



Ref No. ATL/LH/24-25/532

Date: June 19, 2024

To,
BSE Limited
Listing Department
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai- 400001

Ref: Atishay Limited (Scrip Code: 538713/ Scrip ID: Atishay)

Sub: Submission of Annual Report and Notice of 24th Annual General Meeting (AGM) for the Financial Year 2023-24 under Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

This is further to our letter ref. no. ATL/LH/24-25/513 dated May 10, 2024, wherein the Company had informed that the 24th Annual General Meeting ('AGM') of the Company will be held on Tuesday, July 16, 2024 at 12.30 p.m. (IST) through Video Conferencing/Other Audio-Visual Means, in accordance with the circulars issued by the Ministry of Corporate Affairs ("MCA circulars") and Securities Exchange Board of India ("SEBI Circulars").

Pursuant to Regulation 34(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed the Annual Report of the Company along with the Notice of the 24th AGM and other Statutory Reports for the Financial Year 2023-24. The same is being sent through electronic mode to those Members whose email addresses are registered with the Company/its Registrar and Transfer Agent/Depositories.

The Annual Report including Notice is also available on the website of the Company at www.atishay.com.

This is for your information and records.

Thanking you,

Yours faithfully,
For Atishay Limited

Sambedna Jain
Company Secretary & Compliance officer
Encl: As above



ATISHAY LIMITED

Registered Office:- 14-15, Khatau Building, 44 Bank Street, Fort, Mumbai (MH) - 400001, Ph.: 022 49739081/82

Head Office: - 36, Zone-1, M.P.Nagar, Bhopal (MP) - 462011, Ph.: 0755-2558283, 4229195

✉ admin@atishay.com 🌐 www.atishay.com

CIN: L70101MH2000PLC192613

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN THAT the Twenty-Fourth Annual General Meeting (“AGM”) of the members of Atishay Limited will be held on Tuesday, July 16, 2024 at 12.30 PM Indian Standard Time (“IST”) through Video Conferencing (“VC”)/Other Audio-Visual Means (“OAVM”) to transact the following businesses:

ORDINARY BUSINESS

- 1. TO RECEIVE, CONSIDER AND ADOPT THE AUDITED STANDALONE FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024 TOGETHER WITH THE REPORTS OF THE BOARD OF DIRECTORS AND AUDITORS THEREON;**

To consider, and if thought fit, to pass with or without modification(s) the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of section 134 of the Companies Act, 2013, the Audited Standalone Financial Statements of the Company for the financial year ended March 31, 2024 and the Reports of the Board of Directors and Auditors thereon, as circulated to the members, be and is hereby received, considered and adopted.”

- 2. TO DECLARE FINAL DIVIDEND ON EQUITY SHARES FOR THE FINANCIAL YEAR ENDED MARCH 31, 2024;**

To consider, and if thought fit, to pass with or without modification(s) the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of section 123 of the Companies Act, 2013, the final dividend of ₹ 1/- (Rupee One) per equity share (i.e. 10%) of the face value of ₹ 10/- each for the financial year ended March 31, 2024, fully paid-up on 10981333 equity shares of the Company aggregating ₹ 1,09,81,333/- as recommended by the Board of Directors of the Company be and is hereby declared and same shall be paid within thirty days from the date of Annual General Meeting to the eligible members of the Company whose names appear in the Company's register of members and to those persons whose names appear as beneficial owners as per the details furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited as on the

date of book closure date/Cut off date i.e. Tuesday, July 09, 2024.”

- 3. TO RE-APPOINT MRS. REKHA JAIN (DIN: 00039939), AS A DIRECTOR LIABLE TO RETIRE BY ROTATION;**

To consider, and if thought fit, to pass with or without modification(s), the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the provisions of section 152 and other applicable provisions of the Companies Act, 2013, Mrs. Rekha Jain (DIN: 00039939), who retires by rotation, being eligible and offers herself for re-appointment, be and is hereby re-appointed as a director of the Company and liable to retire by rotation.”

SPECIAL BUSINESS

- 4. TO APPOINT MR. RAJENDRA SAXENA (DIN : 10485612), 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 sections 149, 150, 152 read with schedule IV and other applicable provisions, if any, of the Companies Act, 2013 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, Articles of Association of the Company, based on the recommendations and approvals of the Nomination and Remuneration Committee and of the Board, Mr. Rajendra Saxena (DIN :10485612), who was appointed as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. May 10, 2024, in terms of section 161(1) of the Companies Act, 2013 and whose term of office, as an additional director of the Company, expires at this Annual General Meeting of the Company, being eligible for appointment and has also furnished a declaration under Section 149 (7) of the Act and SEBI (LODR), be and is hereby appointed as an Independent

Notice of Annual General Meeting

Director of the Company for the period of 5 (five) years with effect from May 10, 2024 to May 09, 2029 and during that period, he shall not be liable to retire by rotation.”

5. TO RE-APPOINT MR. ARUN SHRIVASTAVA (DIN: 06640892) FOR A SECOND CONSECUTIVE TERM OF FIVE (5) YEARS W.E.F. OCTOBER 31, 2024 TO OCTOBER 30, 2029;

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

“RESOLVED THAT based on the recommendation of the Nomination and Remuneration Committee and of the Board and pursuant to the provisions of sections 149 and 152 read with Schedule IV of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 and any other applicable provisions, if any, (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) as well as the applicable provisions/regulations of SEBI (LODR) Regulation, 2015, as amended from time to time, consent of the members be and is hereby accorded to Mr. Arun Shrivastava (DIN: 06640892), who was appointed as an Independent Director of the Company on October 31, 2019 for a first term of 5 (five) consecutive years and he will be holding such office as an Independent Director upto October 30, 2024, being eligible for re-appointment and to hold such office as an Independent Director of the Company for a second consecutive term of 5 (five) years, w.e.f. October 31, 2024 to October 30, 2029 and he shall not be liable to retire by rotation.”

6. TO RE-APPOINT MR. AKHILESH JAIN (DIN: 00039927), AS A MANAGING DIRECTOR OF THE COMPANY AND INCREASE IN 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 Section 196, 197, 198, 203 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including rules notifications, any statutory modification(s), amendment or re-enactment thereof for the time being in force and as may enacted from time to time) read with schedule V of the said Act

and as per SEBI (LODR) Regulation, 2015, based on the recommendation of the Nomination and Remuneration Committee, Audit Committee and of the Board, pursuant to the provisions of Article of Association of the Company and subject to any other approval permissions and sanctions of such authorities and/or agencies as may be required in this regard, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Akhilesh Jain (DIN: 00039927) as a Managing Director of the Company, not liable to retire by rotation for a period of 5 (Five) years w.e.f. 2nd July, 2024 to 1st July, 2029 and to increase the remuneration for a period not exceeding three year w.e.f. July 01, 2024 to June 30, 2027 and the terms and conditions of remuneration as set out below :

A. Basic Salary, Allowances, Perquisites

Basic Salary and Allowances up to ₹ 36, 00,000/- (Thirty-Six Lakh) per annum.

The Managing Director shall be paid and /or reimbursed all reasonable out of pocket /Tour & Travelling/ entertainment, other expenses incurred by him in the course of discharging duties and responsibilities as the Managing Director of the Company, which shall not be included in the computation of the ceiling on remuneration.

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

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to decide breakup of his remuneration within the permissible limits in its absolute discretion as may considered necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company without any requirement to seek further approval of the members of the Company.”

Notice of Annual General Meeting

7. TO RE-APPOINT MR. ARCHIT JAIN (DIN: 06363647), AS A WHOLE-TIME DIRECTOR OF THE COMPANY AND PAYMENT 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 section 196, 197, 203 and any other applicable provisions of the Companies Act, 2013 (“Act”) and Companies (Appointment and remuneration of managerial personnel) Rules, 2014 (including rules notifications, any statutory modification(s), amendment or re- enactment thereof for the time being in force and as may enacted from time to time) read with schedule V of the said Act and as per SEBI (LODR) Regulation, 2015, based on the recommendation of the Nomination and Remuneration Committee and of the Board, pursuant to the provisions of Article of Association of the Company and subject to any other approval permissions and sanctions of such authorities and/or agencies as may be required in this regard, the consent of the members of the Company be and is hereby accorded to re-appoint Mr. Archit Jain (DIN: 06363647) as a Whole-time Director of the Company, for a period of 5 (Five) years w.e.f. 2nd July, 2024 to 1st July, 2029 and the payment of such remuneration and perquisites payable to him for a period not exceeding three year w.e.f. July 01, 2024 to 30 June 2027 and other terms and conditions as set out below :

Basic Salary, Allowances, Perquisites

Basic Salary and Allowances up to ₹ 27,00,000/- (Twenty-Seven Lakhs) per annum.

The Whole-time Director shall be paid and /or reimbursed all reasonable out of pocket /Tour & Travelling/ entertainment, other expenses incurred by him in the course of discharging duties and responsibilities as the Whole -time Director of the Company, which shall not be included in the computation of the ceiling on remuneration.

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

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things and to decide breakup of his remuneration within the permissible limits in its absolute discretion as may considered necessary, expedient or desirable and to vary, modify the terms and conditions and to settle any

question, or doubt that may arise in relation thereto in order to give effect to the foregoing resolution, or as may be otherwise considered by it to be in the best interest of the Company without any requirement to seek further approval of the members of the company.”

8. TO APPROVE MATERIAL RELATED PARTY TRANSACTION(S) WITH ZAPURSE FINTECH PRIVATE LIMITED -OPERATIONAL TRANSACTION

To consider, and if thought fit, to pass with or without modification(s) the following resolution as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to Regulation 23(4) and other applicable Regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, (‘SEBI Listing Regulations’), the applicable provisions of the Companies Act, 2013 (‘Act’), if any, read with related rules, if any, each as amended from time to time and the Company’s Policy on Related Party Transaction(s), the approval of the members be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as the “Board”, which term shall be deemed to include any Committee constituted / empowered / to be constituted by the Board from time to time to exercise its powers conferred by this resolution) to enter into, contract(s)/ arrangement(s)/ transaction(s) (whether by way of an individual transaction or transactions taken together or series of transactions or otherwise) as mentioned in the explanatory statement with Zapurse Fintech Private Limited (‘ZFPL’), and accordingly a related party under Regulation 2(1)(zb) of the SEBI Listing Regulations, on such terms and conditions as may be agreed between the Company and ZFPL, for an aggregate value of up to ₹ 5 crores (Rupees Five Crores) to be entered during FY 2024-25 subject to such contract(s)/ arrangement(s)/ transaction(s) being carried out at arm’s length and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board, be and is hereby authorized, to do and perform all such acts, deeds, matters and things, as may be necessary, including finalizing the terms and conditions, methods and modes in respect thereof and finalizing and executing necessary documents, including contract(s), scheme(s), agreement(s) and such other documents, file applications and make representations in respect thereof and seek approval from relevant authorities, including Governmental/regulatory authorities, as applicable, in this regard and deal with any matters, take necessary steps as the Board may, in its absolute discretion deem necessary, desirable or expedient, to give effect to this resolution and to settle any question that may arise in this regard and incidental thereto, without being required to seek any further consent or approval of the members

Notice of Annual General Meeting

or otherwise to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

9. TO APPROVE THE LEVY OF CHARGES FOR DELIVERY OF ANY DOCUMENTS TO MEMBERS OF THE COMPANY THROUGH A PARTICULAR MODE AS REQUESTED BY MEMBER.

To consider, and if thought fit, to pass with or without modification(s) the following resolution as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 20 of the Companies Act, 2013 and the Companies (Incorporation) rules, 2014, and any other applicable provisions, if any, (including any statutory modification(s) (s) or re-enactment(s) thereof, for the time being in force) , the consent of the members be and are hereby accorded to charge from the member such fees in advance, equivalent to estimated actual expenses of delivery of the documents to the members through a particular mode of service as requested by such member.

RESOLVED FURTHER THAT such request by the member along with requisite fees shall be duly received

by the Company at least 10 days in advance of the dispatch of documents by the Company to the member.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board of Directors or Key Managerial Personnels of the Company be and are hereby severally authorised to do all such acts, deeds, matters and things as may be necessary, proper or expedient to give effect to the foregoing resolution.”

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

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

**Place: Bhopal
Date: May 10, 2024**

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:

- Pursuant to General Circular No. 20/2020 dated May 05, 2020 issued by the Ministry of Corporate Affairs (“MCA”) read together with MCA General Circular Nos. 14 & 17/2020 dated April 8, 2020 and April 13, 2020 respectively and MCA General Circular No. 10/2022 dated December 28, 2022 and latest circular No. 09/2023 dated September 25, 2023 (“MCA Circulars”) and Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated October 07, 2023 issued by the Securities Exchange Board of India (“SEBI Circular”), the Company will be conducting this 24th Annual General Meeting (“AGM”) of the members of the Company through Video Conferencing/Other Audio Visual Means (“VC”/“OAVM”).
- PURSUANT TO THE MCA AND SEBI CIRCULARS RELATED TO HOLD THE ANNUAL GENERAL MEETING OF THE COMPANY THROUGH VIDEO CONFERENCING (“VC”) OR OTHER AUDIO-VISUAL MEANS (“OAVM”), PHYSICAL ATTENDANCE OF THE MEMBERS HAS BEEN DISPENSED WITH AND HENCE THERE IS NO REQUIREMENT FOR THE APPOINTMENT OF PROXIES. THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THE AGM. THE ATTENDANCE SLIP/ROUTE MAP/PROXY FORM ARE NOT ANNEXED TO THIS NOTICE.**

- National Securities Depository Limited (NSDL) shall be providing facility for voting through remote e-voting, for participation in the AGM through VC/OAVM facility and e-voting during the AGM. The detailed procedure for participation in the AGM through VC/OAVM as set out in notes no. 30 to 34 of this notice of the AGM and also available at the Company’s website at www.atishay.com

- The details of E Voting service provider and helpline number regarding any query/assistance for participation/ e-voting in the AGM through VC/OAVM are as under:

Name & Designation	Ms. Pallavi Mhatre, Senior Manager
Phone no.	022 - 4886 7000
Email	evoting@nsdl.com

- The Explanatory Statement pursuant to Section 102(1) of the Companies Act, 2013 related to the Special Business under item no. 4 to 9 of the accompanying notice to be transacted at the AGM is annexed hereto and the relevant details of the director seeking appointment/ re-appointment at this AGM as required under Regulation 36(3) of the SEBI (LODR) Regulations, 2015 and Secretarial Standards on General Meetings issued by the Institute of Company Secretaries of India (“Secretarial Standards”) are annexed hereto. Requisite declarations have been

Notice of Annual General Meeting

- received from the directors of the Company seeking appointment/reappointment.
6. Pursuant to the MCA circular, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorised representatives for attending the AGM through VC/OAVM, participating there at, and cast their votes through e-voting.
 7. The attendance of the members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 8. In terms of the provisions of Section 152 of the Act, Mrs. Rekha Jain (DIN: 00039939), Director of the Company, liable to retire by rotation at the ensuing Annual General Meeting and being eligible and offers herself for the re-appointment. The information required to be provided under the SEBI (LODR) Regulations, 2015 and the Secretarial Standards on General Meetings, regarding the directors whose appointment/re-appointment/variation in the terms of appointment are proposed and the relevant information in respect of the business under item No. 3 as set out below are annexed hereto.
 9. In case of joint holders, the member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
 10. The Company's Registrar and Transfer Agents for its Share Registry Work (Physical and Electronic) is Link Intime India Private Limited having office at C-101, 247 Park, L B S Marg, Vikhroli (West), Mumbai – 400083.
 11. In terms of the MCA Circulars and in the view of the Board of Directors, all matters included in this Notice are unavoidable and hence are proposed for seeking approval at this AGM. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Act, the Register of Contracts or Arrangements in which the directors are interested, maintained under Section 189 of the Act, will be available electronically for inspection by the members during the AGM. All documents referred to in the accompanying notice and the explanatory statement have been uploaded on the website of the Company at www.atishay.com. All shareholders will be able to inspect all documents referred to in the notice electronically without any fee from the date of circulation of this notice up to the date of AGM. Members desiring inspection of statutory registers and other relevant documents may send their request in writing to the Company at compliance@atishay.com.
 12. The members can join the AGM, 15 minutes before and after the scheduled time of the commencement of the AGM by following the procedure as mentioned in the Notice of AGM.
 13. The facility of participation at the AGM through VC/OAVM will be made available to at least 1,000 members on a first come first served basis as per the MCA Circulars. However, this restriction shall not apply to large shareholders (shareholders holding 2% or more shareholding), Promoter/Promoter Group, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis. The Members will be able to view the proceedings on National Securities Depository Limited's ('NSDL') e-Voting website at www.evoting.nsdl.com.
 14. In line with aforesaid circulars of the MCA and the SEBI, Notice of the AGM along with the Annual Report 2023-24 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/ Depositories/ RTA, unless any Member has requested for a physical copy of the same. The Notice of AGM and Annual Report for the financial year 2023-24 are available on the Company's website at <https://www.atishay.com/annual-reports-detail/> and may also be accessed from the relevant section of the websites of the Stock Exchanges i.e., BSE Limited at www.bseindia.com. The AGM Notice is also available on the website of NSDL at www.evoting.nsdl.com.
 15. As per the MCA Circular, Members attending the AGM through VC/OAVM shall be reckoned for the purpose of quorum under Section 103 of the Act. Hence, the members who log-in to the video conferencing platform using the remote e-voting credentials shall be considered for record of attendance of such member for the AGM and such member attending the meeting will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
 16. The Company has fixed Tuesday July 09, 2024 as cut-off date for identifying the members who shall be eligible to vote through remote e-voting facility or for participation and voting at the AGM. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on cut-off date shall be entitled to vote on the resolutions through the facility of Remote e-Voting or participate and vote at the AGM.
 17. The Register of Members and the Share Transfer Books of the Company shall remain closed from Wednesday July 10, 2024 to Tuesday, July 16, 2024 (both day inclusive) for

Notice of Annual General Meeting

the purpose of 24th AGM and eligibility to participate in distribution of Dividend for the Financial Year 2023-24, if approved at this AGM.

18. The Board of Directors have recommended a final dividend of ₹ 1 /- (Rupee One) per equity share (i.e. 10%) of the face value of ₹ 10/- each for the financial year 2023-24. The dividend on equity shares for the financial year 2023-24, if declared by the shareholders of the Company, will be paid within a period of 30 days from the date of the declaration at the Annual General Meeting, subject to Tax Deduction at Source ('TDS').
19. If the final dividend is approved at the AGM, payment of such dividend will be paid to those members whose names appears in the company's Register of Members and as beneficial owner as per the details to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Ltd. (CDSL) as at the close of business hours on Tuesday, July 09, 2024 and to all Members in respect of shares held in physical form after giving effect to all valid transmission or transposition request lodged with the Company or its Registrar and Share Transfer Agent lodged as of the close of business hours on Tuesday, July 09, 2024.

20. **KYC Updation : SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16, 2023 and SEBI/HO/MIRSD/POD-1/P/ CIR/2023/181 dated November 17, 2023) 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.**

Further, relevant FAQs published by SEBI on its website can be viewed at the following link: https://www.sebi.gov.in/sebi_data/faqfiles/jan-2024/1704433843359.pdf

Payment of dividend shall be made through electronic mode to the shareholders who have done their KYC updation. To avoid delay in receiving dividend, shareholders are requested to complete their KYC updation or may availed the services of SWAYAM' Investor Self-Service Portal, designed exclusively for the investors serviced by Link Intime. This application can be accessed at <https://swayam.linkintime.co.in> . For more details Kindly refer note no. 36 .

21. TDS on dividend

Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to Income Tax Act, 1961 and the Finance Act, 2020, of the respective years. The shareholders are requested to update their PAN with the Depository Participants (DPs) (if shares held in dematerialized form) and the Company/ Link Intime India Private Limited (if shares are held in physical form).

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

A Resident individual shareholder with PAN and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax, as the case may be, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by upload the documents on <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> by 05.00 p.m. (IST) on Tuesday, July 09, 2024.

Shareholders are requested to note that if the PAN is not correct/ invalid/inoperative or have not filed their income tax returns, then tax will be deducted at higher rates prescribed under Sections 206AA or 206AB of the Income-tax Act, as applicable and in case of invalid PAN, they will not be able to get credit of TDS from the Income Tax Department.

Non-resident shareholders [including Foreign Institutional Investors ("FIIs")/Foreign Portfolio Investors ("FPIs")] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents (PDF/ JPG Format) by upload the documents on <https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html>.

Notice of Annual General Meeting

The aforesaid declarations and documents need to be submitted by the shareholders by 05.00 p.m. (IST) on Tuesday, July 09, 2024. All communications/queries in this respect should be addressed to our RTA, Link Intime India Private Limited to its email address https://liiplweb.linkintime.co.in/rnthelpdesk/Service_Request.html. Kindly refer note no. 37 below for instructions.

22. Pursuant to Section 124 of the Companies Act, 2013, the Company has unpaid or unclaimed dividends declared for the financial year 2018-19 and 2020-21 and has uploaded the details of unpaid and unclaimed dividends on the website of the Company and the same can be accessed through the link <https://www.atishay.com/dividend-information/>
23. Further pursuant to section 124(5) the amount in the unpaid dividend account if remains unclaimed or unpaid for a period of seven years, then such amount along with interest accrued be liable to be transferred to the Investors Education and Protection Fund, however there is no unpaid/unclaimed dividend which is liable to be transferred to the IEPF.
24. **Investor Grievance Redressal:** The Company has designated an exclusive e-mail ID viz. compliance@atishay.com to enable the Investors to register their complaints, if any.
25. Members seeking any information with regard to the financial statements or any matter to be placed at the AGM are requested to write to the Company on or before July 09, 2024, through e-mail on compliance@atishay.com. The same will be replied by the Company suitably.
26. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit their PAN to the Depository Participants with whom they maintain their demat accounts. Members holding shares in physical form should submit their PAN to the Registrar and Transfer Agent/Company.
27. Pursuant to the amendment in Regulation 40 of SEBI (LODR) Regulations, 2015, vide Gazette notification dated June 8, 2018, effective from April 1, 2019, barred physical transfer of shares of listed companies and mandated transfer only through demat. However, the investors are not barred from holding shares in physical form.
28. SEBI vide Circular Nos. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/131 dated July 31, 2023, and SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/135 dated August 4, 2023, read with Master Circular No. SEBI/HO/OIAE/OIAE_IAD-1/P/CIR/2023/145 dated July 31, 2023 (updated as on August 11, 2023), has established a common Online

Dispute Resolution Portal ("ODR Portal") for resolution of disputes arising in the Indian Securities Market.

Pursuant to above-mentioned circulars, post exhausting the option to resolve their grievances with the RTA/ Company directly and through existing SCORES platform, the investors can initiate dispute resolution through the ODR Portal (<https://smartodr.in/login>) and the same can also be accessed through the Company's weblink at <https://www.atishay.com/wp-content/uploads/2024/06/odr-portal-2024.pdf>

29. The remote e-voting period commences on Saturday, July 13, 2024 (9:00 a.m. IST) and ends on Monday, July 15, 2024 (5:00 p.m. IST). The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members/Beneficial Owners as on the record date (cut-off date) i.e. Tuesday, July 09, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being July 09, 2024.

Members have the option to cast their vote on any of the resolutions using the remote e-voting facility, either during the period commencing from Saturday, July 13, 2024 and ends on Monday, July 15, 2024 (5:00 p.m. IST), or e-voting during the AGM. Members who have voted on some of the resolutions during the said voting period are also eligible to vote on the remaining resolutions during the AGM.

The members who have cast their vote by remote e-voting prior to the AGM may also attend/participate in the AGM through VC/OAVM but shall not be entitled to cast their vote on such resolution again.

30. 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 Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Notice of Annual General Meeting

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"> Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsd.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.nsd.com. Select “Register Online for IDeAS Portal” or click at https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsd.com/ either on a Personal Computer or on a mobile. 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



Notice of Annual General Meeting

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 22 55 33

Notice of Annual General Meeting

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?

1. 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.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
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.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical

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.
 - (ii) If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered.
 - 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’.
6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
 - a) Click on “Forgot User Details/Password?”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
 - b) Physical User Reset Password?” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
 - c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning

Notice of Annual General Meeting

your demat account number/folio number, your PAN, your name and your registered address etc.

- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

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 128771**
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.

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

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. Prajakta Pawle 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 shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**

3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.

Notice of Annual General Meeting

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.

31. 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.

32. 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.

33. 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 Wednesday, July 10, 2024 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 from Thursday, July 11, 2024 to Saturday, July 13, 2024.
3. The Company reserves the right to restrict the number of questions and number of speakers, as appropriate for smooth conduct of the AGM.

34. 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

Notice of Annual General Meeting

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 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., Tuesday, July 09, 2024, 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., Tuesday, July 09, 2024, may follow steps mentioned in the notes to Notice under 'Access to NSDL e-Voting system

- (v) 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.

35. 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 Link Intime India Pvt Ltd by clicking the link: https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing the E mail Registration heading and follow the registration process as guided therein. Eligible Members whose e-mail addresses are not registered with the Company/DPs are required to provide the same to the RTA on or before 5.00 p.m. (IST) on Monday, July 01, 2024. In case of any query, a member may send an e-mail to RTA at https://liiplweb.linkintime.co.in/rnthelpdesk/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 Link Intime India Pvt Ltd, by clicking the link: https://liiplweb.linkintime.co.in/EmailReg/Email_Register.html in their web site www.linkintime.co.in at the Investor Services tab by choosing

Notice of Annual General Meeting

the E mail / Bank Registration heading and follow the registration process as guided therein. Eligible Members whose e-mail addresses are not registered with the Company/DPs are required to provide the same to the RTA on or before 5.00 p.m. (IST) on Monday, July 01, 2024. In case of any query, a member may send an e-mail to RTA at https://liiplweb.linkintime.co.in/rnthelpdesk/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

(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 Link Intime India Pvt Ltd , by clicking the link: https://liiplweb.linkintime.co.in/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. Eligible Members whose Bank details are not registered with the Company/DPs are required to provide the same to the RTA on or before 5.00 p.m. (IST) on Monday, July 01, 2024. In case of any query, a member may send an e-mail to RTA at https://liiplweb.linkintime.co.in/rnthelpdesk/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.

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

SEBI vide its Circular No. SEBI/HO/MIRSD/MIRSD_RTAMB/P/ CIR/2021/655 dated November 3, 2021 (subsequently amended by Circular Nos. SEBI/HO/MIRSD/MIRSD_RTAMB/P/CIR/2021/687 dated December 14, 2021, SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37 dated March 16,2023 and SEBI/HO/MIRSD/POD-1/P/CIR/2023/181 dated November 17, 2023) 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	<p>Members are requested to send the following documents in original to RTA latest by Monday, July 1, 2024 . The said form is available on the website of the RTA at https://liiplweb.linkintime.co.in/KYC-downloads.html.</p> <p>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 Link Intime India Private Limited.</p>
Demat Holding	<p>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.</p>
Link in time Assistance	<p>Link Intime India Pvt Ltd have the launched 'SWAYAM' designed exclusively for the investors serviced by Link Intime and its subsidiaries . 'SWAYAM' is a secure, user-friendly web-based application, developed by "Link 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.</p> <p>For any query, kindly access at https://swayam.linkintime.co.in</p> <p>- Effective Resolution of Service Request -Generate and Track Service Requests/ Complaints through SWAYAM.</p>

Notice of Annual General Meeting

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- Features - A user-friendly GUI.
 - Track Corporate Actions like Dividend/Interest/Bonus/split.
 - PAN-based investments - Provides access to linked PAN accounts, Company wise holdings and security valuations.
 - Effortlessly Raise request for Unpaid Amounts.
 - Self-service portal – for securities held in demat mode and physical securities, whose folios are KYC compliant.
 - Statements - View entire holdings and status of corporate benefits.
 - Two-factor authentication (2FA) at Login - Enhances security for investors.
-

37. 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 Link Intime's website. The URL for the same is as under:

<https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.html> - On this page select the General tab. All the forms are available in under the head "Form 15G/15H/10F"

The aforementioned documents (duly completed and signed) are required to be uploaded on the URL mentioned below

<https://liiplweb.linkintime.co.in/formsreg/submission-of-form-15g-15h.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. Document attachment – 3 (Any other supporting document)

Please note that the upload of documents (duly completed and signed) on the website of Link 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, July 09, 2024 for the dividend, IST 5:00 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, Link Intime India Private Limited https://liiplweb.linkintime.co.in/rnthelpdesk/Service_Request.html

Annexure of to the notice of Annual General Meeting

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

Item No. 4

Mr. Rajendra Saxena (DIN: 10485612 who was appointed as an Additional Director (Non-Executive & Independent) on the Board of the Company w.e.f. May 10, 2024. In terms of Section 161(1) of the Companies Act, 2013, Mr. Rajendra Saxena holds office as an Additional Director upto the date of this Annual General Meeting. As per the provisions of the Section 149 and 152 read with Schedule IV and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and on the recommendation of the Nomination & Remuneration Committee, Mr. Rajendra Saxena is being proposed to be appointed as an Independent Director of the Company for the period of 5 (five) consecutive years with effect from May 10, 2024 to May 09, 2029 and during the period, he shall not be liable to retire by rotation.

Mr. Rajendra Saxena is not disqualified from being appointed as an Independent Director in terms of Section 164 of the Act and has given his consent to act as a Director (in the category of Independent Director). Further, the Company has also received declaration from Mr. Rajendra Saxena that he meets the criteria of independence as prescribed both under Section 149(6) of the Act and under the SEBI (LODR) Regulations, 2015.

In the opinion of the Board, Mr. Rajendra Saxena fulfils the conditions as specified in the Companies Act, 2013 and rules made thereunder and SEBI (LODR) Regulations, 2015 for his appointment as an Independent Director of the Company and is independent to the management. The copy of the letter of appointment of Mr. Rajendra Saxena 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 on all working days between 11.00 a.m. and 1.00 p.m. up to the date of the Annual General Meeting.

Details of Mr. Rajendra Saxena are provided in the "Annexure A" to the Notice. He shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose whatsoever as may be decided by the Board and reimbursement of expenses for participating in the Board and other meetings.

The Board considers that his association would be of immense benefit to the Company and it is desirable to avail services of Mr. Rajendra Saxena as an Independent Director. Accordingly, the Board recommends the resolution in relation

to appointment of Ms. Rajendra Saxena as an Independent Director, for approval by the members of the Company.

Except Mr. Rajendra Saxena, being the appointee, none of the Directors and Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the resolution as set out at Item No. 4 as a Special Resolution.

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

Item No: 5

Mr. Arun Shrivastava (DIN: 06640892), who was appointed as an Independent Director of the Company on October 31, 2019 for a first term of five (5) consecutive years and he will be holding such office as an Independent Director upto October 30, 2024 as approved by the shareholders at the Annual General Meeting held on July 31, 2020.

Mr. Arun Shrivastava holds a Master's degree in Science, from Bhopal University, Bhopal, complemented by certifications such as Certified Associate of Indian Institute of Bankers (CAIIB) from Indian Institute of Banking and Finance, Mumbai and AIBM from The Institute of Business Management (India), Madras . He is associated with the Company since 2019, bringing with vast experience in banking industry. With a career spanning over 35 years, he has held key positions in various banks, notably excelling in corporate credit roles at Bank of Baroda. His career has seen him navigate diverse geographies, including a tenure as head of the bank's subsidiary in Kenya for 3 years, and as a Director at the bank's subsidiary in Uganda and Tanzania. Prior to his role at the Company, he served as Executive Director at Bank of India before being appointed as MD & CEO of Syndicate Bank.

On the basis of his performance, vast experience and contribution made by him during her tenure, the Nomination and Remuneration Committee and Board of Directors has recommended and approved that continued association of Mr. Arun Shrivastava (DIN: 06640892) would be beneficial to the Company and it is desirable to Mr. Arun Shrivastava (DIN: 06640892) as an Independent Director of the Company for a second consecutive term of 5 (Five) years on the Board of the Company w.e.f. October 31, 2024 till October 30, 2029 and he shall not be liable to retire by rotation.

Pursuant to section 164 of the Companies Act, 2013, Mr. Arun Shrivastava is being eligible for re-appointment as an Independent Director and has given his consent to act as an Independent Director and also provided the declaration that he

Annexure of to the notice

meets the criteria of independence as prescribed under Section 149(6) of the Act and the SEBI (LODR) Regulations, 2015.

In the opinion of the Board, Mr. Arun Shrivastava fulfils the conditions for re-appointment as an Independent Director of the Company as specified in the Companies Act, 2013 and SEBI (LODR) Regulations, 2015, considered him as an independent to the management of the Company. The copy of the draft letter of re-appointment of Mr. Arun Shrivastava 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 on all working days between 11.00 a.m. and 1.00 p.m. upto the date of the Annual General Meeting.

Details of Mr. Arun Shrivastava are provided in the "Annexure A" to the Notice. He shall be paid remuneration by way of sitting fees for attending meetings of the Board or Committees thereof or for any other purpose/mode whatsoever as may be decided by the Board and reimbursement of expenses for participating in the Board and other meetings.

Except Mr. Arun Shrivastava, being the appointee director, none of the other Directors and Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the resolution as set out at Item No. 5 as a Special 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.

Item No: 6

The Board of Directors at its meeting held on June 20, 2019, re-appointed Mr. Akhilesh Jain (DIN: 00039927) as Managing Director of the Company for a period of five years with effect from July 2, 2019 to July 1, 2024 on the payment of remuneration and perquisites and other terms and conditions as approved by the shareholders at the Annual General Meeting held on August 28, 2019. Furthermore, the Company sought approval from the shareholders at the Annual General Meeting held on September 27, 2022 with respect to the payment of remuneration for Mr. Akhilesh Jain which was set at ₹ 2, 25,000 per month.

Mr. Akhilesh Jain is the Managing Director of your Company and holds a Chartered Accountant degree from the Institute of Chartered Accountants of India and a Bachelor of Law from Bhopal University. Additionally, he holds the esteemed position of FCP member, MPCG Zone, Bhopal & Trustee in JEAP- within the Jain International Trade Organization. He is founder of Company and has a remarkable professional career spanning over 36 years, he brings a wealth of experience to Atishay, where he leads operations with a visionary approach aimed at driving the company to unparalleled levels of growth and success. His profound industry understanding and adeptness

at navigating complex challenges have been instrumental in steering the organization towards sustainable progress. His exceptional governance skills have been instrumental in fostering a culture of integrity and accountability within our organization, while his insightful expertise consistently guides our strategic decision-making processes, offering invaluable direction to the management team.

As the existing tenure of Mr. Akhilesh Jain, Managing Director of the Company will expire on July 1, 2024 and considering his vast experience which he carries and valuable services rendered by him for the growth of the Company, the Board of Directors of the Company ("Board"), at its meeting held on May 10, 2024 and based on the recommendation of Nomination and Remuneration Committee and subject to the approval of members in the ensuing Annual General Meeting, re-appointed Mr. Akhilesh Jain (DIN: 00039927) as Managing Director of the Company, for a period of 5 (Five) years w.e.f. 2nd July, 2024 to 1st July, 2029 and also recommended to increase the remuneration by ₹ 75,000/- per month resulting in a revised remuneration of ₹ 3,00,000/- per month i.e. 36,00,000/- per annum with other terms and conditions as set out in item No. 6 accompanying Notice of Annual General Meeting and he shall not be liable to retire by rotation.

The proposed increase is in line with industry standards and is intended to attract and retain talent of high caliber. The Board believes that this increase is fair and reasonable, considering the qualifications and experience, he brings to the Company.

Mr. Akhilesh Jain (DIN: 00039927) is not disqualified from being appointed as a Managing Director of the Company in terms of Section 164 of the Act and has given his consent to act as the Managing Director of the Company.

Accordingly, consent of the members is sought for the re-appointment of Mr. Akhilesh Jain (DIN: 00039927) as the Managing Director of the Company and revision in remuneration in terms of the provisions of Section 196, 197, 203 and read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under and the Articles of Association of the Company.

Details of the terms & Conditions of the proposed appointment and remuneration are set out in the Notice and the statement as required under Section II of Part II of the Schedule V to the Act with reference to Special Resolution at Item No. 6 is annexed hereto as "Annexure B".

Except Mr. Akhilesh Jain, Mr. Archit Jain and Mrs. Rekha Jain (the 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. 6 of the accompanying Notice for the approval of the Members.

Annexure of to the notice

Item No: 7

The Board of Directors at its meeting held on June 20, 2019, had re-appointed Mr. Archit Jain (DIN: 00039927) as Whole-time Director of the Company for a period of five years w.e.f. from July 2, 2019 to July 1, 2024, on the payment of remuneration and perquisites and other terms and conditions as approved by the shareholders at the Annual General Meeting held on August 28, 2019 and also sought approval from the members of the Company at the Annual General Meeting held on July 18, 2023 related to increase in remuneration which was set at ₹ 2, 25,000 per month.

Mr. Archit Jain brings a decade of profound expertise and dynamic leadership as the Whole Time Director of our company. With a focus on nurturing the technical department, Archit spearheads new developments and projects, particularly in the field of Artificial Intelligence, positioning our company at the forefront of technological innovation. His strategic oversight extends to R&D, business development, and market expansion, integrating best practices across operations to drive sustainable and consistent financial growth.

A graduate of Mumbai University with a Bachelor of Engineering in Computers, Archit furthered his acumen in managing family businesses with a postgraduate degree from SP Jain Institute of Management and Research. His commitment to continuous learning is evidenced by additional certifications in business mastery, digital marketing and advanced sales strategies.

Archit's holistic approach to problem-solving and his adept application of the theory of constraints have been instrumental in product development and enhancing client relationships. His vision for the company is clear: automate operations for consistent growth, establish leadership in our domain, and create sustainable value for our shareholders, ensuring that our financial performance aligns with our long-term goals.

As the existing tenure of Mr. Archit Jain (DIN: 06363647), Whole-time Director of the Company will expire on July 1, 2024 and considering his vast experience which he carries and valuable services rendered by him for the growth of the Company, the Board of Directors of the Company ("Board"), at its meeting held on May 10, 2024 and based on the recommendation of Nomination and Remuneration Committee and subject to the approval of members in the ensuing Annual General Meeting, re-appointed Mr. Archit Jain (DIN: 06363647) as a Whole-time Director of the Company, for a further term/period of 5 (Five) years w.e.f. 2nd July, 2024 to 1st July, 2029. Furthermore, the remuneration of Mr. Archit Jain i.e. Salary, perquisites, and Allowances and other terms and conditions shall remain unchanged as already approved by the shareholders at its Annual General Meeting on July 18, 2023.

Mr. Archit Jain (DIN: 00039927) is not disqualified from being appointed as a Whole-time Director of the Company in terms of Section 164 of the Act and has given his consent to act as the Whole-time Director of the Company.

Accordingly, consent of the members is sought for the re-appointment of Mr. Archit Jain (DIN: 06363647) as a Whole-time Director of the Company in terms of the provisions of Section 196, 197, 203 and read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made there under and the Articles of Association of the Company.

Details of the terms & Conditions of the proposed appointment and remuneration are provided above in the Notice and the statement as required under Section II of Part II of the Schedule V to the Act with reference to Special Resolution at Item No. 7 annexed hereto as "Annexure B".

Except Mr. Archit Jain, Mr. Akhilesh Jain and Mrs. Rekha Jain (the 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. 7 of the accompanying Notice for the approval of the Members.

Item No. 8

Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, ('SEBI Listing Regulations'), as amended vide SEBI (Listing Obligations and Disclosure Requirements) (Sixth Amendment) Regulations, 2021, effective April 1, 2022, states that all Material Related Party Transaction ('RPT') with an aggregate value exceeding ₹ 1,000 crore or 10% of annual consolidated turnover of the Company as per the last audited financial statements of the Company, whichever is lower, shall require approval of shareholders by means of an ordinary resolution. The said limits are applicable, even if the transactions are in the ordinary course of business of the concerned company and at an arm's length basis. The amended Regulation 2(1)(zc) of the SEBI Listing Regulations has also enhanced the definition of related party transaction which now includes a transaction involving a transfer of resources, services or obligations between a listed entity or any of its subsidiaries on one hand and a related party of the listed entity or any of its subsidiaries on the other hand, regardless of whether a price is charged or not.

It is in the above context that Resolutions No. 8 is placed for the approval of the Shareholders of the Company.

Annexure of to the notice

Background, details and benefits of the transaction:

Zapurse Fintech Private Limited ('ZFPL'), a private limited company, incorporated on Eighth day of November Two thousand twenty-one under the Companies Act, 2013 with CIN No:-U72900MP2021PTC058285 having the following objects as :

- To carry on the business of online mobile recharge, fastag sale and recharge, bill payment services and other Company online services on a single platform.
- To act as dealer, agent, subagent, distributor, executor, commission agent, business correspondent (BC), to carry on the business of discounting services and financial inclusion.

The Company (Atishay Limited) has entered into a service agreement with Zapurse Fintech Private Limited (ZFPL) to provide the financial inclusion services which includes

Domestic Money Transfer, Aadhar Enabled Payment Services, Online Mobile & DTH Recharge, Bill payment and other related services vice versa.

The aggregate value of the above transactions for FY 2024-25 is up to ₹ 5 crores.

The Management has provided the Audit Committee with the relevant details, as required under law, of the proposed RPTs including material terms and basis of pricing. The Audit Committee, after reviewing all necessary information, has granted approval for entering the above-mentioned RPTs with ZFPL. The Committee has noted that the said transactions will be on an arms' length basis and in the ordinary course of business of the Company.

Accordingly, based on the approval of the Audit Committee, the Board of Directors recommend the resolution contained in Item No. 8 of the accompanying Notice to the shareholders for approval.

Details of the proposed transactions with Zapurse Fintech Private Limited, being a related party of the Company, are as follows :

Information pursuant SEBI circular no. SEBI/HO/CFD/CMD1/CIR/P/2021/662 dated November 22, 2021 :

Sr. No.	Description	Details
Details of Summary of information provided by the management to the Audit Committee		
a.	Name of the related party and its relationship with the listed entity or its subsidiary, including nature of its concern or interest (financial or otherwise);	ZAPURSE FINTECH PRIVATE LIMITED Relatives of the Director are interested
b.	Name of the director or key managerial personnel who is related, if any and nature of relationship	1. Mr. Atishay Jain is director and shareholder in ZFPL, he falls in the category of promoter and also son of the Promoter & Executive Director of Atishay Limited. 2. Mrs. Aishwarya Jain is the director and shareholder in ZFPL, she is the wife of the Promoter and Executive Director of Atishay Limited.
c.	Nature, material terms, monetary value and particulars of contracts or arrangement	The transaction involves, rendering of service, receipt of service and other transactions for business purpose from/to ZFPL during FY 2024-25, aggregating up to ₹ 5 crore.
d.	Value of Transaction	Up to ₹ 5 Crore
e.	percentage of annual consolidated turnover considering FY 2023-24 as the immediately preceding financial year	11.56 %
2.	Justification for the transaction	Please refer to "Background, details and benefits of the transaction" which forms part of the explanatory statement to the resolution as item No. 8
3	Details of transaction relating to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary :	
	i) details of the source of funds in connection with the proposed transaction	Not Applicable
	(ii) where any financial indebtedness is incurred to make or give loans, inter-corporate deposits, advances or investments	
	- nature of indebtedness	
	- cost of funds; and	
	- tenure	

Annexure of to the notice

Sr. No.	Description	Details
	(iii) applicable terms, including covenants, tenure, interest rate and repayment schedule, whether secured or unsecured; if secured, the nature of security	Not Applicable
	iv) the purpose for which the funds will be utilized by the ultimate beneficiary of such funds pursuant to the RPT	Not Applicable
4	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through registered email address of the shareholder	Not Applicable
5	Any other information that may be relevant	All important information forms part of the statement setting out material facts, pursuant to Section 102(1) of the Companies Act, 2013 forming part of this Notice.

Arm's length pricing:

All contracts with related parties defined as per Section 2(76) of the Act are reviewed for arm's length testing internally.

The Members may note that in terms of the provisions of the SEBI Listing Regulations, the related parties as defined thereunder (whether such related party(ies) is a party to the aforesaid transactions or not), shall not vote to approve resolutions under Item No. 8.

None of the Directors and/or Key Managerial Personnel of the Company and/or their respective relatives are concerned or interested financially or otherwise in the resolution as set out at Item No. 8 as an Ordinary Resolution.

The Board of Directors therefore, recommend passing of an Ordinary Resolution as set out in Item No. 8 accompanying Notice for the approval of the Members.

Item No. 9

As per the provisions of Section 20 of the Companies Act, 2013, a document may be served on any member by sending it to him by registered post/speed post or by courier service or by electronic mode or any other mode as may be prescribed.

Further, a member may request the delivery of document through any other mode by paying such fees in advance,

equivalent to estimated actual expenses of delivery of the documents delivered, provided that such request along with requisite fees has been duly received by the Company at least 10 days in advance of the dispatch of documents by the Company to the member.

None of the Directors and Key Managerial Personnel of the Company and their relatives are in anyway concerned or interested financially or otherwise in the resolution as set out at Item No. 9 as an Ordinary Resolution.

The Board of Directors therefore, recommend passing of the Ordinary Resolution as set out in Item No. 9 of the accompanying Notice for the approval of the Members.

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

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

**Place: Bhopal
Date: May 10, 2024**

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 May 10, 2024)

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. Akhilesh Jain	Mr. Archit Jain	Mr. Arun Shrivastava	Mr. Rajendra Saxena
DIN	00039939	00039927	06363647	06640892	10485612
Date of Birth and age	16/09/1967	06/09/1961	07/03/1991	17/06/1957	05/05/1961
Date of Appointment on the Board	30/03/2000	30/03/2000	01/02/2013	31/10/2019	Appointed as an Additional Director (Non-Executive & Independent) w.e.f May 10, 2024 .
Qualifications	Master's degree in Arts (Sociology)	Chartered Accountant degree from the Institute of Chartered Accountants of India and a Bachelor of Law from Bhopal University	Graduate of Mumbai University with a Bachelor of Engineering in Computers & postgraduate degree from SP Jain Institute of Management and Research	Master's degree in Science, from Bhopal University, Bhopal complemented by certifications such as Certified Associate of Indian Institute of Bankers (CAIIB) from Indian Institute of Banking and Finance, Mumbai and AIBM from The Institute of Business Management (India), Madras.	Master's degree from Bhopal University and certified by the prestigious Indian Institute of Bankers, Mumbai.
Experience and Expertise	She has been associated with the Company from its formative years. Renowned for her unyielding ethical principles, she is a beacon of philanthropy, tirelessly working to enhance the lives of India's underprivileged. Her stewardship has not only shaped but also preserved Atishay's unique corporate culture.	He is founder of Company and has a remarkable professional career spanning over 36 years, he brings a wealth of experience to Atishay, where he leads operations with a visionary approach aimed at driving the company to unparalleled levels of growth and success . Additionally, he holds the esteemed position of FCP member, MPCG Zone, Bhopal & Trustee in JEAP- within the Jain International Trade Organisation . His profound industry understanding and adeptness at navigating complex challenges have been instrumental in steering the organization towards sustainable progress. His exceptional governance skills have been instrumental in fostering a culture of integrity and accountability within our organization, while his insightful expertise consistently guides our strategic decision-making processes, offering invaluable direction to the management team	He brings a decade of profound expertise and dynamic leadership as the Whole Time Director of our company. With a focus on nurturing the technical department, he spearheads new developments and projects, particularly in the field of Artificial Intelligence, positioning our company at the forefront of technological innovation. His strategic oversight extends to R&D, business development, and market expansion, integrating best practices across operations to drive sustainable and consistent financial growth. His commitment to continuous learning is evidenced by additional certifications in business mastery, digital marketing and advanced sales strategies.	He is associated with the Company since 2019, bringing with vast experience in banking industry. With a career spanning over 35 years, he has held key positions in various banks, notably excelling in corporate credit roles at Bank of Baroda. His career has seen him navigate diverse geographies, including a tenure as head of the bank's subsidiary in Kenya for 3 years, and as a Director at the bank's subsidiary in Uganda and Tanzania. Prior to his role at the Company, he served as Executive Director at Bank of India before being appointed as MD & CEO of Syndicate Bank.	He is a highly respected retired government officer and esteemed development professional, boasting over four decades of exemplary service in the banking industry. Armed with a Master's degree from Bhopal University and certified by the prestigious Indian Institute of Bankers, Mumbai, he has left an indelible mark during his tenure at the State Bank of India. Renowned for his expertise in marketing home loans, innovating new loan products, and adeptly managing customer grievances and regulatory matters, he has overseen operations across 50 branches, ensuring excellence in all banking aspects. His strategic leadership extends to managing POS machines for Madhya Pradesh and Chhattisgarh, while his expertise spans business strategy, finance, HR development, insurance, and consumer-centric marketing management. His unwavering dedication to excellence and comprehensive skill set make him a valuable asset and trusted advisor to any organization.

Annexure A

Name of Directors	Mrs. Rekha Jain	Mr. Akhilesh Jain	Mr. Archit Jain	Mr. Arun Shrivastava	Mr. Rajendra Saxena
Directorships held in other public companies and private companies (excluding foreign companies)	NIL	Director in Jain International Trade Organization-Bhopal	NIL	He is Non -Executive -Independent Director in Bandhan Financial Services Limited.	NIL
Memberships/ Chairmanships of Committees across all companies	She is the member of CSR and Nomination and Remuneration Committee in Atishay Limited.	He is the member of following committee in Atishay Limited : - Stakeholder/ Investor Relationship Committee.	He is the member of following committees in Atishay Limited: - Audit Committee; And Chairman of CSR Committee.	He is the member of following committees in Bandhan Financial Services Limited - Audit Committee; - Nomination and Remuneration Committee; - Risk management Committee And member of the Nomination and Remuneration Committee in Atishay Limited .	He is the Chairman of the Audit Committee and member of the Nomination and Remuneration Committee in Atishay Limited.
No. of Equity Shares held in the Company as on date	15,86,790	35,71,588	15,32,381	NIL	NIL
Disclosures of relationship between Directors inter-se	Kindly refer the Corporate Governance Report.	Kindly refer the Corporate Governance Report.	Kindly refer the Corporate Governance Report.	He is not related to any other Director, Manager or other Key Managerial Personnel of the Company.	He is not related to any other Director, Manager or other Key Managerial Personnel of the Company.
Number of Board Meetings attended during the year i.e. (April 01, 2023-March 31, 2024)	5 out of 5	5 out of 5	5 out of 5	5 out of 5	NIL
Skill & Capabilities	Kindly refer Corporate governance report.	Kindly refer Corporate governance report.	Kindly refer Corporate governance report.	Kindly refer Corporate governance report.	Kindly refer Corporate governance report.

For other details such as terms and conditions of appointment or re-appointment along with details of remuneration of Directors and awards & recognition are set out in the Notice of AGM and Corporate Governance Report forming part of this Annual Report.

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

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

**Place: Bhopal
Date: May 10, 2024**

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

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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. AKHILESH 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. Nature of industry	Audited figures for the year ended 31.03.2024
		Audited figures for the year ended 31.03.2023
1	Total income	4522.27
2	Total expenses	3759.97
3	Profit before tax	762.30
4	Tax Expenses	206.94
5	Profit after Tax (PAT)	555.36
6	Other Comprehensive Income	7.23
7	Total Comprehensive Income for the year	562.59
(5)	Foreign investments or collaborations, if any.	Company has not made any foreign investment or collaboration during the financial year 2023-24

II. Information about the appointee:

Information	Mr. Akhilesh Jain								
(1) Background details	Mr. Akhilesh Jain holds a Chartered Accountant degree from the Institute of Chartered Accountants of India and a Bachelor of Law from Bhopal University. Additionally, he holds the esteemed position of FCP member, MPCG Zone, Bhopal & Trustee in JEAP- within the Jain International Trade Organisation. He is founder of Company and has a remarkable professional career spanning over 36 years, he brings a wealth of experience to Atishay, where he leads operations with a visionary approach aimed at driving the company to unparalleled levels of growth and success. His profound industry understanding and adeptness at navigating complex challenges have been instrumental in steering the organization towards sustainable progress. His exceptional governance skills have been instrumental in fostering a culture of integrity and accountability within our organization, while his insightful expertise consistently guides our strategic decision-making processes, offering invaluable direction to the management team.								
(2) Past remuneration	<table border="1"> <thead> <tr> <th>Financial year</th> <th>Amount (in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>2021-2022</td> <td>27,00,000</td> </tr> <tr> <td>2022-2023</td> <td>27,00,000</td> </tr> <tr> <td>2023-2024</td> <td>27,00,000</td> </tr> </tbody> </table>	Financial year	Amount (in Lakhs)	2021-2022	27,00,000	2022-2023	27,00,000	2023-2024	27,00,000
Financial year	Amount (in Lakhs)								
2021-2022	27,00,000								
2022-2023	27,00,000								
2023-2024	27,00,000								
(3) Recognition or awards	<p>Under the dynamic leadership of Mr. Akhilesh Jain, the Company has been winning awards year on year. The notable awards won recently in the last three years are :</p> <ol style="list-style-type: none"> Atishay Limited has achieved an award in top 50 tech companies Intercon internet conference award, Dubai. In Annual Roll of Honour as "one of the 20 most promising Tech Solution Providers for Government and Public Sector – 2019. Awarded as "Small Enterprises of the Year -Services" by SIDBI – ET INDIA MSE AWARDS 2018. 								

Annexure B

Information	Mr. Akhilesh Jain
(4) Job profile and his suitability	Mr. Akhilesh Jain is the Chairman & Managing Director of Atishay Limited. He holds a Chartered Accountant degree from the Institute of Chartered Accountants of India and a Bachelor of Law from Bhopal University. has a remarkable professional career spanning over 36 years, he brings a wealth of experience to Atishay, where he leads operations with a visionary approach aimed at driving the company to unparalleled levels of growth and success. His profound industry understanding and adeptness at navigating complex challenges have been instrumental in steering the organization towards sustainable progress. His exceptional governance skills have been instrumental in fostering a culture of integrity and accountability within our organization, while his insightful expertise consistently guides our strategic decision-making processes, offering invaluable direction to the management team.
(5) Remuneration proposed	Resolution regarding Re-appointment & Revision of remuneration along with explanatory statement mentioned in the item No. 6 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)	The remuneration as proposed of Mr. Akhilesh Jain is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its businesses. Moreover, in his position as Managing Director of the Company, he devotes his substantial time in overseeing the operations of the Company.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Besides the remuneration proposed, Mr. Akhilesh Jain does not have any pecuniary relationship with the Company. He is the spouse of Mrs. Rekha Jain, Non-executive Director and father of Mr. Archit Jain, Whole-time Director in the Company. Further, he is also a Promoter in the Company and holds 35,71,588 equity shares in the Company.

III. Other information:

(1) Reasons of loss or inadequate profits	The Company is passing a Special Resolution pursuant to the provision to the sub-section (1) of Section 197 of the Companies Act, 2013 as the profitability of the Company impacted due to business environment and challenging market conditions during the financial year 2023-24
(2) Steps taken or proposed to be taken for improvement	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The Company has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom-line.
(3) Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance.

IV : Disclosures:

S. No.	Particulars	Disclosures
1	Remuneration package of the Managerial Person	Full details along with term and condition are mentioned in the Notice of AGM.
2	Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2023-24:	The requisite details of remuneration etc. of Directors are included in the Notice of AGM and Corporate Governance Report which is forming part of the Annual Report of FY 2023 -24 of the Company. The Board therefore recommends passing of the resolution for your approval. Except Mr. Akhilesh Jain, Mr. Archit Jain and Mrs. Rekha Jain (the 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.

Annexure B

MR. ARCHIT JAIN :

II. 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. Nature of industry	Audited figures for the year ended 31.03.2024
		Audited figures for the year ended 31.03.2023
1	Total income	4522.27
2	Total expenses	3759.97
3	Profit before tax	762.30
4	Tax Expenses	206.94
5	Profit after Tax (PAT)	555.36
6	Other Comprehensive Income	7.23
7	Total Comprehensive Income for the year	562.59
(5)	Foreign investments or collaborations, if any.	Company has not made any foreign investment or collaboration during the financial year 2023-24

II. Information about the appointee:

Information	Mr. Archit Jain								
(1) Background details	<p>Mr. Archit Jain brings a decade of profound expertise and dynamic leadership as the Whole Time Director of our company. With a focus on nurturing the technical department, Archit spearheads new developments and projects, particularly in the field of Artificial Intelligence, positioning our company at the forefront of technological innovation. His strategic oversight extends to R&D, business development, and market expansion, integrating best practices across operations to drive sustainable and consistent financial growth.</p> <p>A graduate of Mumbai University with a Bachelor of Engineering in Computers, Archit furthered his acumen in managing family businesses with a postgraduate degree from SP Jain Institute of Management and Research. His commitment to continuous learning is evidenced by additional certifications in business mastery, digital marketing and advanced sales strategies.</p> <p>Archit's holistic approach to problem-solving and his adept application of the theory of constraints have been instrumental in product development and enhancing client relationships. His vision for the company is clear: automate operations for consistent growth, establish leadership in our domain, and create sustainable value for our shareholders, ensuring that our financial performance aligns with our long-term goals.</p>								
(2) Past remuneration	<table border="1"> <thead> <tr> <th>Financial year</th> <th>Amount (in Lakhs)</th> </tr> </thead> <tbody> <tr> <td>2021-2022</td> <td>18,00,000</td> </tr> <tr> <td>2022-2023</td> <td>18,00,000</td> </tr> <tr> <td>2023-2024</td> <td>24,75,000</td> </tr> </tbody> </table>	Financial year	Amount (in Lakhs)	2021-2022	18,00,000	2022-2023	18,00,000	2023-2024	24,75,000
Financial year	Amount (in Lakhs)								
2021-2022	18,00,000								
2022-2023	18,00,000								
2023-2024	24,75,000								
(3) Recognition or awards	<p>Under the dynamic leadership of Mr. Archit Jain, the Company has been winning awards year on year. The notable awards in recent three years are :</p> <p>Atishay Limited has achieved an award in top 50 tech companies Intercon internet conference award, Dubai.</p> <ul style="list-style-type: none"> - In Annual Roll of Honour as "one of the 20 most promising Tech Solution Providers for Government and Public Sector – 2019. - Awarded as "Small Enterprises of the Year -Services" by SIDBI – ET INDIA MSE AWARDS 2018. - Atishay has been honoured with the prestigious title of "The Company of the Year 2022" by the Business Connect Magazine. 								

Annexure B

Information	Mr. Archit Jain
(4) Job profile and his suitability	<p>Mr. Archit Jain is the Whole-time Director of Atishay Limited.</p> <p>He brings a decade of profound expertise and dynamic leadership as the Whole Time Director of our company. With a focus on nurturing the technical department, Archit spearheads new developments and projects, particularly in the field of Artificial Intelligence, positioning our company at the forefront of technological innovation. His strategic oversight extends to R&D, business development, and market expansion, integrating best practices across operations to drive sustainable and consistent financial growth.</p> <p>Archit's holistic approach to problem-solving and his adept application of the theory of constraints have been instrumental in product development and enhancing client relationships. His vision for the company is clear: automate operations for consistent growth, establish leadership in our domain, and create sustainable value for our shareholders, ensuring that our financial performance aligns with our long-term goals.</p>
(5) Remuneration proposed	Resolution regarding Re-appointment & Remuneration along with explanatory statement are mentioned in 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)	There is no change in the remuneration. The remuneration paid to Mr. Archit Jain is comparable to that drawn by the peers in the similar capacity in the industry and is commensurate with the size of the Company and diverse nature of its businesses. Moreover, his position as a Whole time Director of the Company, he devotes his substantial time in overseeing the operations of the Company.
(7) Pecuniary relationship directly or indirectly with the company, or relationship with the managerial personnel, if any.	Except remuneration, Mr. Archit Jain does not have any pecuniary relationship with the Company. He is the son of Mr. Akhilesh Jain, Managing Director and Mrs. Rekha Jain, Director of the Company. He is also promoter in the Company and holds 15,32,381 equity shares in the share capital of the Company.

III. Other information:

(1) Reasons of loss or inadequate profits	The Company is passing a Special Resolution pursuant to the provision to the sub-section (1) of Section 197 of the Companies Act, 2013 as the profitability of the Company impacted due to business environment and challenging market conditions during the financial year 2023-24
(2) Steps taken or proposed to be taken for improvement	The Company has embarked on a series of strategic and operational measures that is expected to result in the improvement in the present position. The Company has also strategically planned to address the issue of productivity and increase profits and has put in place measures to reduce cost and improve the bottom-line.
(3) Expected increase in productivity and profits in measurable terms	The Company has taken various initiatives to maintain its leadership, improve market share and financial performance. It has been aggressively pursuing and implementing its strategies to improve financial performance

IV : Disclosures:

S. No.	Particulars	Disclosures
1	Remuneration package of the managerial person	Full details regarding his appointment and remuneration are mentioned in Notice of AGM.
2	Disclosures in the Board of Directors' report under the heading 'Corporate Governance' included in Annual Report 2023-24:	<p>The requisite details of remuneration etc. of Directors are included above in above in the Notice of AGM and Corporate Governance Report, forming part of the Annual Report of FY 2023 -24 of the Company.</p> <p>The Board therefore recommends the resolution for your approval.</p> <p>Except Mr. Archit Jain (the appointee) Mr. Akhilesh Jain and Mrs. Rekha Jain (the relatives of the appointee) none of the other Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise in this resolution.</p>