

Date: September 02, 2020

**To,
BSE Limited
Corporate Relation Department
Phiroze Jeejeebhoy Towers
Dalal Street
Mumbai- 400001**

Sub.: Intimation regarding:

- 1. 30th Annual General Meeting on Friday, 25th September 2020,**
- 2. Cut-off date for the purpose of e-voting i.e. Friday, 18th September 2020 and Book Closure Date for Annual General Meeting from Saturday, September 19, 2020 to Friday, September 25, 2020**
- 3. Copy of the Notice of the Thirtieth Annual General Meeting of the Company.**

Scrip Code: 514394


Dear Sir,

1. It is hereby informed that the 30th Annual General Meeting of the Company is scheduled to be held on Friday, 25th September 2020 at 02:00 P.M. (IST) through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM').
2. We hereby inform you that in terms of Section 108 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 and Regulation 44, of SEBI (LODR) Regulations, 2015, the Company has offered e-voting facility to the shareholders to exercise their right to vote by electronic means and business may be transacted through the e-voting services provided by Central Depository Services (India) Limited (CDSL). The cut-off date for the purpose of determining members for remote e-voting facility is Friday, September 18, 2020 (the Cut-Off Date). The remote e-voting period shall commence from, Monday, September 21, 2020 (10:00 A.M. IST) to Thursday, September 24, 2020 (05:00 P.M. IST) (both days inclusive)
3. Further, the Register of Members and share transfer books shall remain closed from Saturday, September 19, 2020 to Friday, September 25, 2020 (both days inclusive) for the purpose of ascertaining the members for Annual General Meeting to be held on Friday, 25th September 2020.

Kindly take note of the aforementioned information in compliance with Regulation 30 & 42 of the SEBI (Listing Obligations & Disclosure Requirements) Regulations, 2015.

**Thanking you,
Yours faithfully,**

For ATLAS Jewellery India Limited



**(Chandan Mahapatra)
Company Secretary & CFO**

Encl: Copy of the Notice of 30th AGM

NOTICE

NOTICE is hereby given that the Thirtieth (30th) Annual General Meeting ('AGM') of the Members of ATLAS Jewellery India Limited ("The Company") will be held on **Friday, September 25, 2020 at 02.00 p.m. Indian Standard Time ('IST')** through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') **on account of outbreak of COVID-19 (Corona-Virus) pandemic and in accordance with relevant circulars issued by Ministry of Corporate Affairs (MCA) and Securities and Exchange Board of India (SEBI), to transact the following businesses:**

ORDINARY BUSINESS:

1. To receive, consider and adopt Audited Standalone Financial Statements of the Company including the Balance Sheet as at March 31, 2020, the Statement of Profit and Loss, the Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and Auditors, thereon.
2. To appoint a Director in place of Mr. Nanda Kumaran Puthiezath (DIN- 02547619) who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Tarun Kandhari & Co LLP, 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 Sections 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013 as amended from time to time ('the Act'), read with the Companies (Audit and Auditors) Rules, 2014 and other applicable rules, if any, under the Act, the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory amendment(s) or modification(s) or re-enactment(s) thereof, for the time being in force), and as recommended by the Audit Committee at its meeting held on August 29, 2020 M/s Tarun Kandhari & Co LLP, Chartered Accountants, (Firm No. 006108C/N500042), represented by its Partner Ms. Renu Suri (Mem. No. 091622) ,who have offered themselves for appointment and have confirmed their eligibility to be appointed as Statutory Auditors in terms of Section 141 of the Act and applicable Rules,

be and are hereby appointed as the Statutory Auditors of the Company for a period of one (1) year , to hold office from the conclusion of thirtieth (30) Annual General Meeting ('AGM') until the conclusion of the thirty first (31st) AGM of the Company to be held in the year 2021 , at a remuneration of Rs.1,10,000 (Rupees One Lac Ten Thousand only) plus applicable taxes and actual out of pocket expenses or 5% of the audit fees, whichever is lower as the Audit Fees for the purpose of audit of Standalone financials, IFC Certification, Limited Review, and Rs. 25,000 (Rupees Twenty Five Thousand only) for conduct of tax audit U/s. 44AB of the Income tax Act, plus applicable taxes and actual out of pocket expenses incurred on conduct of the tax audit or 5% of the audit fees, whichever is lower, for the second year 2021-22, and for such fees, remuneration and expenses thereafter for any other assignments not covered in the scope of audit, to be charged separately and independently, as may be mutually agreed between the Company and the said Statutory Auditors and as may be further approved by the Board of Directors (the 'Board') from time to time, with power to the Board, including relevant Committee(s) thereof, to alter and vary the terms and conditions of appointment, etc., including by reason of necessity on account of conditions arising out of change/ increase in scope of work, amendment in Accounting Standards or conditions as may be stipulated by the Act and/ or any other authority, in such manner and to such extent as may be mutually agreed with the Statutory Auditors."

"RESOLVED FURTHER THAT any one of the Directors for the time being or the Company Secretary of the Company be and are hereby severally authorised to issue the Letter of Engagement/ Appointment to the said Auditors and to submit the necessary returns to the Registrar a and to do all such acts, deeds and things as may considered expedient and necessary in this regard."

RESOLVED FURTHER THAT any one of the Directors for the time being or the Company Secretary of the Company be and are hereby severally authorised to sign the certified true copy of the resolution of the resolution to be given as and when required."

SPECIAL BUSINESS:**4. To confirm the appointment of Mr. Nanda Kumaran Puthezhath (DIN- 02547619) as Whole Time Director (KMP) 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 provisions of Section 196, 197, 203 and other applicable provisions of the Companies Act, 2013 and the Rules made thereunder (including any statutory modification or re-enactment thereof) read with Schedule V thereof, the recommendations of Nomination & Remuneration Committee and the Board of Directors, the consent of Members of the Company be and is hereby accorded to the appointment of Mr. Nanda Kumaran Puthezhath (DIN- 02547619) as a Whole-time Director of the Company for the period of one year commenced from 01st April, 2020 to 31st March, 2021, being liable to retire by rotation, on the terms and conditions as set out in the Agreement dated 06th August, 2020 entered between the Company and Mr. Nanda Kumaran Puthezhath and which are also enumerated in Explanatory Statement annexed to the Notice convening this meeting.”

“RESOLVED FURTHER THAT in the event of absence or inadequacy of profits during the period of his appointment, Mr. Nanda Kumaran Puthezhath 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.”

“RESOLVED FURTHER 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. Nanda Kumaran Puthezhath, including the components of the remuneration payable to him.”

“RESOLVED FURTHER 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.”

5. To consider and approve the re-appointment of Mr. Mohandas K. (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 a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Mohandas K.(07321049), Non-Executive Independent Director of the Company who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as a Non- Executive Independent Director of the Company to hold office for another term of five consecutive years with effect from 14th November, 2020 to 13th November, 2025”.

6. To consider and approve the re-appointment of Ms. Reema Jain (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 a **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 and any other applicable provisions of the Companies Act, 2013 (“Act”) and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule IV to the Act and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Ms. Reema Jain (07234917), Non-Executive Independent Director of the Company who has submitted a declaration that she meets the criteria for independence as provided in Section 149(6) of the Act and who is eligible for reappointment, be and is hereby re-appointed as a Non- Executive Independent Director of the Company to hold office for another term of five consecutive years with effect from 23rd April, 2021 to 22nd April, 2026.”

**By Order of the Board
For ATLAS Jewellery India Limited
Sd/-**

**(Chandan Mahapatra)
Company Secretary & CFO**

**Date: 29.08.2020
Place: Bangalore**

NOTES:

1. In view of the situation arising due to COVID-19 global pandemic, the general meetings of the companies shall be conducted as per the guidelines issued by the Ministry of Corporate Affairs (MCA) vide Circular No. 14/2020 dated April 8, 2020, Circular No. 17/2020 dated April 13, 2020 and Circular No. 20/2020 dated May 05, 2020. The forthcoming AGM will thus be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. In terms of Section 102 of the Companies Act, 2013 and Secretarial Standard on General Meetings (SS-2), an explanatory statement setting out the material facts concerning Special business to be transacted at the AGM is annexed and forms part of this Notice.
3. 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 MCA Circulars dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing 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 Central Depository Services (India) Limited (CDSL) for facilitating voting through electronic means, as the authorized e-Voting's agency. The facility of casting votes by a member using remote e-voting as well as the e-voting system on the date of the AGM will be provided by CDSL.
4. Pursuant to the provisions of the Act, a Member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf and the proxy need not be a Member of the Company. **However, since this AGM is being held pursuant to the MCA Circulars through VC / OAVM, physical attendance of Members has been dispensed with. Accordingly, the facility for appointment of proxies by the Members will not be available for the AGM and hence the Proxy Form and Attendance Slip are not annexed to this Notice.**
5. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to at least 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, 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.
6. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of ascertaining the quorum under Section 103 of the Companies Act, 2013.
7. Pursuant to MCA Circular No. 14/2020 dated April 08, 2020, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, in pursuance of Section 112 and Section 113 of the Companies Act, 2013, representatives of the members such as the President of India or the Governor of a State or body corporate can attend the AGM through VC/OAVM and cast their votes through e-voting.
8. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020, Notice of the AGM along with the Annual Report 2020 is being sent only through electronic mode to those Members whose email addresses are registered with the Company/Depositories. Members may note that the Notice of AGM and Annual Report 2020 will also be available on the Company's at www.atlasjewelleryindia.com, website of the Stock Exchange i.e. BSE Limited at www.bseindia.com. The AGM Notice is also disseminated on the website of CDSL (agency for providing the Remote e-Voting facility and e-voting system during the AGM) i.e. www.evotingindia.com.
9. The cut-off date for the purpose of determining eligibility of members for voting in connection with the Thirtieth AGM has been fixed as Friday, September 18, 2020.
10. The AGM will be convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 8, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
11. Members holding shares in dematerialized form are requested to notify any change in their addresses, bank details or e-mail address with their respective DP and those holding shares in physical form are requested to notify the RTA at the following address:

BEETAL Financial & Computer Services Pvt Ltd.
BEETAL HOUSE, 3rd Floor,
99, Madangir, Behind LSC, New Delhi - 110062
Ph. 011-29961281-283, 26051061, 26051064
E-mail ID-beetalrta@gmail.com, Fax 011-29961284

12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in the securities market. Members holding shares in electronic form are, therefore, requested to submit their PAN to their respective DP. Further, in terms of SEBI circular dated April 20, 2018, the Company has sent reminder letters to individual shareholders for updating the details of PAN and Bank account details of persons holding shares in physical form with the Company's RTA.
13. Effective April 1, 2019, SEBI has disallowed listed companies from accepting requests for transfer of securities held in physical form, by amending the SEBI LODR. Members will need to convert shares held in physical form to demat for affecting any transfer. Only requests for transmission and transposition will be accepted by the Company/ RTA.
14. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to the RTA, for consolidation into a single folio. The share certificate(s) will be returned to the members after necessary endorsements.
15. Since the AGM will be held through VC/OAVM, the route map is not annexed in this notice.
16. In compliance with provisions of Section 108 of the Companies Act, 2013, Rule 20 of the Companies (Management and Administration) Rules, 2014 (including amendments thereto) and SEBI LODR, the Company is pleased to provide members facility to exercise their right to vote on resolutions proposed to be considered at the AGM by electronic means and the business may be transacted through e-voting services.
 - i. The facility of casting the votes by the members using an electronic voting system from a place other than venue of the AGM ("remote e-voting") 30th Annual Report 2019-20 and e-voting during the meeting will be provided by Central Depository Services (India) Limited (CDSL e-Voting System).
 - 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 the cut-off date only shall be entitled to avail the facility of 'remote e-voting' or e- voting at the AGM.
 - iii. The voting rights of members shall be in proportion to their shares of the paid up equity share capital of the Company as on the cut-off date, i.e., Friday, September 18, 2020.
 - iv. Any person, who acquires shares of the Company and become a member of the Company after dispatch of the notice and holding shares as of the cut-off date i.e. Friday, September 18, 2020, may cast their vote electronically.
 - v. Mr. Parveen Rastogi, Practicing Company Secretary (COP No. 2883), has been appointed as the Scrutinizer to scrutinize the 'remote e-voting' process and e-voting at the AGM, in a fair and transparent manner.
 - vi. The Results declared along with the report of the Scrutinizer shall be placed on the website of the Company www.atlasjewelleryindia.com and on the website of CDSL www.evotingindia.com 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 Bombay stock exchange (BSE) where the Company's shares are listed.

THE INTRUCTIONS FOR SHAREHOLDRES FOR REMOTE E-VOTING ARE AS UNDER:

- (i) The voting period begins on Monday, September 21, 2020 (10:00 hrs IST) and ends on Thursday, September 24, 2020 (17:00 hrs IST). 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 Friday, September 18, 2020 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.
- (iv) Click on "Shareholders" module.
- (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) Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

OR

Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at <https://www.cdslindia.com> from Login - Myeasi using your login credentials. Once you successfully log-

in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically.

- (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 and voted on an earlier e-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:

	For Shareholders holding shares in Demat Form and Physical Form
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"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR 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"> 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).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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 shareholders 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 ATLAS Jewellery India Limited.
- (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) Shareholders can also cast their vote using CDSL's mobile app "m-Voting". The m-Voting app can be downloaded from respective Store. Please follow the instructions as prompted by the mobile app while Remote Voting on your mobile.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- For Physical shareholders- please provide necessary details like 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 Company's email ID investor@atlasjewelleryindia.com or to RTA's email ID beetalrta@gmail.com.
- For Demat shareholders-, please provide Demat account details (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), 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) by email to Company's email ID investor@atlasjewelleryindia.com or to RTA's email ID beetalrta@gmail.com.
- The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the aforesaid shareholders

**INSTRUCTIONS FOR SHAREHOLDERS
ATTENDING THE AGM THROUGH VC/OAVM
ARE AS UNDER:**

1. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at <https://www.evotingindia.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
2. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
3. Further shareholders 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.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their requesting advance atleast 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at (company email id). The shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 7 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at investor@atlasjewelleryindia.com. These queries will be replied to by the company suitably by email.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**INSTRUCTIONS FOR SHAREHOLDERS FOR
E-VOTING DURING 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 shareholders, who are 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 available during the AGM.
3. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by

such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.

4. Shareholders 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.
- (xx) Note for Non – Individual Shareholders and Custodians
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to 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 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.
 - Alternatively Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; investor@atlasjewelleryindia.com, if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

If you have any queries or issues regarding attending AGM & e-Voting from the e-Voting System, 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 or contact Mr. Nitin Kunder (022-23058738) or Mr. Mehboob Lakhani (022-23058543) or Mr. Rakesh Dalvi (022-23058542).

**By Order of the Board
For ATLAS Jewellery India Limited
Sd/-**

**Date: 29.08.2020
Place: Bangalore**

**(Chandan Mahapatra)
Company Secretary & CFO**

(ANNEXURE TO NOTICE DATED AUGUST 29, 2020)

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013 R/w Regulation 36(3) of SEBI, Listing Regulations 2015)

Item No. 4

The Board of Directors at its meeting held on 29th March, 2020 appointed Mr. Nanda Kumaran Puthezath (DIN 02547619) as Whole-time Director of the Company initially for 06 months commenced from 01st April, 2020 to 30th September, 2020. as an interim measure till a suitable candidate could be found. However due to the Covid 19 pandemic and national wide lock down, the Board at its meeting held on 27th July 2020 extended his term of appointment for a further period of six (06) month till 31st March 2021. Therefore on the basis of recommendation of Nomination & Remuneration Committee and subject to approval of the shareholders, the Board in its meeting held on 27th July, 2020 extended the term of appointment of Mr. Nanda Kumaran Puthezath for further period of 06 months which will now end on 31st March, 2021.

The key terms and conditions of the agreement entered between the Company and Mr. Nandakumaran is as under:

A. Term and Termination:

- i. This Agreement shall remain in force up to **March 31, 2021** unless terminated earlier.
- ii. This Agreement may be terminated earlier by either Party by giving to the other Party three (03) months' notice of such termination or the Company paying three (03) months' remuneration in lieu of such notice.

B. Remuneration:

So long as the Executive 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.

- i. **Remuneration:** Gross Salary is **523360/-**(Rupees Five Lakh Twenty Three Thousand Three Hundred Sixty) per annum.
- ii. **Allowances , Perquisites , PLI, Leave, etc.:**

In addition to the basic salary referred above, the Whole Time Director shall be entitled to:

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

- b) **Hospitalization and other facilities:** Hospitalization and major medical expenses for self, spouse and dependent (minor) children. Personal/Group Accident Cover as per the rules of the Company
- c) **Leave Policy:** The Whole Time 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 Whole Time Director is encashable in accordance with the Rules of the Company.

Explanation: Perquisites shall be evaluated as per Income Tax Rules, wherever applicable and in absence of any such rule, perquisite shall be evaluated at actual cost.

iii. Performance Linked Variable Pay (PLI):

- a) Apart from Basic benefits as provided above, there is a variable pay based on the performance of the employee payable half yearly.
- b) The Whole Time Director would be eligible for the PLI after satisfactory completion of six (06) months of services with the Company.
- c) Indicative PLI would be Rs.50000/- half yearly or Rs.100000/- on annualized basis. The same will be decided by the Board after taking into consideration of performance of the Whole Time Director as well as the Company's performance overall.

iv. Amenities:

- a) **Communication Facilities:** The Company shall reimburse telephone/mobile expenses as per the rules of the Company.
- b) **Data/ Web Access:** The Company shall reimburse / provide data card/access rights for web, email and related matters as per the rules of the Company.

v. Terminal Benefits:

- a) **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.

- b) **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.

vi. Minimum Remuneration:

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

vii. Compensation for loss of office:

Subject to the provisions of Section 202 of the Companies Act, 2013 read with notification No. F.No.1/15/2013-CL.V, dated 12.9.2013 the Company may make payment to the Whole Time Director, by way of compensation for loss of office, or as consideration for retirement from office or in connection with such loss or retirement.

viii. Other Terms:

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

Mr. Nanda Kumaran Puthethath satisfies all the conditions as set out in Part I of Schedule V as also under Section 196, 203 of the Companies Act, 2013 for being eligible to be appointed as a Whole Time Director (KMP) 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. Nanda Kumaran Puthethath as the Whole Time Director is in the best interest of the Company and accordingly, recommend the resolution set out in Items No. 4 for approval of the members.

Other than Mr. Nanda Kumaran Puthethath 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. 4 of this Notice.

Item No. 5

Mr. Mohandas K. is a Non-Executive Independent Director of the Company and Chairperson of the Stakeholders' Relationship Committee of the Board of Directors of the Company. He joined the Board of Directors of the Company in 14th November 2015. Pursuant to the Act, Mr. Mohandas K., was appointed as a Non-Executive Independent Director to hold office for five consecutive years for a term upto 13th November 2020, by the Members of the Company in the 26th AGM held on 06th September, 2016.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on unanimous recommendation of Nomination and Remuneration Committee Members and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Mr. Mohandas K., being eligible for re-appointment as an Independent Director and offering himself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from 14th November, 2020 to 13th November, 2025.

The Board of Directors are of the opinion that the re-appointment of Mr. Mohandas K. as a Independent Director is in the best interest of the Company and accordingly, recommend the resolution set out in Items No. 5 for approval of the members.

Other than Mr. Mohandas K. 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. 5 of this Notice.

Item No. 6

Ms. Reema Jain is a Non-Executive Independent Director of the Company and Chairperson of the Nomination & Remuneration Committee of the Board of Directors of the Company. She joined the Board of Directors of the Company in 23rd April, 2016. Pursuant to the Act, Ms. Reema Jain, was appointed as a Non-Executive Independent Director to hold office for five consecutive years for a term upto 22nd April, 2021, by the Members of the Company in the 26th AGM held on 06th September, 2016.

As per Section 149(10) of the Act, an Independent Director shall hold office for a term of upto five consecutive years on the Board of a Company, but shall be eligible for re-appointment on passing a special resolution by the Company for another term of upto five consecutive years on the Board of a Company.

Based on unanimous recommendation of Nomination and Remuneration Committee Members and in terms of the provisions of Sections 149, 150, 152 read with Schedule IV and any other applicable provisions of the Act and the Listing Regulations, Ms. Reema Jain, being eligible for re-appointment as an Independent Director and offering herself for re-appointment, is proposed to be re-appointed as an Independent Director for another term of five consecutive years from 23rd April, 2021 to 22nd April, 2026.

The Board of Directors are of the opinion that the re-appointment of Ms. Reema Jain as a Independent 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 Ms. Reema Jain and her relatives, none of the other Directors, Key Managerial personnel or their relatives are interested or concerned in the proposed Resolution at Item No. 5 of this Notice.

Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief profile of Mr. Nanda Kumaran Puthezhath, Mr. Mohandas K. and Ms. Reema Jain for re-appointment vide item no. 4, 5 & 6 are as follows:

Item No.	4	5	6
Particulars	Mr. Nanda Kumaran Puthezhath	Mr. Mohandas K	Ms. Reema Jain
DIN	02547619	07321049	07234917
Date of Birth	30/05/1953	27/04/1949	17/09/1987
Date of Appointment in the current term	01/04/2019	14/11/2015	23/04/2016
Qualifications	Post Graduate in English Language and Literature, a Certificated Associate of the Indian Institute of Bankers.	Bachelor of Science from Madras University, B.L.(General Laws) & M.L.(Labour Laws) from Annamalai University.	Company Secretary (CS) from ICSI, ATC(ICAI) from ICAI, M.Com (BP&CG) from IGNOU & B.A.(Hons.) from Delhi University, B.A.LL.B., Certifies CSR Professional, Certified Forensic Auditor
Experience in specific functional areas	He has over 38 years of a highly diversified experience in domestic and overseas business development & administrative functions with State Bank of India Group (SBIG).	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.	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.
Directorship held in other listed entities	1(Cochin Shipyard Limited)	-	-
Membership / Chairmanship of Committees of other listed entities (includes only Audit Committee and Stakeholders' Relationship Committee)	2	-	-
Number of shares held in the company	Nil	Nil	Nil
Relationship with any Director(s) of the Company	NONE	NONE	NONE

By Order of the Board
For ATLAS Jewellery India Limited
Sd/-
(Chandan Mahapatra)
Company Secretary & CFO

Date: 29.08.2020
Place: Bangalore