

Date: August 23, 2021

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

Sub.: Intimation regarding:

1. 31st Annual General Meeting to be held on Thursday, 16th September 2021,
2. Cut-off date for the purpose of e-voting, e-voting period and Book Closure for Annual General Meeting.

Scrip Code: 514394


Dear Sir,

1. It is hereby informed that the 31st Annual General Meeting of the Company is scheduled to be held on **Thursday, 16th September 2021** 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 Thursday, 09th September 2021 (the Cut-Off Date). The remote e-voting period shall commence from, Monday, September 13, 2021 (9:00 A.M. IST) to Wednesday, September 15, 2021 (05:00 P.M. IST) (both days inclusive).
3. Further, the Register of Members and share transfer books shall remain closed from Friday, September 10, 2021 to Thursday, September 16, 2021 (both days inclusive) for the purpose of ascertaining the members for Annual General Meeting to be held on Thursday, 16th September 2021.

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 31st AGM

NOTICE

NOTICE is hereby given that the Thirty-first (31st) Annual General Meeting ('AGM') of the Members of ATLAS Jewellery India Limited ("The Company") will be held on **Thursday, September 16, 2021 at 02.00 p.m. Indian Standard Time ('IST')** through Video Conferencing ('VC') or Other Audio-Visual Means ('OAVM') 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, 2021, 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 re-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 11, 2021 M/s Tarun Kandhari & Co LLP, Chartered Accountants, (Firm No. 006108C/N500042), represented by its Partner Ms. Renu Suri (Mem. No. 091662), who have offered themselves for re-appointment and have confirmed their eligibility to be re-appointed as Statutory Auditors in terms of Section 141 of the Act and applicable Rules, be and are hereby re-appointed as the Statutory Auditors of the Company for a further period of one (1) year, to hold office from the conclusion of thirty-first (31st) Annual General Meeting ('AGM') until the conclusion of the thirty-second (32nd) AGM of the Company to be held in the year 2022, 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 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 and to do all such acts, deeds and things as may be 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 BUSINESSES:

4. **To confirm the re-appointment of Mr. Nanda Kumaran Puthiezath (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 re-appointment of Mr. Nanda Kumaran Puthezhath (DIN- 02547619) as a Whole-time Director (KMP) of the Company for the period of one year commenced from 01st April, 2021 to 31st March, 2022, being liable to retire by rotation, on the terms and conditions as set out in the Agreement dated 12th March, 2021 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. Bashyakar Mattapalli (06738582) 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, 152 of the Companies Act, 2013 (“the Act”) read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the applicable provisions of the Securities and

Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force) and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Bashyakar Mattapalli (06738582), who holds office of Independent Director up to 4th March, 2022 and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1) (b) of the Listing Regulations, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years commencing from 5th March, 2022 to 4th March, 2027.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

6. To consider and approve the appointment of Ms. Pooja Solanki (DIN 09039846) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 (“the Act”) read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Ms. Pooja Solanki (DIN 09039846), who has been appointed as an Additional Director of the Company by the Board of Directors on the recommendation of Nomination and Remuneration Committee with effect from June 28, 2021 in terms of Section 161 (1) of the Act and Articles of Association of the Company and who has submitted a declaration under Section 149(7) of the Act that she meets the criteria for independence as provided in the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from June 28, 2021 to June 27, 2026.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

7. To consider and approve the appointment of Dr. (Mrs) Gowri Ramachandran (DIN-08217157) as an Independent Director of the Company.

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

“RESOLVED THAT pursuant to the provisions of Sections 149, 152 of the Companies Act, 2013 (“the Act”) read with Schedule IV and all other applicable provisions of the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014 and pursuant to the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”) (including any statutory modification(s) or re-enactment thereof for the time being in force), Dr. (Mrs) Gowri Ramachandran (DIN-08217157), who has been appointed as an Additional Director of the Company by the Board of Directors on the recommendation of Nomination and Remuneration Committee with effect from June 28, 2021 in terms of Section 161 (1) of the Act and Articles of Association of the Company and who has submitted a declaration under Section 149(7) of the Act that she meets the criteria for independence as provided in the Act and the Listing Regulations, be and is hereby appointed as an Independent Director of the Company to hold office for a term of five consecutive years with effect from June 28, 2021 to June 27, 2026.”

“RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

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

Sd/-

Date: August 11, 2021

(Chandan Mahapatra)

Place: Delhi

Company Secretary & CFO

NOTES:

1. In view of the global outbreak of COVID-19 pandemic, social distancing norms to be followed, the Ministry of Corporate Affairs (“MCA”) has vide its General Circular dated 05th May, 2020 read with General Circular dated 8th April, 2020, 13th April, 2020, 15th June, 2020, 28th September, 2020, 31st December, 2020 and 13th January, 2021 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM” or “Meeting”) through video conferencing (“VC”) facility or other audio video means (“OAVM”), without the physical presence of the members at a common venue. Further Securities and Exchange Board of India (“SEBI”) vide its circulars dated May 12, 2020 and January 15, 2021 (collectively referred to as “SEBI Circulars”) has also granted certain relaxation. In compliance with the provisions of the Companies Act, 2013 (“the Act”), SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR Regulations”) and MCA Circulars, the 31st AGM of the Company is being held through VC / OAVM on **Thursday, September 16, 2021 at 02.00 p.m. Indian Standard Time (‘IST’)**. The registered office of the Company shall be deemed to be the venue for the AGM.
2. **IN TERMS OF THE MCA AND SEBI CIRCULARS, THE FACILITY FOR APPOINTMENT OF PROXIES BY THE MEMBERS WILL NOT BE AVAILABLE FOR THIS AGM. HENCE THE PROXY FORM, ATTENDANCE SLIP AND THE ROUTE MAP OF THE AGM VENUE ARE NOT ANNEXED TO THIS NOTICE. HOWEVER, PURSUANT TO 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.**
3. Body Corporates whose Authorized Representatives are intending to attend the Meeting through VC/OAVM are requested to send to the Company on its email Id investor@atlasjewelleryindia.com, a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the Meeting and through E-voting.
4. The relevant details, pursuant to Section 102 of the Companies Act, 2013, Regulations 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and

Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Directors seeking re-appointment at this AGM are also annexed to this Notice.

5. 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, May 05, 2020 and January 13, 2021 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.
6. 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.
7. 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.
8. In compliance with the aforesaid MCA Circulars and SEBI Circulars, Notice of the AGM along with the Annual Report 2021 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 2021 will also be available on the Company's website 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 Thirty-first AGM has been fixed as Thursday, September 09, 2021.
10. 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
11. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are therefore requested to submit the PAN to their Depository Participants with whom they are maintaining their Demat accounts. Members holding shares in physical form can submit their PAN details to the Company or to the Registrar and Share Transfer Agent.
12. 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.
13. Since the AGM will be held through VC/OAVM, the route map is not annexed in this notice.
14. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from, April 1, 2019, except in case of request received for transmission or transposition and relogged transfers of securities. Further, SEBI vide its circular no. SEBI/HO/MIRSD/RTAMB/ CIR/P/2020/236 dated December 2, 2020 had fixed March 31, 2021 as the cut-off date for re-lodgement of transfer deeds and the shares that are re-lodged for transfer shall be issued only in demat mode. In view of this and to eliminate all risks associated with physical shares and for ease of portfolio management, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members can contact the Company or Company's Registrars and Transfer Agents, BEETAL Financial & Computer Services Pvt Ltd. for assistance in this regard.

15. In continuation of this Ministry's General Circular No. 20/2020, dated 05th May, 2020 and after due examination, it has been decided to allow companies whose AGMs were due to be held in the year 2020, or become due in the year 2021, to conduct their AGMs on or before 31.12.2021, in accordance with the requirements provided in paragraphs 3 and 4 of the General Circular No. 20/2020 as per MCA circular no. 02/2021 dated January 13, 2021.
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") 31st Annual Report 2020-21 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., Thursday, September 09, 2021.
 - 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. Thursday, September 09, 2021, 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.

I. THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING AND E-VOTING DURING AGM AND JOINING MEETING THROUGH VC/OAVM ARE AS UNDER:

- (i) The voting period begins on Monday, September 13, 2021 (9:00 hrs IST) and ends on Wednesday, September 15, 2021 (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 i.e. Thursday, September 09, 2021 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.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.
- (iv) Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.
- (v) In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.
- (vi) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised

to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

- (vii) Pursuant to abovesaid SEBI Circular, Login method for e-Voting and joining virtual meetings for Individual shareholders holding securities in Demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL	<ol style="list-style-type: none"> Users of who have opted for CDSL's Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The URLs for users to login to Easi / Easiest are https://web.cdslindia.com/myeasi/home/login or www.cdslindia.com and click on Login icon and select New System Myeasi. After successful login the Easi / Easiest user will be able to see the e-Voting Menu. On clicking the e-voting menu, the user will be able to see his/her holdings along with links of the respective e-Voting service provider i.e. CDSL/ NSDL/ KARVY/ LINK INTIME as per information provided by Issuer / Company. Additionally, we are providing links to e-Voting Service Providers, so that the user can visit the e-Voting service providers' site directly. If the user is not registered for Easi/ Easiest, option to register is available at https://web.cdslindia.com/myeasi/Registration/ EasiRegistration Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be provided links for the respective ESP where the e-Voting is in progress during or before the AGM.

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL	<ol style="list-style-type: none"> If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/ Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After

Type of shareholders	Login Method
	successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting
Individual Shareholders (holding securities in demat mode) login through their Depository Participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider's website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 22-23058542-43.
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at toll free no.: 1800 1020 990 and 1800 22 44 30

viii) Login method for e-Voting and joining virtual meeting for **shareholders other than individual shareholders & physical shareholders.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) 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.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) 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.
- 6) If you are a first-time user follow the steps given below:

For Shareholders holding shares in Demat Form other than individual 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 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) **Facility for Non – Individual Shareholders and Custodians – Remote Voting**
 - 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 (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

II. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM & E-VOTING DURING MEETING ARE AS UNDER:

1. The procedure for attending meeting & e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
2. The link for VC/OAVM to attend meeting will be available where the EVSN of Company will be displayed after successful login as per the instructions mentioned above for Remote e-voting.
3. Shareholders who have voted through Remote e-Voting will be eligible to attend the meeting. However, they will not be eligible to vote at the AGM.
4. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
5. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
6. 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.

7. Members who would like to express their views or ask questions during the AGM may register themselves as a speaker by sending their request from their registered e-mail address mentioning their name, DP ID and Client ID / folio number, PAN, mobile number at investor@atlasjewelleryindia.com from Monday, August 30, 2021 (9:00 a.m. IST) to Wednesday, September 08, 2021 (5:00 p.m. IST). Those Members who have registered themselves as a speaker will only be allowed to express their views / ask questions during the AGM. The Company reserves the right to restrict the number of speakers depending on the availability of time for the AGM.
8. 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.
9. 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.
10. 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.

III. 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:

1. 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 .

2. 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 .
3. The Company/RTA shall co-ordinate with CDSL and provide the login credentials to the aforesaid shareholders

IV. 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.
 - (i) 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 CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at 022- 23058738 and 022-23058542/43.

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Manager, (CDSL) Central Depository Services (India) Limited, A Wing, 25th Floor, Marathon Futurex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.

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

**Date: August 11, 2021
Place: Delhi**

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

(ANNEXURE TO NOTICE DATED AUGUST 11, 2021)

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 13th February, 2021 has re-appointed Mr. Nanda Kumaran Puthethath (DIN 02547619) as Whole-time Director of the Company for further period of 1 year commenced from 1st April, 2021 to 31st March, 2022 on the basis of recommendation of Nomination & Remuneration Committee and subject to approval of the shareholders in this meeting.

For the purpose, an agreement has been entered into by the Company with Whole-Time Director on 12th March, 2021.

The key terms and conditions of appointment of the above Whole-Time Director, as contained in the agreement dated 12th March, 2021 are furnished below:

A. Term and Termination:

- i. Subject as hereinafter provided; this Agreement shall remain in force up to **March 31, 2022** 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 Puthezhath 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 re-appointed as a Whole Time Director (KMP) of the Company. He is not disqualified from being re-appointed as a Director in terms of Section 164 of the Companies Act, 2013.

The Board of Directors are of the opinion that the re-appointment of Mr. Nanda Kumaran Puthezhath 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 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. 4 of this Notice.

Item No. 5

Mr. Bashyakar Mattapalli, Non-Executive Independent Director of the Company was appointed for a term of five years starting from 5th March, 2017 and ending on 4th March, 2022, by the Members of the Company at the 27th AGM held on 26th September, 2017.

Mr. Bashyakar Mattapalli who is also a practicing Chartered Accountant holds the position of Chairman of the Audit Committee of the Company. He is also a member of Nomination & Remuneration Committee and Stakeholder's Relationship Committee.

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

On recommendation of the Nomination and Remuneration Committee at its meeting held on 23rd June, 2021 and further approved by the Board at its meeting held on 28th June, 2021. Mr. Bashyakar Mattapalli, being eligible for re-appointment as an Independent Director is proposed to be re-appointed as an Independent Director for another term of five consecutive years commencing from 5th March, 2022 and ending on 4th March, 2027.

The Board of Directors are of the opinion that the re-appointment of Mr. Bashyakar Mattapalli as an 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. Bashyakar Mattapalli, none of the other Directors, Key Managerial personnel are interested or concerned in the proposed Resolution listed at Item No. 5 of this Notice.

Item No. 6

The Board at its meeting held on 28th June, 2021, based on the recommendation of the nomination and remuneration committee at its held on 23rd June, 2021, appointed Ms. Pooja Solanki (DIN 09039846) as an additional and independent director of the Company with effect from June 28, 2021, pursuant to Section 161 of the Companies Act, 2013 who holds office up to the ensuing AGM.

This resolution seeks the approval of members for the appointment of Ms. Pooja Solanki as an independent director

of the Company for a term of five consecutive years with effect from June 28, 2021 to June 27, 2026 pursuant to the provisions of the Companies Act, 2013 and Rules made thereunder.

Other than Ms. Pooja Solanki, none of the other Directors, Key Managerial personnel are interested or concerned in the proposed Resolution listed at Item No. 6 of this Notice.

The Board recommends the resolution set forth in Item no. 6 for the approval of members.

Item No. 7

The Board at its meeting held on 28th June, 2021, based on the recommendation of the nomination and remuneration committee at its held on 27th June, 2021, appointed Dr. (Mrs) Gowri Ramachandran (DIN-08217157) as an additional and

independent director of the Company with effect from June 28, 2021, pursuant to Section 161 of the Companies Act, 2013 who holds office up to the ensuing AGM.

This resolution seeks the approval of members for the appointment of Dr. (Mrs) Gowri Ramachandran as an independent director of the Company for a term of five consecutive years with effect from June 28, 2021 to June 27, 2026 pursuant to the provisions of the Companies Act, 2013 and Rules made thereunder.

Other than Dr. (Mrs) Gowri Ramachandran, none of the other Directors, Key Managerial personnel are interested or concerned in the proposed Resolution listed at Item No. 7 of this Notice.

The Board recommends the resolution set forth in Item no. 7 for the approval of members.

Pursuant to Regulation 36 (3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the brief profile of Mr. Nanda Kumaran Puthezhath, Mr. Bashyakar Mattapalli, Ms. Pooja Solanki and Dr. (Mrs.) Gowri Ramachandran for appointment/re-appointment vide item no. 4, 5, 6 & 7 are as follows:

Item No.	4	5	6	7
Particulars	Mr. Nanda Kumaran Puthezhath	Mr. Bashyakar Mattapalli	Ms. Pooja Solanki	Dr. (Mrs.) Gowri Ramachandran
DIN	02547619	06738582	09039846	08217157
Date of Birth	30/05/1953	24/02/1949	23/02/1988	12/01/1961
Date of Appointment in the current term	01/04/2021	05/03/2017	28/06/2021	28/06/2021
Qualifications	Mr. Nanda Kumaran has done Post Graduation in English Language and Literature, a Certificated Associate of the Indian Institute of Bankers.	Mr. Bashyakar Mattapalli had done B.SC from Madras University in 1968 CA from ICAI (Membership No. 015932) in 1974 and also received CFA degree from ICFAI (Membership No C127) in 1990.	Ms. Pooja Solanki has done B.B.A. from GJU, Hisar University, M.COM. from IGNOU, CS from ICSI.	Dr. Gowri Ramachandran has done B.COM from Madurai-Kamaraj University, M.COM form Osmania University, M.PHIL, PH.D, MBA from Alagappa University, Chartered Wealth Manager (USA) from American Academy of Financial Management.
Experience in specific functional areas	Mr. Nanda Kumaran has over 38 years of a highly diversified experience in domestic and overseas business development & administrative functions with State Bank of India Group (SBIG).	Mr. Bashyakar Mattapalli holds a bachelor's degree in science (B.Sc.) and is a fellow member of the Institute of Chartered Accountants of India (FCA) and a Chartered Financial Analyst (CFA)	She has rich experience of handling all aspects of Company Secretarial function, finance and costing,	She has rich experience of handling all aspects of Company's finance and especially Taxation aspects, insightful international project

Item No.	4	5	6	7
Particulars	Mr. Nanda Kumaran Puthezhath	Mr. Bashyakar Mattapalli	Ms. Pooja Solanki	Dr. (Mrs.) Gowri Ramachandran
		with 40 years of comprehensive in industrial/ professional experience covering fiscal management and control, taxation, Budgetary control, corporate governance, etc. He has held various posts like CFO/ Director Finance, GM- Finance, etc. in ITC B h a d r a c h a l a m , Murugappa Group, Madras Fertilizers etc. and post retirement he is practicing as a Charter Accountant in Chennai. He is also a visiting faculty with various accredited institutions and universities like University of Madras, ICFAI Business School, Chennai, ITM Business School, etc.	insightful internal audits and wide variety of corporate legal matters including Mergers & Acquisitions, C o r p o r a t e Governance and Corporate Risk Management. She is also a renowned trainer and speaker.	management and wide variety of contract management including, World bank funded projects. She is also a renowned Trainer nationally and internationally on Finance and Contract management and avid speaker in Media in Tamilnadu. Co-Author of three books on Training and Development, Project Management and HRD.
Directorship held in other listed entities	-	-	1	1
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	Nil
Relationship with any Director(s) of the Company	NONE	NONE	NONE	NONE

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

Date: August 11, 2021
Place: Delhi

Sd/-
(Chandan Mahapatra)
Company Secretary & CFO