

## ATLAS JEWELLERY INDIA LIMITED

**Reg. Off.:** DTJ-225, IInd Floor, DLF Tower B, Plot No. 11, Jasola, New Delhi-110025

**CIN:** L74140DL1989PLC131289

**Email:** info@atlasjewelleryindia.com **Phone:** 011-41041149

**Web:** [www.atlasjewelleryindia.com](http://www.atlasjewelleryindia.com)

### NOTICE

Notice is hereby given pursuant to Section 96 and 101 of the Companies Act, 2013 ("The Act") that the Twenty Fifth Annual General Meeting ("The Meeting" of "AGM") OF ATLAS JEWELLERY INDIA LIMITED ("The Company") will be held on Monday, September 28, 2015 at 11.00 A.M. at Delhi Karnataka Sangha, Rao Tula Ram Marg, Sector 12, Rama Krishna Puram, New Delhi 110022 to transact the following business:

#### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss Account for the year ended on that date and the Reports of the f Directors and Auditors thereon.
2. To re-appoint M/s A. Kay Mehra & Co., Chartered Accountants as the Statutory Auditors of the Company and in this regard 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 139 and all other applicable provisions, if any, of the Companies Act, 2013 and the Rules framed thereunder as amended from time to time, the Company hereby ratifies the appointment of M/s. A. Kay Mehra & Co., Chartered Accountants (having firm Registration No. 050004C), as the Statutory Auditors of the Company, to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the Twenty Sixth AGM of the Company to be held in the year 2016 on such remuneration plus service tax, out-pocket-expenses, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors."

#### **SPECIAL BUSINESS:**

3. **Regularisation of Mr. Supratik Chatterjee who was appointed in Casual Vacancy as an Independent Director**

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 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Supratik Chatterjee (DIN: 06934992) who was appointed as Director in casual vacancy in the Board meeting held on April 06, 2015 in place of Mr. Ashish Srivastava and who has submitted a declaration that he meets the criterion of independence under Section 149 (6) of the Companies and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a shareholder proposing his candidature for the office of director of the Company Act, 2013, be and is hereby appointed as an Independent Director of the Company not being liable to retire by rotation and to hold office till the time the outgoing director would have held the office i.e. July 07, 2019.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby

authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

**4. Regularisation of Mr. Sunil Pant who was appointed in Casual Vacancy as an Independent Director**

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 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement, Mr. Sunil Pant (DIN: 07068748) who was appointed as Director in casual vacancy in the Board meeting held on April 06, 2015 in place of Mr. Gaurav Goswami and who has submitted a declaration that he meets the criterion of independence under Section 149 (6) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a shareholder proposing his candidature for the office of director of the Company be and is hereby appointed as an Independent Director of the Company not being liable to retire by rotation and to hold office till the time the outgoing office would have held the office i.e. July 07, 2019.”

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

**5. Appointment of Mr. Shrirang Vasant Khadilkar as a Non-Executive Independent Director**

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 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement and upon the recommendation of Nomination and Remuneration Committee, Mr. Shrirang Vasant Khadilkar (DIN: 07160111) who was appointed as an Additional Director in non-executive independent capacity by the Board w.e.f May 18, 2015 and who has submitted a declaration that he meets the criterion of independence under Section 149 (6) of the Companies Act, 2013, and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a shareholder proposing his candidature for the office of director of the Company , be and is hereby appointed as a Non-executive Independent Director of the Company not being liable to retire by rotation and to hold office for a term of 5 (five) consecutive years w.e.f. May 18, 2015 up to May 17, 2020.”

“RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary, be and are hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to this resolution and to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this Resolution.”

**6. To confirm the appointment of Mr. Nandakumaran Putezhath as the Managing Director of the Company**

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

## **ORDINARY RESOLUTION:**

“RESOLVED THAT Mr. Nanda Kumaranputhezhath (DIN 02547619) who was appointed as an Additional Director of the Company with effect from May 18, 2015 and also recommended to be appointed as the Managing Director of the Company by the Nomination and Remuneration Committee which was approved by the Board subject to the approval of shareholders in general meeting in terms of Sections 161, 196, 197, 200, 203 read with Part II of Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a shareholder proposing his candidature for the office of director of the Company, be and is hereby appointed as the Managing Director of the Company, for a period of two years commencing from 10<sup>th</sup> June, 2015 to 9<sup>th</sup> June 2017, being liable to retire by rotation, upon the terms and conditions including payment of remuneration of Rs. 38,00,000 (Rs. Thirty Eight lakhs only) by way of salary, perquisites and allowances as approved by the Remuneration Committee in its meeting, the details of which are given in the Explanatory statement annexed hereto with liberty to Nomination and Remuneration Committee to decide on the quantum of remuneration payable under each head as may be mutually agreed between the board and Mr. Nandakumaran Puthethath.”

“RESOLVED FURTHER THAT in the event of absence or inadequacy of profits during the period of his appointment, Mr. Nandakumaran Puthethath shall, subject to the provisions of Schedule V and other applicable provisions, if any, of the Act, be entitled to the remuneration as approved pursuant to this resolution as minimum remuneration.”

“FURTHER RESOLVED THAT the Board of Directors of the Company or Nomination and Remuneration Committee thereof be and is hereby also authorized to amend, alter, modify or otherwise vary the terms and conditions of appointment of Mr. Nandakumaran Puthethath, including the components of the above mentioned remuneration payable to him.”

“FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.”

## **7. SPECIAL NOTICE TO REMOVE MR. LUKOO SUGUNAN MADATHIPARAMBIL, INDEPENDENT DIRECTOR FROM THE DIRECTORSHIP OF THE COMPANY**

Pursuant to the special notice under Section 115 of the Companies Act, 2013, received from Mr. M M Ramachandran, the Chairman, Promoter and Shareholder (49.6%) of the Company, the resolution stated below be considered and, if thought fit, to pass with or without modification(s), as an **ORDINARY RESOLUTION**

“RESOLVED THAT Mr. Lukoo Sugunan Madathiparambil, who was appointed as an Non-executive Independent Director, not liable to retire by rotation and to hold office for a term of five years up to July 07, 2019 be and is hereby removed from the office of directorship of the Company pursuant to Section 169 and Schedule IV and Special Notice under Section 115 of Companies Act, 2013 read with Rule 23 of Companies (Management and Administration) Rules, 2014.”

“FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is

hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.”

## **8. SPECIAL NOTICE TO REMOVE MR. AJITH KOVOORIL MURULEEDHARAN, NON-EXECUTIVE DIRECTOR FROM THE DIRECTORSHIP OF THE COMPANY**

Pursuant to the special notice under Section 115 of the Companies Act, 2013, received from Mr. M M Ramachandran, the Chairman, Promoter and Shareholder (49.6%) of the Company, the resolution stated below be considered and, if thought fit, to pass with or without modification(s), as an **ORDINARY RESOLUTION**

“RESOLVED THAT Mr. Ajith Kovoovil Muruleedharan, Non-executive Director, liable to retire by rotation be and is hereby removed from the office of directorship of the Company pursuant to Section 169 and Special Notice under Section 115 of Companies Act, 2013 read with Rule 23 of Companies (Management and Administration) Rules, 2014.”

“FURTHER RESOLVED THAT the Board of Directors of the Company or any committee thereof be and is hereby authorized to do all such acts, deeds and things as in its absolute discretion it may think necessary, expedient or desirable; to settle any question or doubt that may arise in relation thereto in order to give effect to the foregoing resolution and to seek such approval/ consent from the government departments, as may be required in this regard.”

### **Notes:**

1. The relative explanatory statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) relating to the business mentioned under Item Nos. 3 to 8 of the Notice, is annexed hereto. The relevant details as required under Clause 49 of the Listing Agreements entered into with the Stock Exchanges, of persons seeking appointment /re-appointment at the Annual General Meeting as Directors under Items No. 3, 4, 5, 6 of the Notice, are also annexed

## **2. PROXY/ AUTHORIZED SIGNATORY**

- i) **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY, TO ATTEND AND ON A POLL, TO VOTE INSTEAD OF HIMSELF/HERSELF AND SUCH PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

A person can act as proxy on behalf of members not exceeding fifty (50) and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as proxy for any other person or shareholder. A proxy is not entitled to vote except on a poll. A proxy form is enclosed herewith.

The instrument appointing proxy (a proxy form), in order to be effective, must be duly completed and received at the office of the Company’s Registrar and Share Transfer Agent- M/s Beetal Financial & Computer Services Private Limited, Beetal House, 3rd Floor, 99, Madangir, behind Local Shopping Centre, New Delhi 110062 not less than 48 hours before the commencement of the meeting.

- ii) A member would be entitled to inspect the proxies lodged at any time during the business hours of the Company, during the period beginning 24 hours before the time fixed for the commencement of the

AGM and ending with the conclusion of the AGM, provided that not less than 3 days of notice in writing is to be given to the Company.

iii) Corporate Members, societies, etc. intending to send their authorised representatives to attend the AGM are requested to send a certified copy of the Board Resolution/ authority as applicable authorizing their representative to attend and vote in their behalf at the Meeting.

iv) In case of joint holders attending the AGM, only such joint holder who is higher in the order of names will be entitled to vote

## 2) **BOOK CLOSURE**

The Register of Members and Share Transfer Books of the Company will remain closed from September 21, 2015 to September 28, 2015 (both days inclusive) for determining the names of members eligible for dividend on equity shares, if declared at the AGM

## 3) **CUT OFF DATE:**

i) This Notice is being sent to all the members whose name appears as on September 01, 2015 in the register of members or beneficial owners as received from M/s Beetal Financial & Computer Services Pvt. Ltd, the Registrar and Transfer Agent of the Company.

ii) A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Monday, September 21, 2015 (the "Cut Off Date") only shall be entitled to vote through Remote E-voting and at the AGM. The voting rights of Members shall be in proportion to their share of the paid-up equity share capital of the Company as on the Cut Off date.

## 4) **COMMUNICATION TO MEMBERS:**

i) The Notice of the AGM along with the Attendance Slip and Proxy Form, and a copy of annual report is being sent by electronic mode to all members whose email addresses are registered with the Company / Depository Participant(s) unless a member has requested for a hard copy of the same and also to the auditors and directors of the Company. For members who have not registered their email addresses, physical copies of the abridged annual report along with aforesaid documents are being sent by the permitted mode.

ii) Abridged and full version of the annual report and notice of AGM will also be available on the website of the Company 'www.atlasjewelleryindia.com' under Investor Relation section and at the website of CDSL at 'www.cdslindia.com'. Hard copies of the full annual reports will be sent to those shareholders who will request the same.

iii) Members are requested to inform the Company's Registrars and Share Transfer Agents, VIZ., Beetal regarding changes, if any, in their registered addresses with the PIN code number.

iv) To support the Green Initiative, Members who have not registered their e-mail addresses are requested to register the same with Beetal/Depositories. This will assist the Company in redressing shareholders' grievances expeditiously.

v) All the documents referred to in the accompanying notice, explanatory statement and Register of directors and key managerial personnel and their shareholding are open for inspection at the registered office of the Company on all working days except Saturdays and Sunday, between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting.

## 5. **VOTING BY MEMBERS**

The voting for the agenda items as mentioned in the Notice shall be done in the following manner:

- i) Members may cast their votes through electronic means by using an electronic voting system from a place other than the venue of AGM (“Remote E-voting”) in the manner provided below during the e-voting period as mentioned below.
- ii) At the venue of AGM, voting shall be done through ballot papers (“Ballot Paper”) and the members attending AGM who have not casted their vote by Remote E-voting shall be entitled to cast their vote through Ballot Paper.
- iii) A Member may participate in the AGM even after exercising his right to vote through Remote E-voting but shall not be allowed to vote again at the venue of the AGM. If a Member casts votes through Remote E-voting and also at the AGM, then voting done through Remote E-voting shall prevail and voting done at the AGM shall be treated as invalid.

## 6. VOTING THROUGH ELECTRONIC MEANS

In compliance with Section 108 of the Companies Act 2013 read with Rule 20 of Companies (Management and Administration) Rules the 2014 as amended vide Companies (Management and Administration) Amendment Rules 2015 w.e.f. 19 March 2015 and Clause 35 B of the Listing Agreement the Company is pleased to provide facility of –Remote E-voting to all its Members, to enable them to cast their votes on all resolutions set forth in this Notice electronically and the business mentioned in the Notice may be transacted through E-voting. Remote E-voting is optional and not mandatory. The Company has engaged the services of Central Depository Services Limited (CDSL) for the purpose of providing Remote E-voting facility to all its Members. The process and manner of Remote E-voting are as under:

- (i) The voting period begins on September 25, 2015 at 09:00 AM and ends on September 27, 2015 at 05:00 PM. During this period shareholders’ of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of September 21, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website [www.evotingindia.com](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to [www.evotingindia.com](http://www.evotingindia.com) and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

<b>For Members holding shares in Demat Form and Physical Form</b>	
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)

	<ul style="list-style-type: none"> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.</li> <li>In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.</li> </ul>
Dividend Bank Details <b>OR</b> Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> <li>If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v).</li> </ul>

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant <Company Name> on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xix) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to [www.evotingindia.com](http://www.evotingindia.com) and register themselves as Corporates.
  - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).



- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
  - The list of accounts linked in the login should be mailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com) and on approval of the accounts they would be able to cast their vote.
  - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same and should be e-mailed at [schughpcs@gmail.com](mailto:schughpcs@gmail.com)
- (xx) Note for Institutional Shareholders
- Institutional shareholders (i.e. other than Individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG format) of the relevant Board Resolution / Authority Letter, etc; together with attested specimen signature of the duly authorised signatory(ies) who are authorised to vote, through email to [schughpcs@gmail.com](mailto:schughpcs@gmail.com) for the scrutinizer to verify the same.
  - A copy shall be emailed to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com).
- (xxi) In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at [www.evotingindia.com](http://www.evotingindia.com), under help section or write an email to [helpdesk.evoting@cdslindia.com](mailto:helpdesk.evoting@cdslindia.com)

## 7. VOTING THROUGH BALLOT PAPERS

Members who have not exercised the option of Remote E-voting shall be entitled to participate and vote at the venue of the AGM on the date of the AGM. Voting at the venue of AGM shall be done through Ballot Papers and Members attending the AGM shall be able to exercise their voting rights at the meeting through Ballot Papers. After the agenda item has been discussed, the Chairman will instruct the Scrutinizer to initiate the process of voting on all the resolutions through Ballot Papers. The Ballot Paper/s will be issued to the Shareholders / Proxy holders/ Authorized Representatives present at the AGM. The Shareholders may exercise their right of vote by tick marking as [v] against “FOR” or “AGAINST” as his/her choice may be, on the agenda item in the Ballot Paper and drop the same in the Ballot Box(es) kept at the meeting hall for this purpose.

## 8. SCRUTINIZER

Mr. Sanjay Chugh, Company Secretary, having consented to act as Scrutinizer, has been appointed as the Scrutinizer to scrutinize the voting and remote e-voting process in a fair and transparent manner.

## 9. DECLARATION OF RESULTS

The Scrutinizer shall after the conclusion of voting at the AGM, will first count the votes cast at the meeting and thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and shall make, not later than two days of the conclusion of the AGM, a consolidated scrutinizer’s report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.

The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company [www.atlasjewelleryindia.com](http://www.atlasjewelleryindia.com) under Investor Relations section and on the website of CDSL immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the stock exchanges where the shares of the Company are listed.

## 10. NOMINATION



Members holding shares in physical form and desirous of making a nomination in respect of their shareholding in the Company, as permitted under Section 72 of the Companies Act, 2013 or any statutory re-enactment thereof, are requested to submit the request in prescribed form SH-13 to the RTA (enclosed with this Notice) (10)

**11. DEMATERIALIZATION**

Pursuant to the directions of the SEBI, trading in the shares of your Company is in compulsory de-materialized form. Members who have not yet got their shares de-materialized, are requested to opt for the same in their own interest and send their share certificates through Depository Participant(s) with whom they have opened the de-materialization account to the Company's RTA

**Place: New Delhi**

**Date: 12<sup>th</sup> August 2015**

**By the Order of the Board**

**Sd/-**

**Chandan Mahapatra  
(Company Secretary & Compliance Officer)**

**ANNEXURE TO NOTICE**

Pursuant to Section 102 of the Companies Act, 2013 (“Act”) the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 3 to 8 of the accompanying Notice.

**Item No.3**

Mr. Supratik Chatterjee is a Bachelor of Commerce (Honors) from St. Xavier’s College (Calcutta University), ICWAI (Intermediate) and CAIIB (Part- I). He has over 36 years of highly diversified experience in the Indian Banking Industry in various capacities as Managing Director, State Bank of Bikaner & Jaipur, State Bank of Hyderabad, Deputy General Manager, Chennai Zone, State Bank of Travancore, Deputy General Manager, Credit- State Bank of Saurashtra .A part from his immense banking expertise, he is also an expert in leading Organization, Credit Management, Asset Reconstruction and Recovery, Treasury, Strategic Planning, Team Management, Administration and Business Development.

Mr. Supratik Chatterjee was appointed as Director in Casual Vacancy pursuant to Section 161 (4) of the Companies Act, 2013, in the meeting of Board held on April 06, 2015 to hold office in place of outgoing director. The board received resignation from Mr. Ashish Srivastava the independent director of the Company before the expiry of his term of office and therefore to fill the casual vacancy thus caused, the Board appointed the above named director to hold office till the date the outgoing director would have held the office. The outgoing director was appointed for a term of 5 years and therefore to hold office up to July 07, 2019.

**Item No.4**

Mr. Sunil Pant is a Post Graduate in Physics, with an Honors degree in Statistics and a degree in Law. He is a Certificated Associate of the Indian Institute of Bankers with over 37 years of a highly diversified experience in domestic and overseas business development & administrative functions with State Bank of India (SBI). His last position in SBI was Chief General Manager (CGM), Financial Control, at SBI’s Corporate Centre at Mumbai. Prior to this, he was the Chief General Manager at Delhi, heading a network of over 1,400 Branches with a business turnover of over USD 2 Bn. He has also served on the Boards of Nepal SBI Bank Ltd. and Bank of Bhutan. He set up a JV Bank in Moscow and incorporated a subsidiary in Botswana. He was the Credit Manager for SBI’s operations in Sri Lanka.

Mr. Sunil Pant was appointed as Directors in Casual Vacancy pursuant to Section 161 (4) of the Companies Act, 2013, in the meeting of Board held on April 06, 2015 to hold office in place of outgoing directors. The board received resignation from Mr. Gaurav Goswami, the independent directors of the Company before the expiry of their term of office and therefore to fill the casual vacancy thus caused, the Board appointed the above named director to hold office till the date the outgoing director would have held the office. Both the outgoing directors were appointed for a term of 5 years and therefore to hold office up to July 07, 2019.

**Item No.5**

Mr. Shrirang Vasant Khadilkar an Associate Member of the Institute of Chartered Accountants of India (ICAI) and a Fellow Member of the Institute of Company Secretaries of India (ICSI). Mr. Khadilkar was Vice President Finance and Corporate Affairs with GOL Offshore Limited. He has over 36 years’ experience in finance, corporate affairs, mergers, debt and equity raising both in Indian as well as foreign

currency, taxation, etc. He has worked in various positions as CFO, Director Finance, Company Secretary in both Indian and foreign companies, to name a few Hoechst Pharmaceuticals Ltd, Great Atwood Ltd, Thakral Brothers Pte Ltd, Singapore, Atwood Oceanics , Houston USA, etc.

Mr. Shirang Vasant Khadilkar was appointed as Additional Director in Non-Executive Independent Capacity of the Company for a period of 5 years from May 18, 2015 to May 17, 2020 subject to shareholder approval.

Your Board is of the opinion that all of the above mentioned 3 Directors fulfill the conditions specified in the Companies Act, 2013 for appointment as Independent Directors of the Company and they have also given their consent for being appointed as an independent director. Details in respect of both the Directors, who are proposed to be appointed as Independent Directors, are furnished in the below table of this explanation. Your Board considers that their continued association with the Company would be of immense benefit to the Company. In view thereof, your Board has recommended them to be appointed as Independent Directors as per the Companies Act, 2013 and Clause 49 of the Listing Agreement. The Company has received notices in writing from members' along with the deposit of requisite amount under Section 160 of the Act proposing the candidature of each of Mr. Supratik Chatterjee, Mr. Sunil Pant and Mr. Shirang Vasant Khadilkar as Directors of the Company.

Since, for the appointment of Independent Directors, approval of shareholders is required, accordingly, your Board has recommended for approval of the shareholders, under Agenda item nos. 3 to 5 of the accompanying notice, the appointment of the aforementioned Directors as Independent Directors pursuant to Section 149 of the Companies Act, 2013 read with Rules made thereunder.

Concerned Directors are interested in their respective resolutions being related to their own appointments. Other than the aforesaid, none of the Directors and Key Managerial Personnel of the Company and their relatives are concerned or interested in the Resolutions as set out in item Nos. 3 to 5 of the accompanying Notice. None of the aforesaid Directors are related inter se to each other.

The profile of each of the aforesaid directors is given below. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

Name of the Director	Mr. Supratik Chatterjee	Mr. Sunil Pant	Mr. Shirang Vasant Khadilkar
<b>Date of Birth</b>	05/02/1951	19/12/1953	23/12/1955
<b>Date of appointment</b>	06/04/2015	06/04/2015	18/05/2015
Expertise in Specific Functional area	Having over 36 years of highly diversified experience in the India Banking Industry wherein he served as Managing Director, State Bank of Bikaner & Jaipur, State Bank of Hyderabad, Deputy General Manager, Chennai Zone, State Bank of	Having 37 years of highly diversified experience in domestic and overseas business development & administrative functions with State Bank of India (SBI). His last position was as Chief General Manager (CGM), Finance Control at SBI Corporate Center at Mumbai where he was responsible for Strategy & Planning, Balance Sheet/Capital Management,	Having more than 36 years of experience in business management, secretarial, finance and operations in companies like Atwood Oceanics, Houston US, GOL Offshore Limited, etc.

	Travancore, Deputy General Manager, Credit- State Bank of Saurashtra etc.	ALM, Investor Relations etc.	
<b>Qualification</b>	Bachelor of Commerce (Honors) from St. Xavier's College (Calcutta University), ICWAI (Intermediate) CAIIB (Part- I).	Post Graduate in Physics, with an Honors degree in Statistics and a degree in Law. He is a Certificated Associate of the Indian Institute of Bankers	Chartered Accountant (ACA), Company Secretary (FCS)
<b>Board Directorship of other Public Limited companies as on March 31, 2015</b>	Bharat Wire Ropes Limited	Green Infra Wind Farm Assets Ltd.  Green Infra Wind Energy Projects Ltd.  Green Infra Wind Energy Assets Ltd  Green Infra Wind Energy Theni Ltd  (Formerly, TVS Wind Energy Ltd)	NIL
<b>Directorship held in other Companies in India</b>	NIL	Cyber Security Integrators (India) Private Limited	NIL
<b>Chairman/ Member of the Committee of the Board of other Companies in which they are directors as on March 31, 2015</b>	NIL	<ul style="list-style-type: none"> <li>• Green Infra Wind Farm Assets Ltd. Member – Audit Committee and Nomination and Remuneration Committee</li> <li>• Green Infra Wind Energy Projects Ltd. Member – Audit Committee</li> <li>• Green Infra Wind Energy Assets Ltd Member – Audit Committee</li> <li>• Green Infra Wind Energy Theni Ltd (Formerly, TVS Wind Energy Ltd) Member – Audit Committee</li> </ul>	NIL
<b>Shareholding in Atlas Jewellery India Limited</b>	NIL	NIL	NIL
<b>Inter-se relationship between director</b>	None	None	None

The Copy of draft appointment letter setting out the terms and conditions of appointment of each of the above mentioned directors is available for inspection at the registered office of the Company on all

working days except Saturdays and Sundays, between 11.00 a.m. to 1.00 p.m. up to the date of Annual General Meeting. The terms of the appointment of the above mentioned directors is also uploaded on the website of the Company [www.atlasjewelleryindia.com](http://www.atlasjewelleryindia.com) under Investor Relations section.

**Item No. 6**

With the Nomination & Remuneration Committee recommending the non-reappointment of Mr. Ajith K.M. as Managing Director after his term of office of Managing Director coming to an end on 9<sup>th</sup> June 2015, the committee instituted an exhaustive search for a suitable candidate for the post of Managing Director and selected Mr. Nandakumaran Puthiezath, as most suitable for the said post and recommended his appointment. Therefore, The Board of Directors at their meeting held on May 18, 2015 approved the appointment of Mr. Nandakumaran Puthiezath (DIN 02547619) as an additional director of the Company with immediate effect and as Managing Director of the Company in terms of the provisions of Section 196, 197, 198, 200, 203 of the Companies Act for a period of two (2) years commencing from June 10, 2015 to June 09, 2017 liable to retire by rotation. The Board also approved the terms and conditions of his appointment including remuneration, as recommended by the Nomination and Remuneration Committee, in accordance with the provisions of Sections 197, 203, Schedule V and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force), subject to the approval of the shareholders at the ensuing Annual General Meeting.

Mr. Nandakumaran is a Post Graduate in English Language and Literature, a Certificated Associate of the Indian Inst. of Bankers and has over 38 years of a highly diversified experience in domestic and overseas business development & administrative functions with State Bank of India Group (SBIG). He retired in May, 2013 from the position of Managing Director of State Bank of Travancore (SBT), an Associate of State Bank of India (SBI), where he was responsible for the entire gamut of business functions. He is socially conscious and is currently CEO of Alpha Palliative Care, a public charitable trust, engaged in supporting palliative and supporting care to bedridden patients and rehabilitation of physically challenged persons. In between he was President (currently advisor) of MobMe Wireless Solutions Ltd., a technology startup engaged in mobile phone based business ideas. He is also an independent director in the Boards of Manappuram Home Finance Pvt Ltd., INKEL Ltd. and INKEL KSIDC Projects Ltd.

The terms and conditions of Appointment are briefly mentioned as under:

**(A) Term and Termination:**

Subject as hereinafter provided, the term of the managing director shall remain in force up to June 9, 2017 unless terminated earlier.

The term may be terminated earlier by either Party by giving to the other Party three months' notice of such termination or the Company paying three months' remuneration in lieu of such notice.

**(A) Remuneration**

So long as the Managing Director performs his duties and conforms to the terms and conditions contained in this Agreement, he shall, subject to such approvals as may be required, be entitled to the following remuneration subject to deduction at source of all applicable taxes in accordance with the laws for the time being in force. Here Remuneration refers to the definition contained in Sec. 2(78) of the Companies Act, 2013 as amended from time to time.

**a) Remuneration:**

**i) Yearly Remuneration:** Shall not exceed Rs.38,00,000/-;

**ii) Salary:** Rs 150,000/- (Rupees One Lac fifty thousand) per month in the scale of Rs.100, 000 to Rs.350, 000/- per month, however his first months' salary shall be Rs.10, 00,000/-. The annual increments which will be effective 1st April each year, will be decided by the Board and will be merit-based and take into account the Company's performance as well

**b) Allowances & Perquisites**

In addition to the basic salary referred to in (30.1.2) above, the Managing Director shall be entitled to:

**i) House Rent Allowance:** at the rate of 40% of Basic Salary

- 1) Hospitalization and major medical expenses for self, spouse and dependent (minor) children;
- 2) Personal/Group Accident Cover as per the rules of the Company.

**ii) Other perquisites and allowances given below subject to a maximum of 55% of the annual salary:**

The categories of perquisites / allowances to be included within the 55% limit shall be—

Allowances	38.34%
Leave Travel Concession/Allowance	8.33%
Medical Allowance	<u>8.33%</u>
	55.00%

The Managing Director shall be entitled to leave (Casual Leave, Ordinary Leave (Privilege) and Sick Leave) in accordance with the Rules of the Company. Privilege Leave earned but not availed by the Managing Director is en-cashable in accordance with the Rules of the Company.

**c) Amenities**

- i) **Conveyance Facilities:** Car with driver provided, maintained by the Company for official and personal use;
- ii) **Communication Facilities:** The Company shall reimburse telephone/mobile expenses as per the rules of the Company along with the cost of mobile instrument if any.

**d) Terminal Benefits**

- i) **Company's contribution towards Provident Fund/Superannuation Fund/Annuity Fund :** According to the rules of the Company to the extent that these either singly or put together are not taxable under the Income Tax Act;
- ii) **Gratuity:** In accordance with the Scheme as applicable to other senior management employees, at a rate not exceeding one-half month's salary for each completed year of service.

**e) Minimum Remuneration**

Notwithstanding anything to the contrary herein contained, where in any financial year during the currency of the tenure of the Managing Director, the Company has no profits or its profits are inadequate, the Company will pay to the Managing Director remuneration by way of Salary, Benefits, Perquisites and Allowances, and Incentive Remuneration as specified above. Net Profits for the above purpose shall be as per Section 198 of the Companies Act, 2013.

**f) Other Terms**

- i) **Entertainment , Travelling and Other Business Expenses :** Expenses incurred by the Managing Director for entertainment, travelling and other expenses in connection with business of the Company shall be reimbursed by the Company on actuals.
- ii) **Sitting Fees:** The Managing Director shall not be entitled to any sitting fees for attending the meeting of the Board of Directors or any committee thereof.

Mr. Nandakumaran Puthethath satisfies all the conditions as set out in Part I of Schedule V as also under sub-section 13 of Section 196 of the Companies Act, 2013 for being eligible to be appointed as a Managing Director of the Company. He is not disqualified from being appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Board of Directors are of the opinion that the appointment of Mr. Nandakumaran Puthezhath as the Managing Director is in the best interest of the Company and accordingly, recommend the resolution set out in Items No. 6 for approval of the members.

Other than Mr. Nandakumaran Puthezhath and his relatives, none of the other Directors, Key Managerial personnel or their relatives are interested or concerned in the proposed Resolution at Item No. 6 of this Notice. This explanatory statement may also be regarded as disclosure under Clause 49 of the Listing Agreement.

**Items No. 7 and 8**

Company has received special notice dated July 25, 2015 from Mr. M M Ramachandran, the Chairman, Promoter and Shareholder (49.6%) of the Company for the removal of Mr. Lukoo M S, Independent Director and Mr. Ajith KM, Non-executive from the office of directorship of the Company under Section 169 of Companies Act, 2013.

As per Section 115 of the Companies Act, 2013 read with rule 23 (4) of Companies (Management and Administration) Rule, 2014, the Company is required to send such special notice to the shareholders.

As described in the special notice, Mr. Ajith K M and Mr. Lukoo M S have made false, frivolous, and defamatory complaints against the Company and its fellow directors including Mr. M M Ramachandran alleging forgery, cheating and other serious offences without any substantiating reasons.

Also, their behavior is found unfit for the position that they hold and their actions, it appears may have been motivated by ulterior motives to tarnish the image and reputation of the ATLAS brand. Further, they were given adequate opportunity and requested to attend and explain their actions in the board meeting held on 30<sup>th</sup> May, 2015 which they failed to do.

The resolutions are set out for approval by shareholders.

Other than the directors to be removed, none of the other Directors, Key Managerial personnel or their relatives are interested or concerned in the proposed Resolution at Item No. 7 & 8 of this Notice.

**Place: New Delhi**

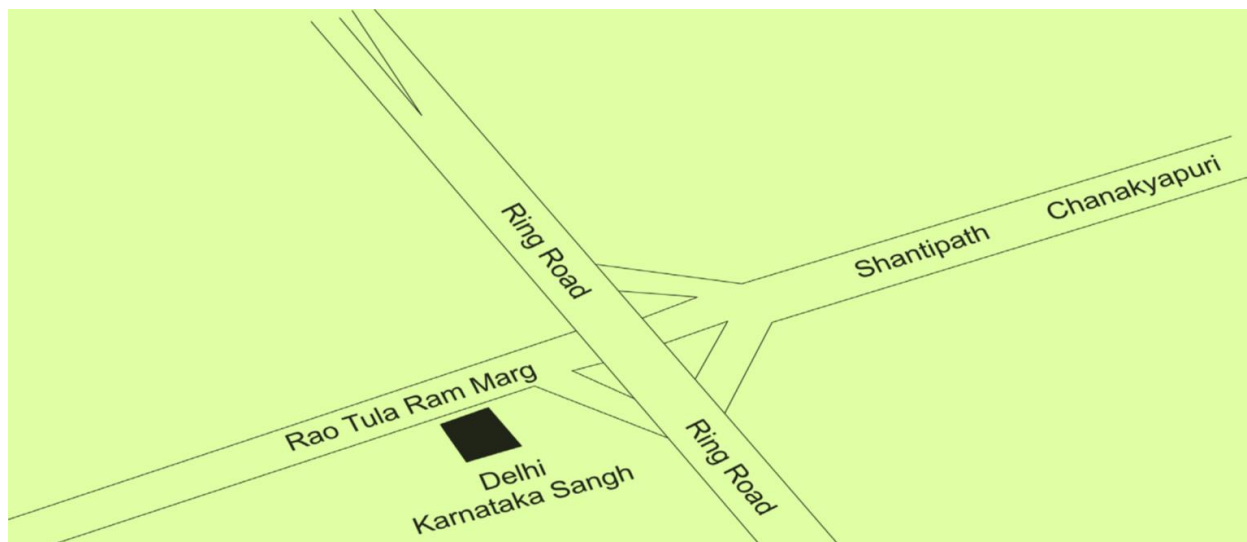
**Date: 12<sup>th</sup> August 2015**

**By the Order of the Board**

**Chandan Mahapatra**  
**(Company Secretary & Compliance Officer)**



## Route map to the Venue of the Annual General Meeting



**ATLAS JEWELLERY INDIA LIMITED**  
(Formerly known as GEE EL Woollens Limited)

CIN: L74140DL1989PLC131289

Reg. Off.: DTJ-224, IInd Floor, DLF Tower "B", Plot No 11, Jasola District, New Delhi - 110025

Email: [secretary@atlasjewelleryindia.com](mailto:secretary@atlasjewelleryindia.com) Phone: 011-41041149, Web: [www.atlasjewelleryindia.com](http://www.atlasjewelleryindia.com)

**ATTENDANCE SLIP**

(To be presented at the entrance)

**25<sup>th</sup> Annual General Meeting ON MONDAY, 28<sup>TH</sup> SEPTEMBER 2015 AT 11.00 AM**  
**At Delhi Karnataka Sangha, Rao Tula Ram Marg, Sector 12, Rama Krishna Puram, New Delhi 110022**

Full name and address of the Shareholder/ Proxy holder	
Joint holder 1	
Joint holder 2	
Folio no/ DP ID*/ Client ID*	
No. of shares held	
Sign of the member	
Sign of the proxy for the member	

- Note:**
- 1) Only Member/Proxyholder can attend the Meeting
  - 2) Member/Proxyholder should bring his/her copy of the Annual Report for reference at the Meeting.

.....\*\*\*\*\*.....

**ATLAS JEWELLERY INDIA LIMITED**  
**(Formerly known as GEE EL Woollens Limited)**

CIN: L74140DL1989PLC131289

Reg. Off.: DTJ-224, IIInd Floor, DLF Tower "B", Plot No 11, Jasola District, New Delhi - 110025

Email: secretary@atlasjewelleryindia.com Phone: 011-41041149, Web: [www.atlasjewelleryindia.com](http://www.atlasjewelleryindia.com)

**PROXY FORM**

[Pursuant to Section 105(6) of the Companies Act, 2013 and Rule 19(3) of the Companies (Management and Administration) Rules, 2014]

<b>Name of the Member</b>	
<b>Registered address</b>	
<b>E-mail id</b>	
<b>Folio No./ Client ID</b>	
<b>DP ID</b>	

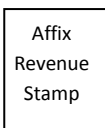
I/ We being the member(s) of \_\_\_\_\_ shares of ATLAS Jewellery India Limited hereby appoint:

1. Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Email ID : \_\_\_\_\_  
 Or failing him
2. Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Email ID : \_\_\_\_\_  
 Or failing him
3. Name: \_\_\_\_\_  
 Address: \_\_\_\_\_  
 Email ID : \_\_\_\_\_

as my/ our proxy to attend and vote (on a poll) for me/ us and on my/ behalf at the 25th Annual General Meeting of the Company to be held on Monday, September 28, 2015 at 11:00 AM at Delhi Karnataka Sangha, Rao Tula Ram Marg, Sector 12, Rama Krishna Puram, New Delhi 110022 and at any adjournment thereof in respect of such resolutions as are indicated below:

1. Adoption of Statement of Profit & Loss, Balance Sheet and report of Board of Directors and Auditors for the year ended March 31<sup>st</sup> 2015
2. Appointment of Auditors
3. Regularisation of Mr. Supratik Chatterjee who was appointed in Casual Vacancy as an Independent Director
4. Regularisation of Mr. Sunil Pant who was appointed in Casual Vacancy as an Independent Director
5. Appointment of Mr. Shrirang Vasant Khadilkar as a Non-Executive Independent Director
6. To confirm the appointment of Mr. Nanda Kumaran Puthezhath as the Managing Director of the Company
7. Special notice to remove Mr. Lukoo Sugunan Madathiparambil, Independent Director from the directorship of the Company
8. Special notice to remove Mr. Ajith Kovoovil Muruleedharan, non-executive director from the directorship of the Company

Signed this..... Day of ..... 2015.



Signature of the member..... Signature of the Proxy holder(s) (1) .....(2).....(3)

*Note: 1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting*