

NOTICE

NOTICE is hereby given pursuant to Section 96 and 101 of the Companies Act, 2013 ("The Act") that the Twenty Sixth Annual General Meeting ("The Meeting" of "AGM") of ATLAS Jewellery India Limited ("The Company") will be held on Tuesday, the 06th Day of September, 2016 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, 2016, the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Nanda Kumaran Puthezhath (DIN 02547619), who retires by rotation and being eligible, offers himself for re-appointment.
3. 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, consent of the members of the Company be and is hereby accorded to re-appoint 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 Seventh Annual General Meeting of the Company to be held in the year 2017 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:

4. **Regularisation of Mr. Mohandas K (DIN 07321049) as an Independent 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 pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Mohandas K (DIN 07321049) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Director effective from November 14, 2015 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 with effect from November 14, 2015 to November 13, 2020 and the term shall not be subject to retire by rotation.

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. Regularisation of Dr. (Mr.) Sunil Kumar Gupta (DIN 00797610) as an Independent 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 pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Mr. Sunil Kumar Gupta (DIN 00797610) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Director effective from November 14, 2015 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 with effect from November 14, 2015 to November 13, 2020 and the term shall not be subject to retire by rotation.

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. Regularisation of Ms. Reema Jain (DIN 07234917) as an Independent 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 pursuant to the provisions of Section 149, 150 and 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013, the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Reema Jain (DIN 07234917) who was appointed as an Additional Director in the capacity of Independent Director of the Company by the Board of Director effective from April 23, 2016 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 her candidature for the office of Director of the Company, be and is hereby appointed as an Independent Director of the Company with effect from April 23, 2016 to April 22, 2021 and the term shall not be subject to retire by rotation.

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.”

**By Order of the Board
For ATLAS Jewellery India Limited**

**Sd/-
(Chandan Mahapatra)
Company Secretary & CFO**

**Date: July 30, 2016
Place: New Delhi**

NOTES:

1. The relative Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 (“Act”) in respect of the business under Item Nos. 4 to 6 of the Notice, is annexed hereto. The relevant details as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations 2015, of persons seeking appointment /re-appointment as Directors under Items No. 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.

The instrument appointing proxy (a proxy form), in order to be effective, must be 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. A blank proxy form is enclosed and can also be downloaded from the website of the company.

- 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 intending to send their authorised representatives to attend the AGM are requested to send a certified copy of the Board Resolution authorising 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.

3. BOOK CLOSURE

The Register of Members and Share Transfer Books of the Company will remain closed from Wednesday, August 31, 2016 to Tuesday, September 06, 2015 (both days inclusive).

4. CUT OFF DATE

A person whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on Tuesday, August 30, 2016 (the “Cutoff 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.

5. COMMUNICATION TO MEMBERS:

- i) The Securities Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the Securities Market. Members holding shares in electronic form are, therefore, requested to submit the PAN to their Depository Participants with whom they are maintaining their demat accounts. Members holding the shares in physical form can submit their PAN details to the Company/ Company’s Registrar.
- ii) Members seeking further information about the accounts are requested to write at least 7 days before the date of the meeting so that it may be convenient to get the information ready at the meeting.

- iii) Members are requested to inform the Company's Registrar and Share Transfer Agent i.e. BEETAL Financial & Computer Services Pvt. Ltd., BEETAL HOUSE, 3rd Floor, 99, Madangir, behind LSC, New Delhi – 110062 about the changes, if any, in their registered address along with the Pin Code, quoting their Folio Number and DP ID. All correspondence relating to transfer of shares may be sent directly to the aforesaid Registrar and Share Transfer Agent of the Company.
- iv) Members are requested to bring their copies of Annual Report to the meeting, as the same will not be supplied again at the meeting as a measure of economy.
- v) Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant provisions of the Companies (Management and Administration) Rules, 2014, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their e-mail address either with the Company or with the Depository. For Members who have not registered their e-mail address, physical copies of the Annual Report are being sent by the permitted mode. Member holding shares in physical form are also requested to inform their E-mail ID to our RTA i.e. Beetal Financial and Computer Services Pvt. Ltd. Members holding shares in demat form are requested to register/update their e-mail address with their Depository Participant(s) directly. Members of the Company, who have registered their email address, are entitled to receive such communication in physical form upon request.
- vi) Members are requested to furnish or update their e-mail IDs with the Registrar for sending the soft copies of the Annual Report of the Company as required vide circular no. 17/2011 dated April 21, 2011 and circular no. 18/2011 dated April 29, 2011 issued by the Ministry of Corporate Affairs and to avail remote e-voting facility in respect of the resolutions which would be passed at the General Meetings of the Company.
- vii) Pursuant to the prohibition imposed vide Secretarial Standard on General Meetings (SS-2) issued by the ICSI and the MCA circular, no gifts/coupons shall be distributed at the Meeting.
- viii) Members may kindly note that bags, eatables, laptops, arms, ammunitions or any other harmful/dangerous objects are not allowed inside the Auditorium at the meeting venue.
- ix) Members may also note that the Notice of 26th Annual General Meeting and Annual Report for the Financial Year 2015-16 is also available on the website of the Company www.atlasjewelleryindia.com for their download.

6. 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.

7. VOTING THROUGH ELECTRONIC MEANS

In compliance with provisions of section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the Company is pleased to provide Remote E-voting facility to the members of the Company to exercise their right to vote in respect of the resolutions to be passed at the 26th Annual General Meeting.

a. The instructions for e-voting are as under:-

The voting period begins on Saturday, September 03, 2016 (09:00 A.M. IST) to Monday, September 05, 2016 (05:00P.M. IST) (both days inclusive). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Tuesday, August 30, 2016 (the Cut-Off Date), may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.

- (i) The shareholders should log on to the e-voting website www.evotingindia.com
- (ii) Click on "Shareholders" tab.
- (iii) 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.
- (iv) Next enter the Image Verification as displayed and Click on Login.
- (v) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (vi) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric (Permanent Account Number) PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none"> • 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. • 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. E.g. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
DOB	Enter the Date of Birth as recorded in your demat account or in the company records for the said demat account or folio in dd/mm/yyyy format.
Dividend Bank Details	<ul style="list-style-type: none"> • Enter the Dividend Bank Account Number as recorded in your demat account or in the company records for the said demat account or folio. • Please enter the DOB or Dividend Bank Account Number in order to login. If the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field.

- (vii) After entering these details appropriately, click on "SUBMIT" tab.
- (viii) Members holding shares in physical form will then reach directly 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.
- (ix) For Members holding shares in physical form, the details can be used only for e- voting on the resolutions contained in this Notice.

- (x) Click on the EVSN for “ATLAS Jewellery India Limited” on which you choose to vote.
- (xi) 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.
- (xii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xiii) 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.
- (xiv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xv) You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- (xvi) If Demat account holder has forgotten the changed password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvii) Note for Non-Individual Shareholders & Custodians:
 - Institutional shareholders (i.e. other than Individuals, HUF, and NRI etc.) are required to log on to <https://www.evotingindia.com> and register themselves as Corporates.
 - They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com.
 - After receiving the login details they have to create a user who would be able to link the account(s) which they wish to vote on.
 - The list of accounts should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - They should upload a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the same.

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 under help section or write an email to helpdesk.evoting@cdslindia.com.

8. 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 [√] 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.

9. SCRUTINIZER

Mr. Parveen Rastogi, Practicing Company Secretary (CoP No. 2883), have 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.

10. 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 Managing Director 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 under Investor Relations section and on the website of CDSL immediately after the declaration of result by the Managing Director 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.

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.

**For and on behalf of the Board of Directors
For ATLAS Jewellery India Limited**

**Sd/-
(Chandan Mahapatra)
Company Secretary & CFO**

**Date: July 30, 2016
Place: New Delhi**

ANNEXURE TO NOTICE

Pursuant to Section 102 of the Companies Act, 2013 (“the Act”) the following explanatory statement sets out all material facts relating to the business mentioned under Item Nos. 4 to 6 of the accompanying Notice.

Item No. 4

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Mr. Mohandas K as an Additional Directors of the Company in the capacity of Independent Directors with effect from November 14, 2015 pursuant to Section 149, 152 & 161 of the Companies Act 2013 to hold office up to November 13, 2020.

Mr. Mohandas K has given declarations to the Board of Directors of the Company that he meets the criteria of Independence as required under Section 149(6) of the Companies Act, 2013. Mr. Mohandas K does not hold by himself or for any other person on a beneficial basis, any shares in the Company. In the opinion of the Board of Directors, he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Directors of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

In terms of section 160 of the Companies Act, 2013, the Company has received notice in writing from a member along with a deposit of Rs. 1 Lakh proposing the candidature of Mr. Mohandas K for appointment as an Independent Director as per the provisions of sections 149 and 152 of the Companies Act, 2013.

Except Mr. Mohandas K, being appointee or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 4. The Board of Directors recommends the resolution at Item No. 4 for approval of the Members.

Item No. 5

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Dr. (Mr.) Sunil Kumar Gupta as an Additional Directors of the Company in the capacity of Independent Directors with effect from November 14, 2015 pursuant to Section 149, 152 & 161 of the Companies Act 2013 to hold office up to November 13, 2020.

Dr. (Mr.) Sunil Kumar Gupta has given declarations to the Board of Directors of the Company that he meets the criteria of Independence as required under Section 149(6) of the Companies Act, 2013. Dr. (Mr.) Sunil Kumar Gupta does not hold by himself or for any other person on a beneficial basis, any shares in the Company. In the opinion of the Board of Directors, he fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for his appointment as an Independent Directors of the Company. He is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

In terms of section 160 of the Companies Act, 2013, the Company has received notice in writing from a member along with a deposit of Rs. 1 Lakh proposing the candidature of Dr. (Mr.) Sunil Kumar Gupta for appointment as an Independent Director as per the provisions of sections 149 and 152 of the Companies Act, 2013.

Except Dr. (Mr.) Sunil Kumar Gupta, being appointee or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 5. The Board of Directors recommends the resolution at Item No. 5 for approval of the Members.

Item No. 6

The Board of Directors, on the recommendation of Nomination and Remuneration Committee, appointed Ms. Reema Jain as Additional Directors of the Company in the capacity of Independent Directors with effect from April 23, 2016 pursuant to Section 149, 152 & 161 of the Companies Act 2013 to hold office up to April 22, 2021.

Ms. Reema Jain has given declarations to the Board of Directors of the Company that she meets the criteria of Independence as required under Section 149(6) of the Companies Act, 2013. Ms. Reema Jain does not hold by herself or for any other person on a beneficial basis, any shares in the Company. In the opinion of the Board of Directors, she fulfills the conditions specified in the Companies Act, 2013 and rules made thereunder for her appointment as an Independent Directors of the Company. She is not disqualified from being appointed as Director in terms of Section 164 of the Companies Act, 2013.

In terms of section 160 of the Companies Act, 2013, the Company has received notice in writing from a member along with a deposit of Rs. 1 Lakh proposing the candidature of Ms. Reema Jain for appointment as an Independent Director as per the provisions of sections 149 and 152 of the Companies Act, 2013.

Except Ms. Reema Jain, being appointee or his relatives, none of the Directors and Key Managerial Personnel of the Company or their relatives are concerned or interested financially or otherwise, in the resolution set out at item No. 6. The Board of Directors recommends the resolution at Item No. 6 for approval of the Members.

The profile of each of the aforesaid directors is given below. This explanatory statement may also be regarded as disclosure under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements), Regulations, 2015.

Name of the Director	Mr. Mohandas K	Dr. (Mr.) Sunil Kumar Gupta	Ms. Reema Jain
Date of Birth	27/04/1949	11/10/1957	17/09/1987
Date of Appointment	14/11/2015	14/11/2015	23/04/2016
Expertise in Specific Functional area	Having experience in the field of Banking Laws, Corporate Laws, and International Laws etc. He possesses rich experience in appearing in foreign Courts as well as handling Arbitration matters, in both domestic as well as International forums. Presently he practices in the High Court of Madras and other various authorities like DRT etc.	Having experience of over 3 decades working with both private and public listed companies like ONGC, SAMETL, Spentex Industries Ltd. Etc. holding key positions in finance, audit, secretarial and legal.	Having experience of handling all aspects of Company Secretarial function, Sarbox Compliances and Reporting. She also has experience in the fields of finance, legal, secretarial, personnel and administration, statutory and internal audits, direct and indirect taxes.
Qualification	Bachelor of Science from Madras University, B.L.(General Laws) & M.L.(Labour Laws) form Annamalai University	Ph. D in Corporate Governance from HNB University, Cost Working Accountant (CWA) from ICWA, Company Secretary (CS) from ICSI, Master of Commerce & Bachelor of Commerce from HNB University	Company Secretary (CS) from ICSI, ATC(ICAI) from ICAI, M.Com (BP&CG) from IGNOU & B.A.(Hons.) from Delhi University
Board Directorship of other Public Limited	NIL	NIL	Body care International Limited.

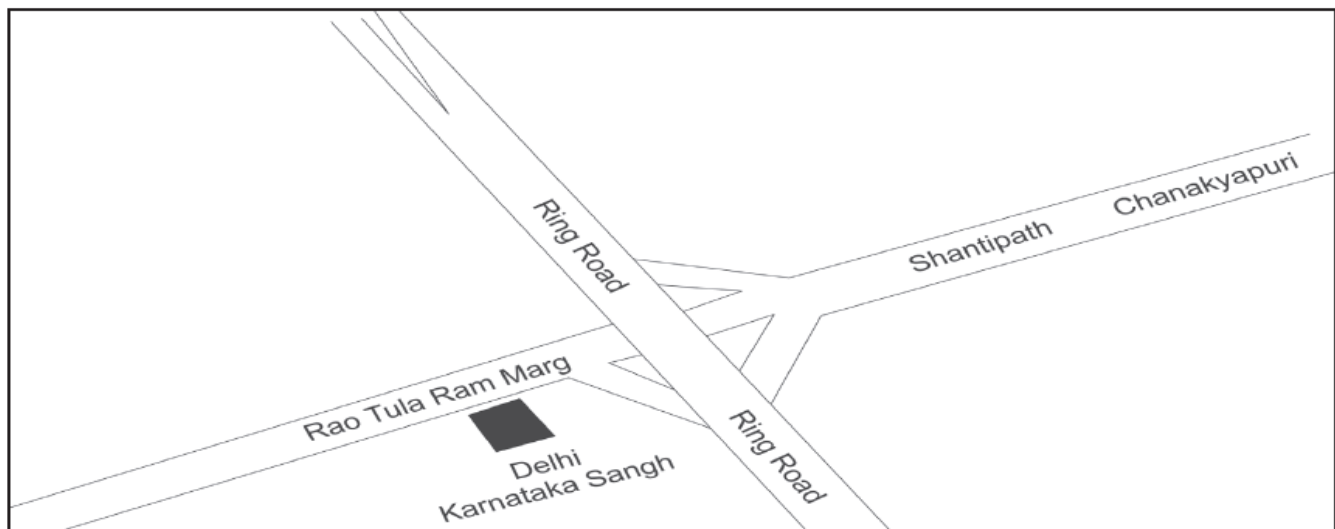
companies as on March 31, 2016			
Directorship held in other Companies in India as on March 31, 2016	NIL	1. Groupone Informative Services Private Limited	NIL
Chairman/ Member of the Committee of the Board of other Companies in which they are directors as on March 31, 2016	NIL	NIL	1. Chairperson of Audit Committee of Body care International Limited. 2. Member of CSR Committee of Body care International Limited.
Shareholding in Atlas Jewellery India Limited	NIL	NIL	NIL
Inter-se relationship between director	None	None	None

**For and on behalf of the Board of Directors
For ATLAS Jewellery India Limited**

**Sd/-
(Chandan Mahapatra)
Company Secretary & CFO**

**Date: July 30, 2016
Place: New Delhi**

Route map to the Venue of the 26th Annual General Meeting



ATLAS JEWELLERY INDIA LIMITED

CIN: L74140DL1989PLC131289

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

E-mail: info@atlasjewelleryindia.com **Phone:** 40541077/ 41041149, **Telefax:** 011-40541077

Web: www.atlasjewelleryindia.com

26th Annual General Meeting- Tuesday, 06th September, 2016

ATTENDANCE SLIP

I/we certify that I am a member/ proxy/ authorized representative for the member of the Company.

I/we hereby confirm and record my/our presence at the Annual General Meeting of ATLAS Jewellery India Limited to be held on Tuesday, 06th day of September, 2016 at 11:00 A.M. at Delhi Karnataka Sangha, Rao Tula Ram Marg, Sector 12, Rama Krishna Puram, New Delhi 110022.

Folio No.:	DP ID*:	Client ID*:
Full name and address of the Shareholder/Proxy Holder (in BLOCK letters)		
Joint Holder 1		
Joint Holder 2		
No. of Shares Held		
Signature of Shareholder/Proxy		

Note: Shareholders attending the Meeting in person or by proxy are requested to complete the attendance slip and hand over at the entrance of the premise.

*Applicable for shareholders holding shares in electronic form.

ATLAS JEWELLERY INDIA LIMITED

CIN: L74140DL1989PLC131289

Reg. Off.: DTJ-224, IInd Floor, DLF Tower "B", Plot No 11, Jasola District, New Delhi - 110025
E-mail: info@atlasjewelleryindia.com Phone: 40541077/ 41041149, Telefax: 011-40541077
Web: 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]

26th Annual General Meeting-Tuesday, 06th September, 2016

Name of the member (s)	:
Registered Address	:
E-mail id	:
Folio/DP ID-Client ID	:

I/We being the member(s) of.....shares of the above named Company, hereby appoint:

- Name: Address:
E-mail Id: Signature: or failing him/her.
- Name: Address:
E-mail Id: Signature: or failing him/her.
- Name: Address:
E-mail Id: Signature: or failing him/her.

as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the 26th Annual General Meeting of the Company to be held on Tuesday, 06th September, 2016 at 11:00 A.M 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:

Resoluti on No.	Resolution	Vote (Optional see Note 2) (Please mention no. of shares)	
		For	Against
ORDINARY BUSINESS			
1.	Adoption of the Audited Balance Sheet as at March 31, 2016, the Statement of Profit and Loss Account for the year ended on that date and the Reports of the Directors and Auditors thereon.		
2.	Re-appointment of Director in place of Mr. Nanda Kumaran Puthezhath (DIN 02547619), who retires by rotation and being eligible, offers himself for re-appointment		
3.	Re-appointment of M/s A. Kay Mehra & Co., Chartered Accountants as the Statutory Auditors of the Company.		
SPECIAL BUSINESS			
4.	Regularisation of Mr. Mohandas K (DIN 07321049) as an Independent Director of the Company.		
5.	Regularisation of Mr. Sunil Kumar Gupta (DIN 00797610) as an Independent Director of the Company.		
6.	Regularisation of Ms. Reema Jain (DIN 07234917) as an Independent Director of the Company.		

Signed this.....day.....2016

.....
Signature of shareholder

.....
Signature of Proxy holder(s)

Affix Revenue Stamp

Notes:

- This form 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.
- It is optional to indicate your preference. If you leave the for or against column blank against any or all resolutions, your proxy will be entitled to vote in the manner as he/she may deem appropriate.