



# ATLANTAA LIMITED

(Formerly Known as Atlanta Limited)  
An ISO 9001:2015 Company

501, Supreme Chambers, Off Veera Desai Road,  
Andheri (West), Mumbai – 400 053.  
Phone : +91-22-69891144 (10 Lines)  
E-Mail : mail@atlantaalimited.in | Website : www.atlantaalimited.com  
CIN : L64200MH1984PLC031852

September 02, 2025

To,  
Corporate Service Department  
**The Bombay Stock Exchange limited**  
P. J. Towers, 1<sup>st</sup> Floor,  
Dalal Street,  
Mumbai 400 001  
**Scrip Code: 532759**

To,  
Corporate Service Department  
**National Stock Exchange of India Ltd.**  
Exchange Plaza,  
Bandra-Kurla Complex,  
Bandra (E)  
Mumbai - 400 051.  
**Trading Symbol: ATLANTAA**

Dear Sir(s)/ Madam(s),

**Sub: Notice of 42<sup>nd</sup> Annual General Meeting of the Company.**

We are pleased to inform you that the **42<sup>nd</sup> Annual General Meeting** ('AGM') of the Members of Atlanta Limited is scheduled to be held on **29<sup>th</sup> September, 2025 at 3.00 PM. (IST)** through two-way Video Conferencing ('VC') facility / Other Audio Visual Means ('OAVM'). The Notice of the 42<sup>nd</sup> AGM is enclosed along with Annual Report for Financial Year 2024-2025. The same is also available on the websites of Atlanta Limited [www.atlantaalimited.com](http://www.atlantaalimited.com), National Securities Depository Limited ('NSDL') at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) and the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at [www.bseindia.com](http://www.bseindia.com) and [www.nseindia.com](http://www.nseindia.com), respectively.

The remote e-voting period begins on **Friday, September 26, 2025 at 09:00 A.M.** and ends on **Sunday, September 28, 2025 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Friday, September 19, 2025** may cast their vote electronically. Kindly take the above information on record.

Thanking you, Yours faithfully,

**FOR ATLANTAA LIMITED**

*Prathmesh Gaonkar*

**MR. PRATHMESH GAONKAR**

**COMPANY SECRETARY & COMPLIANCE OFFICER**

Encl.: As above



## NOTICE

Notice is hereby given that the 42nd Annual General Meeting of the Members of **ATLANTAA LIMITED** will be held on Monday, September 29, 2025 at 03.00 PM through Video Conferencing (“VC”)/Other Audio – Visual Means (“OAVM”) to transact the following business: -

### ORDINARY BUSINESS:

1. To consider and adopt (a) The audited Standalone financial statement of the Company for the financial year ended March 31, 2025 and Annual report and Auditors report thereon; and (b) The audited consolidated financial statement of the Company for the financial year ended March 31, 2025 and the report of Auditors thereon.
2. To appoint a director in place of Mr. Rajhoo A Bbarot (DIN: 00038219), who retires by rotation and being eligible, offers himself for re-appointment.

### SPECIAL BUSINESS:

#### 3. TO APPOINT M/S. SANDEEP DUBEY & ASSOCIATES, AS SECRETARIAL AUDITOR.

To consider and, if thought fit, to pass the following resolution as a **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to the provisions of Section 204 and other applicable provisions, if any, of the Companies Act, 2013 read with rules framed thereunder and Securities and Exchange Board of India (Listing Obligations and Disclosures Requirements) Regulations, 2015 as amended from time to time (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force), consent of the members of the Company be and is hereby accorded, to appoint M/s. Sandeep Dubey & Associates, practicing Company Secretaries, as Secretarial Auditors of the Company to conduct secretarial audit for the first term of five consecutive years commencing from FY 2025-26 till FY 2029-30 on such remuneration and reimbursement of out of pocket expenses for the purpose of audit as may be approved by the Board of Directors of the Company.

**RESOLVED FURTHER THAT** approval of the members be and is hereby accorded to the Board to avail or obtain from the Secretarial Auditors, such other services or certificates, reports, or opinions which the Secretarial Auditors may be eligible to provide or issue under the applicable laws, at a remuneration to be determined by the Audit committee/ Board of Directors of the Company.

**RESOLVED FURTHER THAT** the Board of Directors be and are hereby authorised to take all actions and do all such deeds, matters and things, as may be necessary, proper or desirable and to settle any question, difficulty or doubt that may arise in this regard.

#### 4. RE-APPOINTMENT OF MR. RICKIIN R BBAROT AS MANAGING DIRECTOR OF THE COMPANY FOR THE PERIOD OF 5 YEARS WITH EFFECT FROM 31st DECEMBER 2025.

To consider and, if thought fit, to pass the following resolution as a **SPECIAL RESOLUTION:**

“**RESOLVED THAT** in accordance with the provisions framed under SEBI Regulations and Sections 196, 197 and 203 read with Schedule V and all other applicable provisions of the Companies Act, 2013, and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification (s) or re-enactment thereof for the time being in force), approval of the Company be and is hereby accorded to the re-appointment of Mr. Rickiin Bbarot as the Managing Director of the Company, for a period of 5 (five) years with effect from December 31, 2025, on the terms and conditions including remuneration as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to

alter and vary the terms and conditions of the said re-appointment and/or remuneration, as it may deem fit and as may be acceptable to Mr. Rickiin Bbarot, subject to the same not exceeding the limits specified under Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof or limit approved by Shareholders (whichever is higher).

**RESOLVED FURTHER THAT** where in any financial year during the tenure of the Mr. Rickiin Bbarot, Managing Director, the Company has no profits or its profits are inadequate, the remuneration payable to him will not exceed the limits set out in Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof or limit approved by Shareholders (whichever is higher)

**RESOLVED FURTHER THAT** the period of office of Mr. Rickiin Bbarot be liable to determination by retirement of directors by rotation and that the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### 5. APPROVAL OF MATERIAL RELATED PARTY TRANSACTIONS.

To consider and, if thought fit, to pass the following resolution as a **ORDINARY RESOLUTION:**

“**RESOLVED THAT** pursuant to Regulations 23 and 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, provisions of Section 188 of the Companies Act, 2013, read with the Companies (Meeting of Board and its Powers ) Rules, 2014 as may be applicable and any amendments thereto and subject to such other approvals, consents, permissions and sanctions of any authorities as may be necessary and pursuant to the consent of the Audit Committee and the Board of Directors vide resolutions passed in their meetings dated August 13, 2025, consent of the members be and is hereby accorded to the Board of Directors to ratify/approve all existing and new Contract/ arrangement/ agreement/transactions like purchase, sale, rental, remuneration, interest & loans and to transfer resources, services and obligations etc with following related parties as detailed below :

Name of the Related Parties (RP)	Nature and duration of the transaction	Maximum Value of Transaction (single)	Maximum value of transaction (Agg)
Mr. Rajhoo A Bbarot	1. To enter in Related Party Transaction with Mr. Rajhoo A Bbarot to give Loan to the company or to provide security in connection with the borrowing of the company.  2. To enter in Related Party Transaction with Mr. Rajhoo A Bbarot pertaining to Transfer of resources, services and obligations.	₹50 Cr	₹50 Cr

Name of the Related Parties (RP)	Nature and duration of the transaction	Maximum Value of Transaction (single)	Maximum value of transaction (Agg)
Mr. Rickiin Bbarot	<p>1. To enter in Related Party Transaction with Mr. Rickiin Bbarot to give Loan to the Company or to provide security in connection with the borrowing of the company.</p> <p>2. To enter in Related Party Transaction with Mr. Rickiin Bbarot pertaining to Transfer of resources, services and obligations.</p>	₹50 Cr	₹50 Cr
Mrs. Bhavana R Bbarot	<p>1. To enter in Related Party Transaction with Mrs. Bhavana R Bbarot to give Loan to the Company or to provide security in connection with the borrowing of the company.</p> <p>2. To enter in Related Party Transaction with Mrs. Bhavana R Bbarot pertaining to Transfer of resources, services and obligations.</p>	₹50 Cr	₹50 Cr
Mrs. Pooja R Bbarot	<p>1. To enter in Related Party Transaction with Mrs. Pooja R Bbarot to give Loan to the Company or to provide security in connection with the borrowing of the company.</p> <p>2. To enter in Related Party Transaction with Mrs. Pooja R Bbarot pertaining to Transfer of resources, services and obligations.</p>	₹50 Cr	₹50 Cr

Name of the Related Parties (RP)	Nature and duration of the transaction	Maximum Value of Transaction (single)	Maximum value of transaction (Agg)
Shree Vaibhavlakshmi Properties Private Limited	<p>1. To enter in Related Party Transaction with Shree Vaibhavlakshmi Properties Private Limited to give loan for to the Company.</p> <p>2. To enter in Related Party Transaction with Shree Vaibhavlakshmi Properties Private Limited pertaining Transfer resources, services and obligations.</p> <p>3. To enter into Joint venture agreement and to give contribution, to give / take Loan or to transfer of resources, services, obligations to/from the Joint Ventures with Related parties</p>	₹100 Cr	₹100 Cr
Atul Raj Builders Pvt Ltd.	<p>1. To enter in Related Party Transaction with Atul Raj Builders Pvt Ltd. pertaining to Transfer resources, services and obligations.</p> <p>2. To enter in Leave License Agreement for leasing of office space of Atul Raj Builders Pvt Ltd on mutually agreed terms &amp; conditions.</p> <p>3. To enter into Joint venture agreement and to give contribution, to give / take Loan or to transfer of resources, services, obligations to/from the Joint Ventures with Related parties.</p>	₹50 Cr	₹50 Cr

Name of the Related Parties (RP)	Nature And Duration of the Transaction	Maximum Value of Transaction (single)	Maximum Value of Transaction (Agg)
Wholly Owned Subsidiary Companies – 1. Atlanta Infra Assets Limited. 2. Mora Tollways Limited. 3. Atlanta Ropar Tollways Private Limited	1.To enter in to Related Party Transactions pertaining to Purchase, Sale, Rental/Lease, Loans and to Transfer resources, services and obligations with Holding Company or any of its subsidiaries on one hand and a related party of the Holding Company or any of its subsidiaries on the other hand and/or Holding Company or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the Holding Company or any of its subsidiaries.	Rs.100 Cr	Rs.100 Cr

“RESOLVED THAT” pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, of the Companies Act, 2013 (‘the Act’) and the Rules made thereunder, read with Schedule IV of the said Act and Regulation 16(1)(b) of the SEBI (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 Articles of Association of the Company, Mrs. Bhumika Anuj Pandey (DIN –02090586), Independent Director of the Company, who has submitted a declaration that she meets the criteria for independence as provided in the Act and Listing Regulations and who is eligible for re-appointment and in respect of whom based on her evaluation of performance, the Nomination and Remuneration Committee has recommended her re-appointment to the Board, be and is hereby re-appointed as an Independent Director of the Company to hold office for second term of 5 (five) consecutive years, commencing from February 12, 2026 to February 12, 2031.

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

**BY ORDER OF THE BOARD OF DIRECTORS**

Sd/-  
**PRATHMESH GAONKAR**  
**COMPANY SECRETARY & COMPLIANCE OFFICER**  
**M.NO.61307**

**PLACE: MUMBAI**  
**DATE: 13.08.2025**

**RESOLVED FURTHER THAT** although all the transactions are based on ordinary course of business and at the arms’ length basis, the aforesaid consent is sought as an abundant caution, and thus the Board of Directors and/or any Committee thereof be and is hereby authorised to settle any question, difficulty or doubt that may arise with regard to giving effect to the above resolution and to do all acts, deeds, things, as may be necessary in its absolute discretion deem necessary, proper desirable and to finalise any documents and writings related thereto

**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to perform and execute all such acts, deeds, matters and things including delegating such authority, as may be deemed necessary, proper or expedient to give effect to this resolution and for the matters connected herewith or incidental hereto.”

**6. APPOINTMENT OF MRS. BHUMIKA ANUJ PANDEY (DIN – 02090586) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

To consider, and, if thought fit, approve the re-appointment of **Mrs. Bhumika Anuj Pandey** (DIN – 02090586) as an Independent Director (Non Executive) of the Company to hold office for a second term of consecutive five years upto February 12, 2031 and to pass, with or without modification(s), the following resolution as a **SPECIAL RESOLUTION:**

## NOTES

1. Pursuant to the General Circular No. 09/2024 dated September 19, 2024, issued by the Ministry of Corporate Affairs (MCA) and circular issued by SEBI vide circular no. SEBI/HO/CFD/CFDPoD-2/P/CIR/2024/133 dated October 3, 2024 ("SEBI Circular") and other applicable circulars and notifications issued (including any statutory modifications or re-enactment thereof for the time being in force and as amended from time to time, companies are allowed to hold EGM/AGM through Video Conferencing (VC) or other audio visual means (OAVM), without the physical presence of members at a common venue. In compliance with the said Circulars, EGM/AGM shall be conducted through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM/AGM. However, the Body Corporates are entitled to appoint authorised representatives to attend the EGM/AGM through VC/OAVM and participate there at and cast their votes through e-voting.
3. 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 for 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.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
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) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time 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 National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the AGM will be provided by NSDL.
6. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at atlantaalimited.com. The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited and National Stock Exchange of India Limited at www.bseindia.com and www.nseindia.com respectively and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
7. EGM/AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular issued from time to time.
8. The Members will be allowed to pose questions during the course of the Meeting. The queries shall be sent at least 10 days in advance before the date of AGM to cs@atlantaalimited.in.
9. The Statement, setting out the material facts, pursuant to Section 103 of the Companies Act, 2013, concerning the Special Business mentioned in the Notice, is annexed hereto and forms part of this Notice.
10. In pursuance of the MCA Circulars and the SEBI Circulars, all the relevant documents referred to in the Notice are open for inspection through electronic mode on the website of the Company till the conclusion of the AGM.
11. Pursuant to the provisions of Section 91 of the Companies Act, 2013, the Register of Members and Share Transfer Books of the Company will remain closed from Saturday, 20th September, 2025 to Sunday, 28th September, 2025 (both days inclusive) for the purpose of the AGM.
12. The Board has appointed Mr. Sanjay Dholakia of M/s. Sanjay Dholakia & Associates, Practicing Company Secretary as a scrutinizer (the 'Scrutinizer') to scrutinize the voting and e-voting process in a fair and transparent manner. The Scrutinizer shall from the conclusion of voting at the meeting, first count the votes cast at the AGM. Thereafter unblock the votes casted through e-voting and make a consolidated Scrutinizer's Report of the votes cast in favour or against, if any, to the Chairman or in his absence to any other Director authorised by the Board.
13. The results of voting will be declared and published, along with consolidated Scrutinizer's Report, on the website of the Company at www.atlantaalimited.com and on the NSDL website at www.evoting.nsdl.com and the same shall also be simultaneously communicated to the BSE Limited and the National Stock Exchange of India Limited within two working days from the conclusion of the AGM.
14. The Members holding shares in physical mode and who have not updated their email addresses with the Company are requested to update their email addresses by writing to the Company's Registrar and Share Transfer Agent, Kfintech Limited at swati.baireddy@kfintech.com. Members are requested to submit request letter mentioning the Folio No. and Name of the Shareholder along with the scanned copy of the Share Certificate (front and back) and self-attested copy of PAN card for updation of email address.
15. The Members holding shares in dematerialized mode are requested to register/ update their email addresses with their Depository Participant(s).

### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on **Friday, September 26, 2025 at 09:00 A.M.** and ends on **Sunday, September 28, 2025 at 05:00 P.M.** The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. **Friday, September 19, 2025** may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company.

#### How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*





#### Step 1: Access to NSDL e-Voting system

##### A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1.For OTP based login you can click on <a href="https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp">https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp</a>. You will have to enter your 8-digit DP ID,8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>2.Existing IDeAS user can visit the e-Services website of NSDL Viz . <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p> <p>3.If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “Register Online for IDeAS Portal” or click at <a href="https://eservices.nsdl.com/SecureWeb/Id easDirectReg.jsp0">https://eservices.nsdl.com/SecureWeb/Id easDirectReg.jsp0</a></p> <p>4.Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting</p>

	<p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p> <p> </p> <p>5.Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.</p>
Individual Shareholders holding securities in demat mode with CDSL	<p>1.Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</p> <p>2.After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.</p> <p>3.If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4.Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting &amp; voting during the meeting.</p>

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

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

Type of shareholders	Help desk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

#### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.  
Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.
4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.

c) How to retrieve your ‘initial password’?

(i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.

(ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:

- a) Click on “Forgot User Details/Password?” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- b) Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

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

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

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on “VC/OAVM” link placed under “Join Meeting”.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to sanjayrd65@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on.: 022 - 4886 7000 or send a request at evoting@nsdl.com

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to atlantaalimited.in.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to atlantaalimited.in. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

### **THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM/AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the EGM/AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the EGM/AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the EGM/AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the EGM/AGM. However, they will not be eligible to vote at the EGM/AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the EGM/AGM shall be the same person mentioned for Remote e-voting.

### **INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE EGM/AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the EGM/AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at atlantaalimited.in. The same will be replied by the company suitably.

### **EXPLANATORY STATEMENT PURSUANT TO SECTION 102 (1) OF THE COMPANIES ACT, 2013 ("the Act").**

#### **ITEM NO. 3**

Pursuant to Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Third Amendment) Regulations, 2024, on the basis of recommendation of Board of Directors, a listed company is required to appoint or reappoint an individual as Secretarial Auditor for not more than one term of five consecutive years; or a Secretarial Audit firm as Secretarial Auditor for not more than two terms of five consecutive years., with the approval of the shareholders in annual general meeting.

The Company has appointed M/s. Sandeep Dubey & Associates, practicing Company Secretaries as Secretarial Auditor of the Company to conduct secretarial audit for a period of five consecutive years from FY 2025-26 to FY 2029-30. The appointment is subject to approval of the Members of the Company.

Pursuant to Regulation 36(5) of SEBI Listing Regulations as amended, the credentials and terms of appointment of M/s. Sandeep Dubey & Associates, are as under:

#### **Profile:**

M/s. Sandeep Dubey & Associates, a Secretarial Audit Firm, Specialization of the firm includes, but not limited to, Secretarial Audit, Corporate laws, Securities law including Corporate Governance, CSR, Capital markets, RBI. The firm is Peer reviewed and Quality reviewed in terms of the guidelines issued by the ICSI.

#### **Terms of appointment:**

M/s. Sandeep Dubey & Associates, Practicing Company Secretary is proposed to be appointed for the first term of five consecutive years for conducting secretarial audit from FY 2025-26 to FY 2029-30. The proposed fees payable to M/s. Sandeep Dubey & Associates, is as per mutually agreed terms & condition. None of the Directors or key managerial personnel or their relatives is in any way concerned or interested, financially or otherwise in the said resolution.

#### **Item No 4**

Pursuant to the provisions of Section 196, 197 and 198 of the Companies Act, 2013 read with Schedule V, the Company intends to re-appoint Mr. Rickiin Bbarot as Managing Director of the company, may subject to certain conditions including the passing of a Special resolution, pay such remuneration to its managerial personnel as may be decided by the Board of Directors on the recommendation of Nomination and Remuneration Committee.

**a. Salary:**

Sr. No.	Name & Designation of Whole time Directors	Basic Salary per month
1	Mr. Rikiin Bbarot Managing Director	₹4,71,587*

\* Every year basic salary shall be increased by 10% with effect from 01st October.

**b. House Rent Allowance:**

House Rent Allowance @ 50% of the basic salary per month shall be payable to each of them.

**c. Commission**

In addition to the salary and house rent allowance, 'Managing Director' shall each be entitled to get 1% of the claim amount awarded by any Court, Tribunal, Competent authority or any other organisation.

**d. Perquisites and other Allowances:**

In addition to the salary, house rent allowance and commission, 'Managing Director' shall also be entitled to perquisites such as medical reimbursement, leave travel concession for themselves and their families, provision of car with driver, telephone/fax facilities and such other perquisites and allowances in accordance with the Rules of the Company or as may be agreed to by the Board of Directors/ Nomination & Remuneration Committee and the Directors, such perquisites and other allowances will however, be subject to a ceiling of 50% of the annual salary of the Directors.

Perquisites and other allowances shall be evaluated as per Income-tax Rules ("Rules"), wherever applicable. In the absence of any such Rules, they shall be evaluated at actual cost.

**e. Provident Fund, Superannuation and Gratuity Fund:**

Company's contribution towards Provident Fund, Family Pension Fund and Superannuation as per the policy and rules of the Company to the extent these singly or together are not taxable under the Income Tax Laws. Gratuity payable as per the policy and rules of the Company and leave encashment at the end of their tenure to the extent these are not taxable under the Income Tax Laws shall not be included in computation of overall limits for remuneration.

**f. Minimum Remuneration**

In the event of inadequacy or absence of profits in any financial year of the Company during the tenure of Mr. Rikiin Bbarot, the executive directors of the Company, the minimum remuneration payable to them shall be by way of salary, Commission, house rent allowance, perquisites and other allowances as set out in this resolution subject to approval of the shareholders of the Company.

**g. Reimbursement of Expenses**

Expenses incurred for travelling, boarding and lodging including for the respective spouses and attendants during business trips, any medical assistance provided for their respective family members and provision of cars for use for Company's business and telephone expenses at residence will reimbursed as actuals and not considered as perquisites.

Statement as required under Section II, Part II of the Schedule V of the Companies Act, 2013 with reference to Ordinary Resolution at Item No.3 is annexed hereto.

Other than Mr. Rajhoo Bbarot and Mr. Rikiin Bbarot and their relatives, none of the Directors, Key Managerial Personnel of the Company and their relatives, are concerned or interested in the above Resolution.

Pursuant to the recommendations of Nomination and Remuneration Committee, Audit Committee, your directors recommend the Resolution set out in Item No.4 as a Ordinary Resolution for your approval.

**Statement containing additional information as required in Schedule V of the Companies Act, 2013–**

**Mr. Rikiin Bbarot (Item No. 4 of Notice)**

1 Nature of industry	The Company is engaged in the business of construction of roads, highways, bridges, Engineering, Procurement and Construction (EPC) contract, Public, Private Partnership (PPP Model) on Build Operate and Transfer (BOT) and Design, Build, Finance, Operate and Transfer (DBFOT) basis.			
2 Date or expected date of commencement of commercial production	The Company was incorporated on January 17, 1984 as a Private Limited Company and later on converted into a public limited Company and has been operative since then.			
4 Financial performance based on given indicators	<b>Sr</b>	<b>Particular</b>	<b>2024-25 (₹Lakhs)</b>	<b>2023-24 (₹Lakhs)</b>
	1	Total Income	6105.52	9617.41
	2	Profit/(Loss) before tax	3871.59	7401.04
	3	Profit/(Loss) after tax	6349.07	4906.83
	4	Dividend	0	0
5 Foreign Investments or collaborations, if any	During the year, the Company has not entered into any Foreign Collaborations or made any Foreign Investments.			

**(II) Information about the appointee:**

Background details	Mr. Rikiin Bbarot, B.Sc. joined the Company in the year 2000 as an Executive 'Director'. He was later appointed as Joint Managing Director in the year 2016. He was designated as the 'Managing Director' of the Company from March 23, 2016.					
Past & Current remuneration	<b>Sr no</b>	<b>Name</b>	<b>Designation</b>	<b>Basic salary</b>	<b>Perquisite</b>	<b>Total</b>
	1	Rikiin Bbarot	Managing Director	₹4,71,587	₹2,35,794	₹7,07,381
Job profile and his suitability	Mr. Rikiin Bbarot is the 'Managing Director' of the Company w.e.f. March 23, 2016. He has been the driving force in the growth of the Company. He has an experience of 25 years in the industry and has attained first-hand experience in implanting modern technology construction in multi-facilitate projects with different logistics. He has been instrumental in developing and implementing 'Sitrep system' resulting in improved productivity and better equipment utilization. Taking into consideration his qualification and experience in relevant fields, the Managing Director is best suited for the responsibilities currently assigned to him by the Board of Directors.					
Remuneration proposed	Same as mentioned in resolution					
Comparative remuneration profile with respect to industry, size of the company, profile of the position and person.	Taking into consideration, the size of the Company, the profile of the Managing Director, the responsibilities shouldered by him and the industry benchmarks, remuneration proposed to be paid is commensurate with the remuneration packages paid to similar senior level Directors in other Companies.					
Pecuniary relationship directly or indirectly with the Company or relationship with the managerial personnel, if any	Besides the remuneration proposed, the 'Managing Director' is not having pecuniary relationship with the Company other than approved by the members of the Company.					

**(III) Other Information:**

Steps taken or proposed to be taken for improvement	The Company has taken significant steps to reduce costs in line with the projected sale.
Expected increase in productivity and profits in measurable terms	The Company is confident of getting new road contracts once the issues with its lenders are resolved. The Company believes in proactively preparing ourselves for achieving sustainable rapid growth by ensuring timely availability of necessary resources - be it human resources, finance, technology, equipment, infrastructure, systems, etc.

**Item No 5**

Pursuant to Section 188 of the Companies Act, 2013 (“the Act”), read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 the Company is required to obtain consent of the Board of Directors (Board) and prior approval of the Members by resolution in case certain Related Party Transactions exceed such sum as is specified in the rules.

As per the Regulations 23 and 34(3) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, except with the approval of the members by way of Ordinary resolution, a Company shall not enter into any transactions with related parties for availing or rendering of any services or any other transactions exceeding 10% of the annual Standalone turnover of the Company as per last audited financial statement of the Company.

Members are requested to note that most transactions like purchase, sale, contracts, rental, remuneration, interest & loans etc. are of repetitive in nature and at arm’s length. It may not be possible to call for the General Meeting of the Members or take approval through postal ballot and each individual transaction need not be approved singularly; and thereof the omnibus approval needs to be accorded for transfer of resources, services and obligations, the Particulars of the transaction pursuant to the Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, are as under:

Name of the Related Parties (RP)	Nature and Duration of the Transaction	Maximum Value of Transaction (single)	Maximum Value of Transaction (Agg)
Mr. Rajhoo A Bbarot	1. To enter in Related Party Transaction with Mr. Rajhoo A Bbarot to give Loan to the company or to provide security in connection with the borrowing of the company. 2.To enter in Related Party Transaction with Mr. Rajhoo A Bbarot pertaining to Transfer of resources, services and obligations.	Rs.50 Crore	Rs.50 Crore

Name of the Related Parties (RP)	Nature and duration of the transaction	Maximum Value of Transaction (single)	Maximum value of transaction (Agg)
Mr. Rickiin Bbarot	1. To enter in Related Party Transaction with Mr. Rickiin Bbarot to give Loan to the Company or to provide security in connection with the borrowing of the company. 2.To enter in Related Party Transaction with Mr. Rickiin Bbarot pertaining to Transfer of resources, services and obligations.	Rs.50 Crore	Rs.50 Crore
Mrs. Bhavana R Bbarot	1. To enter in Related Party Transaction with Mrs. Bhavana R Bbarot to give Loan to the Company or to provide security in connection with the borrowing of the company. 2. To enter in Related Party Transaction with Mrs. Bhavana R Bbarot pertaining to Transfer of resources, services and obligations.	Rs.50 Crore	Rs.50 Crore
Mrs. Pooja R Bbarot	1. To enter in Related Party Transaction with Mrs. Pooja R Bbarot to give Loan to the Company or to provide security in connection with the borrowing of the company. 2. To enter in Related Party Transaction with Mrs. Pooja R Bbarot pertaining to Transfer of resources, services and obligations.	Rs.50 Crore	Rs.50 Crore

Name of the Related Parties (RP)	Nature and duration of the transaction	Maximum Value of Transaction (single)	Maximum Value of Transaction (Agg)
Shree Vaibhavlakshmi Properties Private Limited	<p>1.To enter in Related Party Transaction with Shree Vaibhavlakshmi Properties Private Limited to give loan for to the Company.</p> <p>2.To enter in Related Party Transaction with Shree Vaibhavlakshmi Properties Private Limited pertaining Transfer resources, services and obligations.</p> <p>3.To enter into Joint venture agreement and to give contribution, to give / take Loan or to transfer of resources, services, obligations to/from the Joint Ventures with Related parties.</p>	Rs.100 Crore	Rs.100 Crore
Atul Raj Builders Pvt Ltd.	<p>1.To enter in Related Party Transaction with Atul Raj Builders Pvt Ltd. pertaining to Transfer resources, services and obligations.</p> <p>2.To enter in Leave License Agreement for leasing of office space of Atul Raj Builders Pvt Ltd on mutually agreed terms &amp; conditions.</p> <p>3.To enter into Joint venture agreement and to give contribution, to give / take Loan or to transfer of resources, services, obligations to/from the Joint Ventures with Related parties.</p>	Rs.50 Crore	Rs.50 Crore

Name of the Related Parties (RP)	Nature and duration of the transaction	Maximum Value of Transaction (single)	Maximum Value of Transaction (Agg)
Wholly Owned Subsidiary Companies- 1. Atlanta Infra Assets Limited. 2. Mora Tollways Limited. 3. Atlanta Ropar Tollways Private Limited	<p>1.To enter in to Related Party Transactions pertaining to Purchase, Sale, Rental/Lease, Loans and to Transfer resources, services and obligations with Holding Company or any of its subsidiaries on one hand and a related party of the Holding Company or any of its subsidiaries on the other hand and/or Holding Company or any of its subsidiaries on one hand, and any other person or entity on the other hand, the purpose and effect of which is to benefit a related party of the Holding Company or any of its subsidiaries.</p>	Rs.100 Crore	Rs.100 Crore

The Company may lend money or may do investing in above mentioned company through its own fund or from borrowed fund. Rate of interest will not be lower than the rate prescribed by RBI, the Companies will be responsible to pay loans with in 60 days of demand raised by Atlanta Limited for repayment of Loan. The Company will enter in agreement with company to use such fund for principle business of the Company.

Subsidiaries directly contribute to the parent company's consolidated financial performance.

Growth in a subsidiary (via higher sales, new markets, or product expansion) often means improved overall profits for the group. Successful subsidiaries and group companies can boost the parent company's brand image of the Company.

Save and except Mr. Rajhoo Bbarot & Mr. Rickiin Bbarot and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No.5 the Notice.

The Board recommends the Ordinary Resolution set out at Item No.5 of the Notice for approval by the members.

**Item No 6**

Based on the recommendation of Nomination and Remuneration Committee, the Board of Directors of the Company ("Board") at its meeting held on Wednesday, August 13, 2025 had appointed Mrs. Bhumika Anuj Pandey (DIN: 02090586) Non-Executive, Independent Director of the Company at the Board Meeting of the Company held on Wednesday, August 13, 2025, not liable to retire by rotation, subject to approval of the shareholders of the Company to hold office for a Second term of consecutive five years from February 12, 2026 to February 12, 2031

Further, in terms of the amended Regulation 17(1C) of the SEBI Listing Regulations, a listed entity shall ensure that the approval of shareholders for appointment of a person on the Board of Directors has to be taken either at the next general meeting or within a time period of three months from the date of appointment, whichever is earlier.

Accordingly, approval of the shareholders is sought to comply with the SEBI Listing Regulations.

The Company has received from Mrs. Bhumika Anuj Pandey (DIN: 02090586) (i) consents in writing to act as Directors in Form DIR-2 pursuant to Rule 8 of Companies (Appointment & Qualification of Directors) Rules, 2014, (ii) intimation in Form DIR-8 in terms of Companies (Appointment & Qualification of Directors) Rules, 2014, to the effect that they are not disqualified under Section 164(2) of the Act and (iii) a declaration to the effect that they meet the criteria of independence as provided in Section 149(6) of the Act and under SEBI Listing Regulations. They do not hold any equity shares of the Company.

The Company has also received a Notice under Section 160 of the Act from a member proposing candidature of Mrs. Bhumika Anuj Pandey (DIN: 02090586) for the office of Directors of the Company.

Brief profile of Mrs. Bhumika Anuj Pandey (DIN: 02090586) is as under: Mrs. Bhumika Anuj Pandey is associated with Himalaya Books Private Limited and IBEX Edugrowth Private Limited, Companies are into marketing of educational contents to institutions on PAN India basis and has an experience of 13 years in this field.

The terms and conditions for appointment of Mrs. Bhumika Anuj Pandey (DIN: 02090586) as Independent Directors of the Company shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day.

Other details of Mrs. Bhumika Anuj Pandey (DIN: 02090586) are provided in annexure to the Notice pursuant to the provision of SEBI Listing Regulations and the Secretarial Standard on General Meetings ("Ss2"), issued by the Institute of Company Secretaries of India.

The Board recommends passing of the Special Resolutions as set out in Items no. 6 of this Notice, for approval by the Members of the Company, as the rich experience and the vast knowledge they bring with them would benefit the Company.

None of the other Directors or key managerial personnel or their relatives are, in anyway, concerned or interested in the said resolution, as set out in the Items No. 6 of this Notice.

Details of Directors seeking appointment and re-appointment at the forthcoming Extra Ordinary General Meeting [Pursuant to Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and Secretarial Standard 2 on General Meetings]

Name of the Director Date of Birth Nationality Date of Appointment on the Board Expertise in specific functional area	Bhumika Anuj Pandey 01/09/1971 Indian February 12, 2021 Mrs. Bhumika Anuj Pandey is associated with Himalaya Books Private Limited and IBEX Edugrowth Private Limited, Companies are into marketing of educational contents to institutions on PAN India basis and has an experience of 13 years in this field.
Number of shares held in the Company	1000
List of the directorships held in other Companies*	Nil
Number of Board Meetings attended during the FY 2024-25	Four Board Meetings
Chairman/ Member in the Committees of the Boards of companies in which he is Director*	Nil
Relationships between Directors inter-se	NA

\*Directorship includes Directorship of Public Companies & Committee membership includes only Audit Committee and Stakeholders' Relationship Committee of Public Limited Company (whether listed or not).

**By Order of the Board of Directors**

**Sd/-  
PRATHMESH GAONKAR  
COMPANY SECRETARY & COMPLIANCE OFFICER**

**DATE- 13th August 2025  
PLACE - MUMBAI**