of dividend, etc.

To ensure timely and effective communication, Members are requested to update their email ID, postal address, photograph and other KYC details with the Company/RTA at the earliest. In line with the applicable regulations, Members are advised to update their details at least 21 days prior to the date of the AGM.

Members who have not yet registered their email addresses or updated their KYC details are requested to do so promptly to facilitate seamless communication and to support the Company's sustainability initiatives.

20. The Company has fixed Tuesday, May 19, 2026 as the Record Date for determining the eligibility of Members to attend and vote at the 26th Annual General Meeting (AGM) and to receive dividend for the financial year 2025-26, subject to approval at the AGM.
21. The Board of Directors has recommended a final dividend make a ₹ 1/- (Rupee One only) per equity share (i.e., 10% of the face value of ₹ 10/- each for the financial year 2025-26. If the dividend is approved by the Members at

the AGM, the same shall be paid within 30 days from the date of declaration, subject to deduction of tax at source (TDS), as applicable.

If the dividend is approved by the Members at the Annual General Meeting, it shall be paid within 30 days from the date of such declaration, subject to deduction of tax at source (TDS), to those Members whose names appear in the Register of Members of the Company and as beneficial owners as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) as at the close of business hours on **Tuesday, May 19, 2026**.

22. Tax Deduction at Source (TDS) on Dividend

Pursuant to the provisions of the Finance Act, 2020, dividend income is taxable in the hands of the shareholders and the Company is required to deduct tax at source ("TDS") in accordance with the provisions of the Income-tax Act, 1961 (as amended from time to time). The rate of TDS shall depend on the category and residential status of the shareholder and submission of valid documents.

Shareholders are requested to ensure that their Permanent Account Number ("PAN") is registered:

- with the Depository Participants ("DPs"), in case shares are held in dematerialised form; and
- with the Company or its Registrar and Transfer Agent ("RTA"), MUFG Intime India Private Limited, in case shares are held in physical form.

To prevent fraudulent transactions, Members are advised to exercise due diligence and promptly notify the Company/RTA of any change in address or demise of a Member. Members are also advised not to leave their demat accounts dormant for long periods. It is recommended that periodic statements of holdings be obtained from the concerned DP and verified from time to time.

A resident individual shareholder whose estimated total income for the financial year is below the taxable limit and who is not liable to pay income tax may submit Form 121, as prescribed under applicable provisions, to avail non-deduction of TDS. Such declarations are required to be submitted by uploading the duly filled forms at: <https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html> on or before 5:00 p.m. (IST) on Tuesday, May 19, 2026.

Shareholders are requested to note that in case their Permanent Account Number ("PAN") is incorrect, invalid or inoperative, or if they have not filed their income tax returns for the relevant financial year (in terms of Section 206AB of the Income-tax Act, 1961 as amended from time

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to time), tax shall be deducted at higher rates as prescribed under Sections 206AA or 206AB of the Income-tax Act, 1961 (as amended from time to time), as applicable. In such cases, shareholders may also be unable to claim credit of TDS with the Income Tax Department.

Non-resident shareholders, including Foreign Institutional Investors (FIIs) and Foreign Portfolio Investors (FPIs), may avail a beneficial tax rate under the applicable Double Taxation Avoidance Agreement (DTAA), subject to furnishing requisite information and supporting documentation in accordance with the provisions of the Income-tax Act, 1961 (as amended from time to time).

Shareholders are requested to submit the requisite documents in PDF/JPG format through the designated portal at <https://web.in.mpms.mufig.com/formsreg/submission-of-Form-121-41.html> on or before 5:00 p.m. (IST) on Tuesday, May 19, 2026, in respect of the dividend for the financial year 2025–26, to be paid in the financial year 2026–27.

All communications/queries in this regard should be addressed to the Company's Registrar and Share Transfer Agent ("RTA"), **MUFG Intime India Private Limited**, at investor.helpdesk@in.mpms.mufig.com. Members are requested to refer to Note No. 36 below for detailed instructions and submission guidance.

- 23.** Pursuant to Section 124 of the Companies Act, 2013, the Company has unpaid or unclaimed dividends pertaining to the financial years 2018–19, 2020–21, 2023–24 and 2024–25. The details of such unpaid and unclaimed dividends have been uploaded on the Company's website and can be accessed at <https://atishay.com/dividend-information>

24. Investor Grievance Redressal:

The Company has designated an exclusive e-mail ID viz. compliance@atishay.com to enable investors to register their complaints or queries, if any, and to ensure prompt redressal.

25. PAN Requirement:

The Securities and Exchange Board of India ("SEBI") has mandated the submission of Permanent Account Number ("PAN") by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their Depository Participants ("DPs") with whom they maintain their demat accounts. Members holding shares in physical form are requested to submit their PAN to the Company or its Registrar and Transfer Agent ("RTA").

26. Transfer of Securities in Dematerialised Form:

Pursuant to Regulation 40 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as

amended, transfer of securities held in physical form is not permitted and such transfers can be effected only in dematerialised form. However, Members may continue to hold shares in physical form and are permitted to lodge requests for transmission or transposition of shares held in physical mode.

27. Online Dispute Resolution (ODR) Mechanism:

SEBI, vide its Circulars dated July 31, 2023 and August 4, 2023 read with Master Circular dated July 31, 2023 (updated as on August 11, 2023), has established the Online Dispute Resolution Portal ("ODR Portal") to facilitate resolution of disputes in the Indian securities market. Investors who have not been able to resolve their grievances through the SCORES platform or directly with the Company/RTA may initiate dispute resolution through the ODR Portal at <https://smartodr.in/login>.

Further, the SCORES platform enables investors to lodge complaints against listed companies and market intermediaries and provides transparency and real-time tracking of complaints. For more details, Members may visit <https://scores.sebi.gov.in/dashboard>.

28. Remote E-Voting:

The remote e-voting period shall commence on Saturday, May 23 2026, at 9:00 a.m. (IST) and shall end on Monday, May 25, 2026 at 05.00PM (IST). The remote e-voting module shall be disabled by NSDL thereafter.

Members whose names appear in the Register of Members or in the Register of Beneficial Owners as on the cut-off date, i.e., Tuesday, May 19, 2026, shall be entitled to cast their votes electronically. The voting rights of Members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on the cut-off date.

29. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE UNDER:

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

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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"> For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL 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. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If you are not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 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 (i.e. your sixteen digit demat account number hold 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 company name or e-Voting service provider i.e. NSDL 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. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

NSDL Mobile App is available on



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Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with CDSL	<ol style="list-style-type: none"> Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
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. upon logging in, you will be able to see e-Voting option. 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 company name or e-Voting service provider i.e. NSDL 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 evoting@nsdl.com or call at 022 - 4886 7000
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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining 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.

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3. 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.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. 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.**
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.
 - b) **Physical User Reset Password?**" (If you are holding shares in physical mode) option available on 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.com 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.

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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?

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 under “Join Meeting”. The **EVEN no. of the Company is 139219.**
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 with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on “Upload Board Resolution / Authority Letter” displayed under “e-Voting” tab in their login.
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.: 022 - 4886 7000 or send a request to Ms. Snehal Bhame at evoting@nsdl.com

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 compliance@atishay.com
2. In case shares are held in demat mode, please provide DPID-CLID (1 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 compliance@atishay.com.

If you are an Individual shareholder 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.com 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.

Notice of the 26th Annual General Meeting

30. THE INSTRUCTIONS FOR MEMBERS FOR REMOTE 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.

31. 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**. After successful login, you can see link of "VC/OAVM" placed under "**Join meeting**" menu against company name. You are requested to click on VC/OAVM link placed under Join 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.

32. 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. Questions/queries received by the Company till Tuesday, May 19, 2026 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 till Tuesday, May 19, 2026 (5:00 p.m. IST).
3. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

33. OTHER INSTRUCTIONS RELATED TO REMOTE E-VOTING:

- (i) 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 in terms of SEBI circular no. SEBI/HO/CFD/CMD/ CIR/P/2020/242 dated December 9, 2020, the Company has provided 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 venue voting on the date of the AGM will be provided by NSDL.
- (ii) Members who are present at the AGM through VC/OAVM and have not cast their vote on resolutions through remote e-voting, may cast their vote during the AGM through e-voting system provided by National Securities Depository Limited during the AGM. The members who had cast their vote by remote e-voting prior to the meeting may also attend the AGM but shall not be entitled to cast their vote again during the AGM.
- (iii) Voting rights of a member /beneficial owner (in case of electronic shareholding) shall be in proportion to his share in the paid-up equity share capital of the Company

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as on the cut-off date. As per the Secretarial Standard SS-2 on General Meetings 'cut-off date' means a date not earlier than 7 days before the date of general meeting.

- (iv) Any person holding shares in physical form and non-individual Members, who acquire shares of the Company and becomes a Member of the Company after dispatch of the Notice and holding shares as of the cut-off date, i.e., May 19, 2026, may obtain the login ID and password by sending a request at evoting@nsdl.com or the Company/RTA.

However, if the person is already registered with NSDL for remote e-Voting, then the existing user ID and password of the said person can be used for casting vote. If the person forgot his/her password, the same can be reset by using 'Forgot User Details/ Password' or 'Physical User Reset Password' option available at www.evoting.nsdl.com or by calling on 022 4886 7000.

In case of Individual Members holding securities in Demat mode who acquire shares of the Company and becomes a Member of the Company after sending the Notice and holding shares as of the cut-off date i.e., May 19, 2026, may follow steps mentioned in the notes to Notice under 'Access to NSDL e-Voting system.

CS PRAJAKTA V PADHYE, Practicing Company Secretary, Partner of M/s Nilesh A. Pradhan & Co., LLP, Company Secretaries (Membership No. FCS 7478; CP No 7891) having office address at B-201, Pratik Industrial Estate, Near Fortis Hospital, Mulund Goregaon Link Road, Mumbai-400078 has been appointed as the Scrutiniser to scrutinise the Remote e- voting and e-voting process during AGM in a fair and transparent manner.

The Scrutinizer shall, immediately after the completion of the scrutiny of the e-Voting (votes cast during the AGM and votes cast through remote e-Voting), within 2 working days from the conclusion of the AGM, submit a consolidated Scrutinizer's report of the total votes cast in favour and against the Resolution(s), invalid votes, if any, and whether the Resolution(s) has/have been carried or not, to the Chairman or a person authorized by him in writing.

The result declared along with the Scrutinizer's Report shall be placed on the Company's website www.atishay.com and on the website of NSDL www.evoting.nsdl.com immediately after the result is declared. The Company shall simultaneously forward the results to BSE Limited, where the securities of the Company are listed. Subject to the receipt of requisite number of votes, the Resolutions shall be deemed to be passed on the date of the Meeting.

34. PROCEDURE FOR REGISTERING THE EMAIL ADDRESSES AND BANK DETAILS BY SHAREHOLDERS:

(i) For Temporary Registration for Demat shareholders:

The Members of the Company holding Equity Shares of the Company in Demat Form and who have not registered their e-mail addresses may temporarily get their e-mail addresses registered with MUFG Intime India Pvt Ltd by clicking the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html in their web site www.in.mpms.mufg.com in at the Investor Services tab by choosing the E mail Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, DPID, Client ID/ PAN, mobile number and e-mail id. In case of any query, a member may send an e-mail to RTA at https://web.in.mpms.mufg.com/helpdesk/Service_Request.html

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

(ii) For Permanent Registration for Demat shareholders:

It is clarified that for permanent registration of e-mail address, the Members are requested to register their e-mail address, in respect of demat holdings with the respective Depository Participant (DP) by following the procedure prescribed by the Depository Participant.

(iii) Registration of email id for shareholders holding physical shares:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their e-mail addresses may get their e-mail addresses registered with MUFG Intime India Pvt Ltd, by clicking the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the E mail / Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number, PAN , mobile number and e mail id and also upload the image of share certificate in PDF or JPEG format. (upto 1 MB) . In case of any query, a member may send an e-mail to RTA at https://web.in.mpms.mufg.com/helpdesk/Service_Request.html.

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification

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(iv) Registration of Bank Details for physical shareholders:

The Members of the Company holding Equity Shares of the Company in physical Form and who have not registered their bank details can get the same registered with MUFG Intime India Pvt Ltd , by clicking the link: https://web.in.mpms.mufg.com/EmailReg/Email_Register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the E mail/Bank Registration heading and follow the registration process as guided therein. The members are requested to provide details such as Name, Folio Number, Certificate number , PAN, e – mail id along with the he copy of the cheque leaf with the first named shareholders name imprinted in the face of the cheque leaf containing bank name and branch, type of account, bank account number, MICR details and IFSC code in PDF or JPEG format. In case of any query, a member may send an e-mail to RTA at https://web.in.mpms.mufg.com/helpdesk/Service_Request.html

On submission of the shareholders details an OTP will be received by the shareholder which needs to be entered in the link for verification.

(v) KYC Updation:

This is also a reminder to update KYC details pursuant to SEBI Master Circular No. SEBI/HO/ MIRSD/POD-1/P/CIR/2024/37 dated May 07, 2024, and to dematerialise physical securities. The circular issued by SEBI mandates all the listed companies to record PAN, Address with PIN code, Mobile Number, Bank Account details, Specimen Signature and choice of Nomination of security holders holding securities in physical mode. While updating Email ID is optional, the security holders are requested to register email id also to avail online services. This is applicable for all security holders holding securities in physical mode.

The formats for choice of Nomination and Updation of KYC details viz; Forms ISR-1, ISR-2, ISR-3, SH- 13, SH-14 and SEBI circulars are available on our website as mentioned below:

<https://in.mpms.mufg.com/> > Resources > Downloads > KYC > Formats for KYC.

35. PROCEDURE FOR RECEIVING DIVIDEND DIRECTLY IN THEIR BANK ACCOUNT THROUGH ECS

SEBI Master Circular No. SEBI/HO/MIRSD/POD-1/P/ CIR/2024/37 dated May 07, 2024 has mandated that with effect from April 1, 2024, dividend to security holders (holding securities in physical form), shall be paid only through electronic mode. Such payment shall be made only after furnishing the PAN, choice of nomination, contact details including mobile number, bank account details and specimen signature. The security holders are requested to register email id also to avail online services.

In case of non-updation of PAN or Choice of Nomination or Contact Details or Mobile Number or Bank Account Details or Specimen Signature in respect of physical folios, dividend/interest etc. shall be paid only through electronic mode with effect from April 01, 2024 upon furnishing all the aforesaid details in entirety.

If a security holder updates the PAN, Choice of Nomination, Contact Details including Mobile Number, Bank Account Details and Specimen Signature after April 01, 2024, then the security holder would receive all the dividends/interest etc. declared during that period (from April 01, 2024 till date of updation) pertaining to the securities held after the said updation automatically.

Physical Holding	Members are requested to send the following documents in original to RTA latest by Saturday, May 16, 2026. The said form is available on the website of the RTA at https://web.in.mpms.mufg.com/KYC/index.html . As per the requirement, the forms shall be duly filled and signed by the holders stating their name, folio no., complete address and details of the bank account in which dividend is to be received and send to MUFG Intime India Private Limited.
Demat Holding	Please contact your Depository Participant (DP) and register your email address and bank account details in your demat account, as per the process advised by your DP
MUGF in time Assistance	MUFG Intime India Pvt Ltd have the launched 'SWAYAM' designed exclusively for the investors serviced by MUFG Intime and its subsidiaries . 'SWAYAM' is a secure, user friendly web-based application, developed by "MUFG Intime India Pvt Ltd.", our Registrar and Share Transfer Agents, that empowers shareholders to effortlessly access various services. We request you to get registered and have first-hand experience of the portal. For any query, kindly access at https://swayam.in.mpms.mufg.com/

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36. COMMUNICATION IN RESPECT OF DEDUCTION OF TAX AT SOURCE ON FINAL DIVIDEND PAYOUT

For all Shareholders:

The aforementioned forms for tax exemption can be downloaded from MUFG Intime website. The URL for the same is as under:

<https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html> -On this page select the General tab. All the forms are available in under the head Form 121/41/others.

The aforementioned documents (duly completed and signed) are required to be uploaded on the URL mentioned below <https://web.in.mpms.mufg.com/formsreg/submission-of-Form-121-41.html>. On this page the user shall be prompted to select / share the following information to register their request.

1. Select the company (Dropdown)
2. Folio / DP-Client ID
3. PAN
4. Financial year (Dropdown)
5. Form selection

6. Document attachment – 1 (PAN)
7. Document attachment – 2 (Forms)
8. Documentattachment–3 (Anyothersupportingdocument)

Please note that the upload of documents (duly completed and signed) on the website of MUFG Intime India Private Ltd should be done on or before Record date for the dividend in order to enable the Company to determine and deduct appropriate TDS/Withholding Tax. Incomplete and/or unsigned forms and declarations will not be considered by the Company. No communication on the tax determination/deduction shall be considered after Record date i.e. Tuesday, May 19, 2026 for the dividend, IST 05.00 PM. The Company will arrange to email a soft copy of TDS certificate to you at your registered email ID post completion of activities.

Shareholders may note that in case the tax on said interim dividend is deducted at a higher rate in absence of receipt of the aforementioned details/documents from you, option is available to you to file the return of income as per Income Tax Act, 1961 and claim an appropriate refund, if eligible. All communications/queries in this respect should be addressed to our RTA, MUFG Intime India Private Limited investor.helpdesk@in.mpms.mufg.com.

Annexure to the notice of Annual General Meeting

(Explanatory Statement pursuant to section 102(1) of the Companies Act, 2013)

Item No. 4

Mr. Sanjay Gupta (DIN: 00371317), was appointed as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. April 24, 2026. In terms of Section 161(1) of the Companies Act, 2013, he holds office as an Additional Director upto the date of this Annual General Meeting.

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 Companies (Appointment and Qualification of Directors) Rules, 2014, and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and based on the recommendation of the Nomination and Remuneration Committee, the Board proposes the appointment of Mr. Sanjay Gupta as an Independent Director of the Company for a term of 3 (three) consecutive years, commencing from April 24, 2026 up to April 23, 2029. During his tenure, he shall not be liable to retire by rotation.

Brief profile of Mr. Sanjay Gupta :

He is a seasoned professional with over three decades of experience in capital market operations and large-scale data processing. A science graduate by qualification, he possesses strong domain expertise in public issue processing, share transfer agency services, and stock broking operations. He has extensive experience in handling end-to-end workflows, including application processing, allotment, reconciliation, securities transfers, investor records, and corporate actions. He also has a deep understanding of financial systems, regulatory frameworks, and back-office operations, along with proven capabilities in managing high-volume financial data with accuracy and efficiency.

Mr. Sanjay Gupta is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Companies Act, 2013 and has provided his consent to act as a Director in the category of Independent Director. The Company has also received a declaration from him confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and the provisions of the SEBI (LODR) Regulations, 2015.

In the opinion of the Board, Mr. Sanjay Gupta fulfils the conditions specified under the Companies Act, 2013 and the rules made thereunder, as well as the SEBI (LODR) Regulations, 2015, for his appointment as an Independent Director of the Company and is independent of the management.

A copy of the letter of appointment of Mr. Sanjay Gupta, setting out the terms and conditions of his appointment, would be available for inspection by the Members, without any fee,

at the Registered Office of the Company on all working days between 11:00 a.m. and 1:00 p.m. up to the date of the Annual General Meeting.

The details of Mr. Sanjay Gupta are provided in "Annexure A" to this Notice. He shall be entitled to receive remuneration by way of sitting fees for attending meetings of the Board or Committees thereof, as may be decided by the Board from time to time, along with reimbursement of expenses incurred for participation in such meetings.

The Board considers that the association of Mr. Sanjay Gupta would be of immense benefit to the Company and it is desirable to avail his services as an Independent Director. Accordingly, the Board recommends the resolution for his appointment as an Independent Director, for approval by the Members of the Company.

Except Mr. Sanjay Gupta, being the appointee, none of the Directors or Key Managerial Personnel of the Company and their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the Notice.

The Board of Directors, therefore, recommends the passing of the Special Resolution as set out in Item No. 4 of the accompanying Notice for approval by the Members.

Item No. 5

Mr. Atishay Jain (DIN: 07176829) was appointed as an Additional Director of the Company with effect from April 24, 2026. In terms of Section 161(1) of the Companies Act, 2013, he holds office up to the date of this Annual General Meeting. The Company has received a notice in writing under Section 160 of the Act proposing his candidature for the office of Director.

Pursuant to the provisions of Sections 149 and 152 and other applicable provisions, if any, of the Companies Act, 2013, Mr. Atishay Jain is proposed to be appointed as a Director of the Company, liable to retire by rotation.

Further, pursuant to the provisions of Sections 196, 197, 198, 203 and other applicable provisions of the Companies Act, 2013 read with Schedule V thereof and Regulation 17(6)(e) and other applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee and approval of the Board of Directors, the approval of the Members is sought for the appointment of Mr. Atishay Jain as a Whole-time Director, designated as Executive Director and Key Managerial Personnel of the Company, for a period of 5 (five) years commencing from April 24, 2026 up to April 23, 2031, liable to retire by rotation, on the terms and conditions including remuneration as set out below.

Brief Profile of Mr. Atishay Jain

He is a qualified Chartered Accountant (ICAI) and a CFA Level I pass-holder, with experience in risk management, financial advisory, and operational leadership. He has been associated with the Company since April 2025 as Vice President – Operations and has played a key role in strengthening operational efficiency, internal controls, and project execution frameworks. He has prior experience with Profectus Capital Private Limited and Fintoo, where he was involved in risk assessment, financial analysis, and advisory services. At the Company, he has introduced a structured, process-driven approach, enhanced tender participation and bid structuring, and driven data-backed decision-making through MIS and analytics. His contributions have supported improved execution efficiency, strategic positioning, and expansion into new markets. The details of Mr. Atishay Jain are provided in “Annexure A” to this Notice.

Terms of Remuneration

Mr. Atishay Jain shall be paid remuneration for the period from April 24, 2026 to March 31, 2029, as under:

- Basic Salary & Allowances: ₹21.00 Lakhs per annum
- Perquisites & Benefits: As per Company policy, including leave benefits, medical benefits, insurance, and other applicable perquisites
- Reimbursement of Expenses: Reimbursement of all reasonable expenses incurred in the course of discharging his duties, which shall not form part of the remuneration ceiling.

Notwithstanding anything contained in Sections 197, 198 and Schedule V of the Companies Act, 2013, in the event of absence or inadequacy of profits in any

financial year, the above remuneration shall be paid as minimum remuneration. The Board of Directors shall have the authority to vary, modify, or revise the terms of remuneration within the limits prescribed under applicable laws, as may be deemed appropriate.

Further to inform that Mr. Atishay Jain is a part of Senior Management Personnel of the Company from April 29, 2025, and upon his proposed appointment as Whole-time Director, he shall be designated as Key Managerial Personnel in place of Senior Management Personnel of the Company with effect from April 24, 2026.

Mr. Atishay Jain is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013 and has provided his consent to act as a Director.

The Board considers that the appointment of Mr. Atishay Jain as a Whole-time Director would be beneficial to the Company, considering his experience, expertise, and contributions to the Company’s operations and growth. Accordingly, the Board recommends the resolution as set out in Item No. 5 for approval by the Members.

Except Mr. Atishay Jain, Mr. Akhilesh Jain, Mrs. Rekha Jain, Mr. Archit Jain and their relatives, 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.

The Board of Directors therefore, recommend passing of the Special Resolution as set out in Item No. 5 of the accompanying Notice for the approval of the Members.

**By Order of the Board
For Atishay Limited**

**Sambedna Jain
Company Secretary
M. No -F11007**

**Place: Bhopal
Date: 24.04.2026**

Registered Office

14/15, Khatau Building, 44 Bank Street, Fort 44 Bank Street,
Fort, Mumbai City, Mumbai, Maharashtra, India, 400001
CIN: L70101MH2000PLC192613
Tel No: +91 49739081/82
Email Id: compliance@atishay.com
Website: <https://www.atishay.com/>

(ANNEXURE A TO NOTICE DATED APRIL 24, 2026)

Details of Directors seeking Appointment/Re-Appointment/Variation of the terms of remuneration at the forthcoming Annual General Meeting

[Pursuant to Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standard-2 on General Meetings]

Name of Directors	Mrs. Rekha Jain	Mr. Sanjay Gupta	Mr. Atishay Jain
DIN	00039939	00371317	07176829
Date of Birth and age	16/09/1967	20/06/1964	25/08/1996
Date of Appointment on the Board	30/03/2000	*24/04/2026	*24/04/2026
Qualifications	Master's degree in Arts (Sociology)	Graduated in Science	Chartered Accountant, CFA Level I pass-holder, and B.Com, graduate from University of Mumbai.
Experience and Expertise	She has been associated with the Company since its formative years and is known for her strong ethical values and visionary leadership. She has played a key role in shaping the Company's growth, sustainability, and culture. Deeply committed to social welfare, she actively supports initiatives in education, healthcare, and women's empowerment, while fostering a culture of integrity, inclusivity, and responsibility.	He brings over 30 years of experience in large-scale data processing and capital market services, with deep expertise in public issue processing, share transfer agency operations, and stock broking. He has strong capabilities in managing high-volume financial data, handling securities transfers, corporate actions, and investor records with regulatory compliance. Known for his operational excellence, he combines deep knowledge of financial systems with strong attention to detail and process improvement.	Atishay Jain is part of the leadership team, bringing strong expertise in risk management, financial advisory, and operations, with prior experience at Profectus Capital and Fintoo. He has introduced a structured, process-driven approach, strengthening internal controls, enhancing tender participation and bid structuring, and driving data-driven decision-making through MIS and analytics. His focus on execution efficiency and disciplined risk management has contributed to improved scalability and strategic growth of the Company.
Directorships held in other public companies and private companies (excluding foreign companies)	<ol style="list-style-type: none"> Atishay Foods & Spices Private Limited. Atishay Hotel Management LLP 	NA	<ol style="list-style-type: none"> Atishay Dwellings Private Limited Atishay Hotel Management LLP.
Memberships/ Chairmanships of Committees across all companies	<p>She is a member of following committees in Atishay Limited:</p> <ul style="list-style-type: none"> Stakeholder/ Investor Relationship Committee; Nomination and Remuneration Committee; Corporate Social Responsibility. Presiding Officer of Sexual Harassment Committee. 	NA	NA
No. of Equity Shares held in the Company as on date	1536790	NA	1542310
Disclosures of relationship between Directors inter-se	She is immediate relative of the promoters & Managing Director of the Company.	He is not related to any other Director of the Company.	He is immediate relative of the promoters & Managing Director of the Company.
Number of Board Meetings attended during the year i.e. (April 01, 2025-March 31, 2026)	3 out of 4	NA	NA

Name of Directors	Mrs. Rekha Jain	Mr. Sanjay Gupta	Mr. Atishay Jain
Skill & Capabilities	Kindly refer the Corporate Governance Report.	Sanjay Gupta brings over three decades of expertise in capital market operations and large-scale data processing, with strong capabilities in public issue processing, share transfer agency services, and stock broking operations. He has in-depth knowledge of financial systems, regulatory compliance, and high-volume data management, along with strengths in handling securities transfers, corporate actions, and investor records. Known for his operational excellence, attention to detail, and problem-solving abilities, he consistently contributes to process improvement and efficient execution in capital market services.	Atishay Jain brings strong expertise in risk management and financial advisory, along with a structured, process-driven approach to operations. He has strengthened internal controls and underwriting frameworks, enhanced tender participation and bid structuring, and drives data-driven decision-making through MIS and analytics. His capabilities in improving execution efficiency, operational scalability, and strategic expansion, combined with a focus on disciplined risk management and operational excellence, contribute significantly to the Company's growth.

*Subject to approval of shareholders in the Annual General Meeting of the Company .

For further details, including the terms and conditions of appointment or re-appointment, remuneration of Directors, and awards and recognitions, please refer to the Notice of the AGM and the Corporate Governance Report, which form part of this Annual Report.

ANNEXURE B

STATEMENT PURSUANT TO THE PROVISIONS OF SECTION II OF PART II OF SCHEDULE V TO THE COMPANIES ACT, 2013 WITH REFERENCE TO THE RESOLUTION AT ITEM NO. 6 OF THIS NOTICE OF ANNUAL GENERAL MEETING IS AS UNDER:

MR. ATISHAY JAIN

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 30th 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 (Standalone)	

(₹ In lakhs)

S. No.	Particulars	Audited figures for the year ended 31.03.2026	Audited figures for the year ended 31.03.2025
1	Total income	5,796.12	5,325.64
2	Total expenses	4,833.02	4,367.75
3	Profit before tax	963.10	957.89
4	Tax Expenses	249.56	257.37
5	Profit after Tax (PAT)	713.54	700.52
6	Other Comprehensive Income	10.58	3.89
7	Total Comprehensive Income for the year	724.12	704.41

(5)	Foreign investments or collaborations, if any.	Company has not made any foreign investment or collaboration during the financial year 2025-26
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II. Information about the appointee:

Information	Mr. Atishay Jain								
(1) Background details	<p>Atishay Jain joined the leadership team this past year, initially serving as Vice President of Operations before his appointment to the Board. A qualified Chartered Accountant (CA) from the ICAI and a Level I CFA pass-holder, he brings a rigorous financial and analytical foundation to the company's executive layer.</p> <p>Since joining, Atishay has made a significant impact on the company's operational landscape by introducing a structured, process-oriented approach. His background in risk management and financial advisory—gained through his previous roles at Profectus Capital and Fintoo—has been instrumental in strengthening our internal controls and underwriting frameworks. These actions have directly resulted in increased participation in tenders and more robust bid structuring, allowing the company to compete more aggressively for high-value projects.</p> <p>Under his operational oversight, the company has seen improved strategic positioning and a successful expansion into newer territories. By driving data-driven decision-making through advanced MIS and analytics, he has enhanced our execution efficiency and scalability. His focus remains on streamlining project execution and ensuring that Atishay Limited's growth is backed by disciplined risk management and operational excellence.</p>								
(2) Past remuneration	<table border="1"> <thead> <tr> <th>Financial year</th> <th>(₹ In lakhs)</th> </tr> </thead> <tbody> <tr> <td>2023-2024</td> <td>NA</td> </tr> <tr> <td>2024-2025</td> <td>NA</td> </tr> <tr> <td>2025-2026</td> <td>17.05</td> </tr> </tbody> </table> <p>*He is getting remuneration as Vice president Operations and as part of Senior Management personnel</p>	Financial year	(₹ In lakhs)	2023-2024	NA	2024-2025	NA	2025-2026	17.05
Financial year	(₹ In lakhs)								
2023-2024	NA								
2024-2025	NA								
2025-2026	17.05								

Information	Mr. Atishay Jain
(3) Recognition or awards	NIL
(4) Job profile and his suitability	<p>Atishay Jain joined the leadership team this past year, initially serving as Vice President of Operations before his appointment to the Board. A qualified Chartered Accountant (CA) from the ICAI and a Level I CFA pass-holder, he brings a rigorous financial and analytical foundation to the company's executive layer.</p> <p>Since joining, Atishay has made a significant impact on the company's operational landscape by introducing a structured, process-oriented approach. His background in risk management and financial advisory—gained through his previous roles at Profectus Capital and Fintoo—has been instrumental in strengthening our internal controls and underwriting frameworks. These actions have directly resulted in increased participation in tenders and more robust bid structuring, allowing the company to compete more aggressively for high-value projects.</p> <p>Under his operational oversight, the company has seen improved strategic positioning and a successful expansion into newer territories. By driving data-driven decision-making through advanced MIS and analytics, he has enhanced our execution efficiency and scalability. His focus remains on streamlining project execution and ensuring that Atishay Limited's growth is backed by disciplined risk management and operational excellence.</p>
(5) Remuneration proposed	Resolution regarding appointment & Revision of remuneration along with explanatory statement mentioned in the item No. 5 of the Notice of Annual General Meeting.
(6) Comparative remuneration profile with respect to industry, size of the company, profile of the position and person (in case of expatriates the relevant details would be with respect to the country of his origin)	<p>The proposed remuneration payable to Mr. Atishay Jain is in line with prevailing industry standards for similar roles in companies of comparable size, scale and business profile. It is commensurate with the Company's operations, complexity of business, and his designated role and responsibilities.</p> <p>In his capacity as Whole-time Director, Mr. Atishay Jain will be entrusted with key responsibilities including business development, strategic growth initiatives, tender management, oversight of accounts and finance functions, and overall supervision of operations and project execution. Considering his qualifications, professional expertise in finance, experience, and the critical nature of his role in driving the Company's growth, financial discipline, and operational efficiency, the proposed remuneration is justified, reasonable and aligned with market benchmarks. he devotes his substantial time in overseeing the operations of the Company.</p>
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	<p>Except for the remuneration proposed to be paid to him in his capacity as Whole-time Director and his shareholding in the Company, Mr. Atishay Jain does not have any other pecuniary relationship with the Company.</p> <p>Mr. Atishay Jain is related to Mr. Akhilesh Jain, Managing Director, and Mrs. Rekha Jain, Director of the Company, being their son.</p> <p>He is also a Promoter of the Company and holds 15,42,310 (13.98%) equity shares in the share capital of the Company.</p>

III. Other information:

(1) Reasons of loss or inadequate profits	<p>The Company is seeking approval by way of Special Resolution pursuant to the provisions of Section 197 read with Schedule V of the Companies Act, 2013, in view of anticipated inadequacy of profits during the financial year 2025–26. This is primarily on account of the evolving business environment, ongoing investments in business development, expansion initiatives, and strengthening of operational capabilities, which are expected to support long-term growth of the Company.</p>
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(2) Steps taken or proposed to be taken for improvement	<p>The Company has undertaken and continues to implement a series of strategic and operational initiatives aimed at strengthening its financial performance and long-term growth trajectory. The Company is focused on expanding its presence in the e-Governance, digitisation, and technology-driven service segments, with increasing emphasis on AI-enabled solutions and scalable digital platforms.</p> <p>Key measures include strengthening the tender pipeline through enhanced participation and improved bid structuring, expanding into new geographies and government departments, and improving conversion ratios to build a robust and sustainable order book. The Company is also focused on enhancing execution capabilities through better project monitoring, process optimization, and timely delivery of large-scale assignments.</p> <p>Further, the Company is implementing stronger cost management practices, improving resource allocation, and reinforcing accounts and financial controls to ensure disciplined financial management. These initiatives, coupled with investments in technology and operational efficiencies, are expected to improve margins, enhance revenue visibility, and drive sustainable value creation for all stakeholders.</p>
(3) Expected increase in productivity and profits in measurable terms	<p>The Company expects improvement in productivity and profitability driven by increased participation and higher conversion of tenders, expansion of order book, and enhanced execution efficiency. These initiatives are expected to result in better capacity utilization, improved margins, and steady growth in revenue and operating performance over the coming years.</p>

IV. Disclosures:

Sr. No.	Particulars	Disclosures
1	Remuneration package of the Managerial Person	The details of the remuneration proposed to be paid, along with the terms and conditions thereof, are set out in the Notice convening the Annual General Meeting.
2	Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2025-26:	<p>The requisite details of remuneration and other related disclosures of Directors are provided in the Notice convening the Annual General Meeting and the Corporate Governance Report forming part of the Annual Report for the financial year 2025-26.</p> <p>The Board of Directors recommends the resolution for approval of the Members.</p> <p>Except Mr. Atishay Jain (the appointee), Mr. Akhilesh Jain, Managing Director, and Mrs. Rekha Jain, Director and Mr. Archit Jain, Whole time Director (being 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 said resolution.</p>

**By Order of the Board
For Atishay Limited**

**Sambodna Jain
Company Secretary
M. No -F11007**

**Place: Bhopal
Date: 24.04.2026**

Registered Office

14/15, Khatau Building, 44 Bank Street, Fort 44 Bank Street,
Fort, Mumbai City, Mumbai, Maharashtra, India, 400001
CIN: L70101MH2000PLC192613
Tel No: +91 49739081/82
Email Id: compliance@atishay.com
Website: <https://www.atishay.com/>