REF-ATML/NSE-SME/2025/56 **Date: 04.01.2025**

To,
National Stock Exchange of lndia Limited
Exchange Plaza, C-1, Block - G,
Bandra Kurla Complex, Bandra,
Mumbai- 400051, Maharashtra

Company Symbol: ATMASTCO (EQ), ISIN; INE05DH01017

Subject: Intimation Regarding Extra-Ordinary General Meeting, E-Voting and Submission of Notice.

Dear Sir/Madam,

We would like to inform you that the Extra-ordinary General Meeting (EGM) of Atmastco Limited is scheduled to be held on 27 January 2025 at 12:00 P.M. at Bhilai, Chhattisgarh.

In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Rules. 2014 and Regulation 44 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015 the Company is pleased to provide the remote e-voting facility to its shareholders to exercise their vote by electronic means and the business may be transacted through e-voting services provided by National Securities Depository Limited (NSDL) vide EVEN-132585.

The remote e-voting period shall commence on 24^{th} January 2025 (09:00 AM) and ends on 26^{th} January 2025 (05:00 PM). The shareholders of the Company holding shares either in physical form or in dematerialized form, as on the cut-off date of 20^{th} January 2025 may cast their vote.

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulation 2015, please find attached herewith the Notice EGM.

Please take the same on record.

Thanking you,

Yours faithfully

For, Atmastco Limited

VENKATARAMAN GANESAN
Digitally signed by VENKATARAMAN GANESAN
Date: 2025.01.04 15:44:51 +05'30'

Venkatraman Ganesan
Director
DIN: 00892697

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting **("EGM")** of the Members of **Atmastco Limited ("the Company")** will be held on **Monday, the 27th day of January 2025** at **12:00 Noon** (IST) at Hotel Central Park, 29, Shivnath Complex, GE Road, Supela, Bhilai, Chhattisgarh 490023, to transact the following business as special business:

SPECIAL BUSINESS:

ITEM NO. 1: TO CONSIDER AND APPROVE INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY:

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

"RESOLVED THAT pursuant to the provisions of Section 61(1)(a), 64 and all other applicable provisions, if any, of the Companies Act, 2013 (including any statutory modification (s) or re-enactment thereof, for the time being in force) and the relevant rules framed there under and in accordance with the applicable provisions of the Articles of Association of the Company the consent of members of the Company be and is hereby accorded to increase the Authorized Share Capital of the Company **from Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) equity shares of Rs. 10/- (Ten only) each to Rs. 30,00,00,000 /- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) equity shares of Rs. 10/- (Ten only) each** by the creation of additional 5,00,00,000 (Rupees Five Crores Only) additional share capital. ranking pari passu in all respect with the existing Equity shares of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of Section 13 and all other applicable provisions of the Companies Act, 2013 and the relevant rules framed thereunder, the Capital Clause (Clause V) of the Memorandum of Association of the Company is substituted with the following Clause V.

"**The Authorised Share Capital of the Company is Rs. 30,00,00,000 /- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) equity shares of Rs. 10/- (Ten only) each."**

RESOLVED FURTHER THAT Any Director and/or Company Secretary of the Company be and is hereby severally authorized to do all such acts, deeds, things and matters and to sign such other documents and file such forms as may be necessary and expedient to give effect to the aforesaid resolution."

ITEM NO.2: ISSUANCE OF EQUITY SHARES ON A PREFERENTIAL BASIS TO THE PERSONS BELONGING TO THE NON-PROMOTER CATEGORY:

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 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("**FEMA**"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India ("**SEBI**") and/or any other statutory or regulatory authorities, including the NSE Limited (the **"NSE"**), on which the equity shares of the Company having face value of Rs. 10/- (Indian Rupees Ten) each ("**Equity Shares**") are listed (hereinafter collectively referred to as "**Applicable Regulatory Authorities**") from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities **(including the NSE)** and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time, in one or more tranches, upto **34,35,000 (Thirty-Four Lakhs Thirty-Five Thousand)** Equity Shares ("Shares"), at a price of **₹ 250.50/- (Rupees Two Hundred Fifty and Fifty Paise Only)** (including a premium of Rs. 240.50/- (Rupees Two Hundred Forty and Fifty Paise Only) each payable in cash ("Equity Issue Price") **aggregating upto ₹ 86,04,67,500/- (Rupees Eighty-Six Crores Four Lakhs Sixty-Seven Thousand and Five Hundred Only) ("Total Issue Size")**, of face value Rs. 10.00/- (Rupees Ten only), each, to persons / entity enlisted below **("Proposed Allottees")** belonging to non-promoter Category of the Company on a preferential basis for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect:

S. No.	Name of Investors	Category	No. of Equity Shares Proposed to be issued	Amount
1	KetanKumar Hingrajia	Public	20000	₹ 50,10,000.00
2	Latin Manharlal Securities Private Limited	Public	60000	₹ 1,50,30,000.00
3	Kanta Nitin Kothari	Public	27000	₹ 67,63,500.00
4	Jinisha Dhaval Kothari	Public	30000	₹ 75,15,000.00
5	Dhaval Nitin Kothari	Public	27000	₹ 67,63,500.00
6	Yash Investments	Public	40000	₹ 1,00,20,000.00
7	3Dimension Capital Services Ltd.	Public	40000	₹ 1,00,20,000.00
8	Mangalam Gems	Public	60000	₹ 1,50,30,000.00
9	Priti Suresh Shah	Public	40000	₹ 1,00,20,000.00
10	Vandit Sanjay Gandhi	Public	40000	₹ 1,00,20,000.00
11	Ajay Kumar Aggarwal	Public	180000	₹ 4,50,90,000.00
12	Shailesh Dhamankar	Public	20000	₹ 50,10,000.00
13	Saarth Shamik Dave	Public	40000	₹ 1,00,20,000.00
14	Umesh Kishorekant Sanghvi	Public	40000	₹ 1,00,20,000.00
15	Sachin Shashikant Abhyankar	Public	40000	₹ 1,00,20,000.00
16	Siddhi Venture	Public	20000	₹ 50,10,000.00
17	Nitin Gosar	Public	10000	₹ 25,05,000.00
18	Darshan Dinesh Chandra	Public	20000	₹ 50,10,000.00
19	Dharmesh Ramesh Shah	Public	25000	₹ 62,62,500.00
20	Hiral Kamlesh Madiya	Public	20000	₹ 50,10,000.00
21	Vikas Shah	Public	30000	₹ 75,15,000.00
22	Mavira Growth Opportunities Fund	Public	500000	₹ 12,52,50,000.00
23	Seema Dilip Vora	Public	240000	₹ 6,01,20,000.00
24	Mavira AMC LLP	Public	40000	₹ 1,00,20,000.00
25	4 R Investments Private Limited	Public	1,40,000	₹ 3,50,70,000.00
26	Deena Champak Dedhia	Public	40000	₹ 1,00,20,000.00
27	Hema Shrenik Vora	Public	20000	₹ 50,10,000.00
28	Navin Chapshi Shah	Public	20000	₹ 50,10,000.00
29	Anuj Bajpai	Public	20000	₹ 50,10,000.00
30	Aabha Bharat Shah	Public	20000	₹ 50,10,000.00
31	Bharat Manharlal Shah	Public	20000	₹ 50,10,000.00

32	Rishabh Ajmera	Public	20000	₹ 50,10,000.00
33	Jekin Pravinchandra Modi	Public	20000	₹ 50,10,000.00
34	Uday Parikh	Public	20000	₹ 50,10,000.00
35	Amit R Agarwal	Public	25000	₹ 62,62,500.00
36	PK Investments	Public	10000	₹ 25,05,000.00
37	Vibha Ashish Gopani	Public	10000	₹ 25,05,000.00
38	Vilpesh Champaklal Parikh	Public	20000	₹ 50,10,000.00
39	Rinaben Vilpesh Parikh	Public	12000	₹ 30,06,000.00
40	Ketan Morakhia	Public	20000	₹ 50,10,000.00
41	Ketan S Morakhia (HUF)	Public	12000	₹ 30,06,000.00
42	Shreya Saurabh Agarwal	Public	14000	₹ 35,07,000.00
43	Raghav Chaudhary	Public	16000	₹ 40,08,000.00
44	Jhaveri Credits and Capital Limited	Public	80000	₹ 2,00,40,000.00
45	Fenkin Infraventures Private Limited	Public	40000	₹ 1,00,20,000.00
46	Ansh Partners	Public	70000	₹ 1,75,35,000.00
47	Sandhya Anil Dedhia	Public	130000	₹ 3,25,65,000.00
48	Devang Rajesh Karani	Public	40000	₹ 1,00,20,000.00
49	Alpa Dhakan	Public	40000	₹ 1,00,20,000.00
50	Maya Mulesh Savla	Public	20000	₹ 50,10,000.00
51	Yashvi Dipesh Shah	Public	20000	₹ 50,10,000.00
52	Rama Family Trust	Public	20000	₹ 50,10,000.00
53	Ramnik Lalji Sangoi	Public	20000	₹ 50,10,000.00
54	S. V. Enterprises	Public	40000	₹ 1,00,20,000.00
55	Rakesh S Sanghavi	Public	40000	₹ 1,00,20,000.00
56	Sonal R Sanghavi	Public	40000	₹ 1,00,20,000.00
57	Annanya Agarwal	Public	40000	₹ 1,00,20,000.00
58	Naivedya Agarwal	Public	40000	₹ 1,00,20,000.00
59	Yash Rajesh Vora	Public	20000	₹ 50,10,000.00
60	Sanguine Investment	Public	40000	₹ 1,00,20,000.00
61	Invicta Capserv Private Limited	Public	20000	₹ 50,10,000.00
62	Ketan Vallabhji Gada	Public	20000	₹ 50,10,000.00
63	Rohit Vallabhji Gada	Public	20000	₹ 50,10,000.00
64	Kalpana Sudhir Bheda	Public	40000	₹ 1,00,20,000.00
65	Uday Madhukar Joglekar	Public	40000	₹ 1,00,20,000.00
66	Sahebrao Vitthal Satre	Public	40000	₹ 1,00,20,000.00
67	Funali Rakesh Doshi	Public	40000	₹ 1,00,20,000.00

68	Rajesh Atalram Rupani	Public	40000	₹ 1,00,20,000.00
69	Heena Ketan Panditpautra	Public	40000	₹ 1,00,20,000.00
70	Bhavika Vikenkumar Doshi	Public	40000	₹ 1,00,20,000.00
71	Dhiren Bhanji Gada	Public	10000	₹ 25,05,000.00
72	Vignesh Shivji Bheda	Public	30000	₹ 75,15,000.00
73	Pallavi Dhiren Gada	Public	10000	₹ 25,05,000.00
74	Crystal Family Trust	Public	80000	₹ 2,00,40,000.00
75	Manisha Gupta	Public	40000	₹ 1,00,20,000.00
76	Alka Kanti Rambhia	Public	20000	₹ 50,10,000.00
77	Swati Piyush Vohera	Public	25000	₹ 62,62,500.00
78	Pintal Mehul Vohera	Public	20000	₹ 50,10,000.00
79	Smit Piyush Vohera (HUF)	Public	20000	₹ 50,10,000.00
80	Alpa Hemang Dagli	Public	12000	₹ 30,06,000.00
Total			**3435000**	**₹ 86,04,67,500**

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the **"Relevant Date"** for the purpose of determination of the floor price for the issue and allotment of Shares is **Friday, December 27, 2024,** being the date 30 (thirty) days prior to the date of this Extraordinary Ordinary General Meeting.

RESOLVED FURTHER THAT the aforesaid issue of Equity Shares shall be subject to the following terms and conditions:

(a) The Proposed Allottees of Equity Shares shall be required to bring in 100% of the consideration, for the Equity Shares to be allotted to such Proposed Equity Allottees, on or prior to the date of allotment thereof.

(b) The consideration for allotment of Equity Shares shall be paid to the Company from the bank account of the Proposed Equity Allottees.

(c) The pre-preferential shareholding of the Proposed Allottees (if any) and Equity Shares to be allotted to the Proposed Equity Allottees shall be under lock- in for such period as may be prescribed under Chapter V of the SEBI ICDR Regulations.

(d) The Equity Shares so allotted to the Proposed Allottees under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in provided under SEBI ICDR Regulations except to the extent and in the manner permitted there under.

(e) The Equity Shares shall be allotted within a period of 15 (fifteen) days from the date of passing this resolution, provided where the allotment of the Equity Shares is pending on account of pendency of any approval of such allotment by any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of such approval.

(f) Allotment of Equity Shares shall only be made in dematerialized form.

RESOLVED FURTHER THAT the Equity Shares proposed to be so allotted shall rank pari- passu in all respects including as to dividend, with the existing fully paid-up Equity Shares of face value of INR 10/- (Indian Rupees Ten only) each of the Company.

RESOLVED FURTHER THAT the Board be and is hereby authorised to accept any modification(s) or modify the terms of issue of Equity shares, subject to the provisions of the Act and SEBI ICDR Regulations, without being required to seek any further consent or approval of the Members of the Company.

RESOLVED FURTHER THAT pursuant to the provisions of the Act and subject to receipt of such approvals as may be required under applicable law, the consent of the Members of the Company be and is hereby accorded to record the name and address of the allottees and issue a private placement offer cum application letter in the **Form No.PAS-4 ("Offer cum Application Form")** to the allottees inviting to subscribe to the Equity Shares in accordance with the provisions of the Act.

RESOLVED FURTHER THAT for the purpose of giving effect to this Resolution, any director(s) and/or Company secretary of the Company be and is hereby authorised to do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary, desirable and expedient for such purpose to give effect to the above resolution, including without limitation, issuing clarifications, resolving all questions of doubt, effecting any modifications or changes to the above mentioned Preferential offer (including modification to the terms of the issue), entering into contracts, arrangements, agreements, documents (including for appointment of agencies, intermediaries and advisors for the Issue), making applications to Stock Exchange for obtaining of in-principle approval, filing of requisite documents with the Registrar of Companies, ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India) Limited ("CDSL") and/ or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the admission of the Equity Shares with the depositories, viz. NSDL and CDSL and for the credit of such Shares to the respective dematerialized securities account of the Equity Share Holders and to authorize all such persons as may be necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit without being required to seek any fresh approval of the members of the Company and to settle all questions, difficulties or doubts that may arise in regard to the offer, issue and allotment of the Equity Shares and listing thereof with the Stock Exchanges as appropriate and utilisation of proceeds of the Equity Shares, take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorized to delegate all or any of the powers herein conferred to Committee of Directors/ any Director(s)/Company Secretary / any Officer(s) of the Company to give effect to the aforesaid resolution.

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the foregoing resolution is hereby approved, ratified and confirmed in all respects."

ITEM NO. 3: ISSUE OF WARRANTS CONVERTIBLE INTO EQUITY SHARES TO PROMOTERS ON A PREFERENTIAL BASIS:

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 42, 62(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended (the "**Act**"), the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof), for the time being in force, and in accordance with the Foreign Exchange Management Act, 1999, as amended or restated ("**FEMA**"), and rules, circulars, notifications, regulations and guidelines issued under FEMA, the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the "**SEBI ICDR Regulations**") and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the "**SEBI Listing Regulations**"), as amended from time to time, and subject to any other rules, regulations, guidelines, notifications, circulars and clarifications issued thereunder from time to time by the Ministry of Corporate Affairs, the Reserve Bank of India, the Securities and Exchange Board of India ("**SEBI**") and/or any other statutory or regulatory authorities, including the NSE Limited (the **"NSE"**), on which the equity shares of the Company having face value of Rs. 10/- (Indian Rupees Ten) each ("**Equity Shares**") are listed (hereinafter collectively referred to as "**Applicable Regulatory Authorities**") from time to time to the extent applicable, and the enabling provisions of the Memorandum of Association and Articles of Association of the Company, and subject to such approval(s), consent(s) and permission(s) as may be necessary or required, from Applicable Regulatory Authorities **(including the NSE)** and subject to such conditions and modifications as may be imposed or prescribed while granting such approvals, consents and permissions, which the Board of Directors of the Company (hereinafter referred to as the "**Board**", which term shall be deemed to mean and include one or more committee(s) constituted by the Board to exercise its powers including the powers conferred by this resolution), the consent of the Members of the Company be and is hereby accorded to the Board to create, issue, offer and allot, from time to time, in one or more tranches, **4,80,000 (Four Lakhs Eighty Thousand) convertible warrants ("Warrants")**, each convertible into, or exchangeable for, 1 (one) fully paid up equity share of the

Company of face value of Rs. 10/- each to Promoters as mentioned below **("Warrant Holders"/" Proposed Allottees") at a price of ₹ 250.50/- (Rupees Two Hundred Fifty and Fifty Paise Only) (including a premium of Rs. 240.50/- (Rupees Two Hundred Forty and Fifty Paise Only) each payable in cash ("Warrant Issue Price") aggregating upto ₹ 12,02,40,000/- (Rupees Twelve Crores Two Lakhs Forty Thousand Only)**, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the following persons/entities:

S. No.	**Name of Investors**	**Category**	**No. of Warrant Proposed to be issued**	**Amount**
1	Subramaniam Swaminathan Iyer	Promoter	360000	9,01,80,000.00
2	G Venkataraman	Promoter	120000	3,00,60,000.00
Total			**480000**	**₹ 12,02,40,000.00**

(hereinafter referred to as "Proposed Allottees"), by way of a preferential issue in accordance with the terms of the Warrants as set out herein, and in the explanatory statement to this Notice calling EGM, and on such other terms and conditions as set out herein, subject to applicable laws and regulations, including the provisions of Chapter V of the SEBI ICDR Regulations and the Act, as the Board may determine **(the "Preferential Issue").**

RESOLVED FURTHER THAT in terms of the provisions of Chapter V of the SEBI ICDR Regulations, the **"Relevant Date"** for the purpose of determination of the floor price for the issue and allotment of Warrants is **Friday, December 27, 2024,** being the date 30 (thirty) days prior to the date of this Extraordinary Ordinary General Meeting.

RESOLVED FURTHER THAT the Preferential Issue of Warrants and allotment of equity shares on the exercise of the Warrants, shall be subject to the following terms and conditions, apart from others as detailed in the explanatory statement to this Notice and as prescribed under applicable laws:

a) the Warrant holder shall, subject to the SEBI ICDR Regulations and other applicable rules and regulations, be entitled to apply for and be allotted 1 (one) equity share against each Warrant.
b) the minimum amount of **Rs 3,00,60,000,** which is equivalent to 25% (twenty five percent) of the Warrants Issue Price in aggregate shall be paid at the time of subscription and allotment of each Warrant. The Warrant holders will be required to make further payments of **Rs 9,01,80,000**, which is equivalent to 75% (seventy five percent) of the Warrants Issue Price in aggregate at the time of exercise of the right attached to the Warrant(s), to convert the Warrant(s) into equity share(s) of the Company ("Warrant Exercise Amount").
c) the Warrants shall be allotted in dematerialized form within a period of 15 (fifteen) days from the date

of passing of the special resolution by the shareholders of the Company for their issuance, provided that where the allotment of Warrants is subject to receipt of any approval or permission from any regulatory authority, the allotment shall be completed within a period of 15 (fifteen) days from the date of receipt of last of such approval, or permission;

d) the equity shares to be allotted on exercise of the Warrants shall be in dematerialized form and shall be subject to the provisions of the Memorandum of Association and Articles of Association of the Company and shall rank pari-passu with the then existing equity shares of the Company in all respects including the payment of dividend and voting rights;
e) the equity shares allotted upon conversion of the Warrants shall be listed on the Stock Exchange(s) where the existing equity shares of the Company are listed, subject to the receipt of necessary permissions or approvals as the case may be;
f) the Warrants shall not carry any voting rights until they are converted into equity shares and the Warrants by itself, until exercised and converted into equity shares, shall not give the Warrant holders any rights with respect to that of an equity shareholder of the Company;
g) the right attached to the Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 (eighteen) months from the date of allotment of the Warrants by issuing a written notice ("**Conversion Notice**") to the Company specifying the number of Warrants proposed to be converted and the date designated as the specified conversion date ("**Conversion Date**"). The Company shall accordingly, without any further approval from the Members, allot the corresponding number of equity shares in dematerialized form on the Conversion Date mentioned in the Conversion Notice, subject to receipt of the relevant Warrant Exercise Amount by the Warrant holder to the designated bank account of the Company;
h) the tenure of the Warrants shall not exceed 18 (eighteen) months from the date of allotment of the Warrants. If the entitlement against the Warrants to apply for the equity shares of the Company is not exercised by the Warrant holder within the aforesaid period of 18 (eighteen) months, the entitlement of the Warrant holder to apply for equity shares of the Company along with the rights attached thereto shall expire and any amount paid by the Warrant holder on such Warrants shall stand forfeited by the Company;
i) the Warrants allotted in terms of this resolution and the resultant equity shares arising on exercise of rights attached to such Warrants shall be subject to lock-in as specified in the provisions of Chapter V of the SEBI ICDR Regulations;
j) the pre-preferential allotment shareholding of the Proposed Allottees, if any, in the Company shall be subject to lock-in as specified in the provisions of **Chapter V** of the SEBI ICDR Regulations.

RESOLVED FURTHER THAT pursuant to the provisions of the Act, the name of the Proposed Allottees be recorded for the issuance of invitation to subscribe to the Warrants and a private placement offer letter in **Form No.PAS-4 ("Offer cum Application Form")** together with an application form be issued to the Proposed Allottees inviting them to subscribe to the Warrants.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, the Board is, and the Key Managerial Personnel, are hereby jointly and severally authorised on behalf of the Company to do all such other acts, deeds, matters and things as the Board may, in its absolute discretion, deem necessary or desirable for such purpose, without being required to seek any further consent or approval of the members of the Company, including but not limited to the following:

a) to issue and allot the Warrants and such number of equity shares may be required to be issued and allotted upon exercise/ conversion/ exchange of the Warrants, without requiring any further approval of the Members;
b) to negotiate, finalise and execute all necessary agreements/ documents/ form filings/ applications to effect the above resolutions, including to make applications to Applicable Regulatory Authorities, like applications to the Stock Exchanges for obtaining in-principle approval for the Warrants to be allotted pursuant to the Preferential Issue, and for obtaining listing approval and trading approval for the equity shares to be allotted upon conversion of the Warrants;
c) to vary, modify or alter any of the relevant terms and conditions, attached to the Warrants to be allotted to the Proposed Allottees, and to effect any modifications, changes, variations, alterations, additions and/or deletions to the Preferential Issue, as may be required by any regulatory or other authorities involved in or concerned with the issue and allotment of the Warrants;
d) to resolve and settle any matter, question, difficulty or doubt that may arise in regard to the issuance and allotment of Warrants and the equity shares to be allotted pursuant to the conversion of the Warrants, without requiring any further approval of the Members, and to authorise all such persons as may be deemed necessary, in connection therewith and incidental thereto as the Board in its absolute discretion shall deem fit;
e) to issue clarifications on the offer, issue and allotment of the equity shares to be allotted pursuant to the conversion of the Warrants and listing of the equity shares to be allotted pursuant to the conversion of the Warrants on the Stock Exchanges, without limitation, as per the terms and conditions of the SEBI ICDR Regulations, the SEBI Listing Regulations, and other applicable guidelines, rules and regulations;
f) to execute the necessary documents and enter into contracts, arrangements, agreements, documents (including appointment of agencies, intermediaries, monitoring agency and advisors, as may be required, for the Preferential Issue of the Warrants and the equity shares to be allotted pursuant to the conversion of Warrants on a preferential and private placement basis);
g) to undertake all such actions and compliances as may be necessary, desirable or expedient for the purpose of giving effect to this resolution in accordance with applicable law including the SEBI ICDR Regulations and the SEBI Listing Regulations and to take all other steps which may be incidental, consequential, relevant or ancillary in this connection and to effect any modification to the foregoing, and the decision of the Board shall be final and conclusive.

RESOLVED FURTHER THAT the Board be and is hereby authorised to delegate all or any of its powers conferred upon it by this resolution, as it may deem fit in its absolute discretion, to any director(s), committee(s), executive(s), officer(s), company secretary or authorised signatory(ies) to give effect to this resolution, including execution of any documents on behalf of the Company and to represent the Company before any governmental or regulatory authorities and to appoint any professional advisors, bankers, consultants, advocates and advisors to give effect to this resolution and further to take all other steps which may be incidental, consequential, relevant or ancillary in this regard.

RESOLVED FURTHER THAT all actions taken by the Board or committee(s) duly constituted for this purpose in connection with any matter(s) referred to or contemplated in the foregoing resolution be and are hereby approved, ratified and confirmed in all respects."

ITEM NO. 4: APPOINTMENT OF A STATUTORY AUDITOR TO FILL CASUAL VACANCY:

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

"RESOLVED THAT pursuant to the provisions of section 139 and 142 of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification or amendment thereto or re-enactment thereof for the time being in force) and all other applicable laws, if any, and pursuant to the recommendation made by the Board of Directors through the resolution passed on December 14, 2024, M/s. A C Surana & Co., (Firm Registration No. - 010781C), be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s. Rajesh Jalan & Associates, (Firm Registration No 326370E)."

"RESOLVED FURTHER THAT M/s. A C Surana & Co., Chartered Accountants (Firm Registration No. 010781C), be and are hereby appointed as the Statutory Auditors of the Company from this Extraordinary General Meeting and that they shall hold the office of the Statutory Auditors of the Company from the conclusion of this meeting until the conclusion of the ensuing Annual General Meeting and that they shall conduct the Statutory Audit for the period ended 31st March, 2025 and such other audit/review/certification/work as may be required and/or deemed expedient, on such remuneration and out-of-pocket expenses, as may be fixed by the Management of the Company, in consultation with them."

"RESOLVED FURTHER THAT Mr. Venkatraman Ganesan, Director of the company be and are hereby severally authorized to do all acts, deeds, matters and things as considered necessary and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolutions."

By Order of the Board
Atmastco Ltd.

Sd/-
Samina Ali
Company Secretary & Compliance Officer
Place: Bhilai
Date: 01.01.2025.

NOTES:

1. A member entitled to attend and vote at the Extra Ordinary General Meeting (EGM or the Meeting) is entitled to appoint a proxy to attend and vote on a poll/ballot instead of him/her and the proxy need not be a member of the Company. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting, either in person or through post. A Proxy form is appended with the attendance slip.

2. Members may refer proxy related provisions given in para 6 of the SS -2 – secretarial standard on general meeting issued by the ICSI and approved by Central Government.

3. Pursuant to provisions of Section 105 of the Companies Act, 2013, a person, can act as a proxy on behalf of members not exceeding fifty (50) and holding in aggregate not more than ten percent of the total share capital of the company. Member holding more than ten percent of the total share capital of the company may appoint single person as proxy who shall not ac t as proxy for any other person or shareholder. The instrument appointing proxy should, however, be deposited at the registered office of the company not less than 48 hours before the commencement of the meeting.

4. The Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to the Special Business to be transacted at the Meeting is annexed hereto.

5. Corporate members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representatives to attend and vote on their behalf at the meeting.

6. As per the provisions of the Companies Act, 2013, facility for making nomination is available to the shareholders in respect of the Shares held by them. Nomination Forms can be obtained from the registrar and share transfer agents of the Company.

7. Notice of general meeting is being sent to those Members / beneficial Members whose name appeared in the register of Members as on 31st December 2024.

8. In view of the 'Green Initiatives in Corporate Governance' introduced by MCA and in terms of the provisions of the Companies Act, 2013, members who are holding shares of the Company in physical mode, are required to register their email addresses, so as to enable the Company to send all notices/ reports/ documents/ intimations and other correspondences, etc., through emails in the electronic mode instead of receiving physical copies of the same. Depository Participant(s)dematerialized form, who have not registered their email addresses with Depository Participant(s), are requested to register /update their email addresses with their Depository Participant(s).

9. Members are, requested to bring their respective copy of the attendance Slip and affix their signature at the place provided on the attendance slip annexed to the Proxy form and hand over the slip at the entrance to the place of the Meeting.

10. Members holding shares in physical form are requested to notify immediately changes, if any, in their address or bank mandates to the Company/Registrar & Share Transfer Agents ("RTA") quoting their Folio Number and Bank Account Details along with self-attested documentary proofs. Members holding shares in the Dematerialized (electronic) Form may update such details with their respective Depository Participants.

11. Relevant documents referred to in the accompanying Notice are open for inspection at the Office of the Company on all working days except Saturdays between 11.00 A.M. and 1.00 P.M. up to the date of the Extra Ordinary General Meeting.

12. Members are requested to bring in their original photo ID (like PAN Card, Aadhar Card, Voter Identity Card, etc having photo identity) while attending the EGM.

13. Members who hold shares in dematerialized form are requested to bring their client ID and DP ID for easier identification of attendance at the meeting. In case of joint holders attending the meeting, the joint holder with highest, in order of names will be entitled to vote.

14. The Notice of the EGM is being sent by electronic mode to those Members whose e -mail addresses are registered with the Company/Depositories, unless any Member has requested for a physical copy of the same. For Members who have not registered their e -mail addresses, physical copies are being sent by the permitted mode.

15. In compliance with the provisions of Section 108 of the Act and the Rules framed there under, the Members are provided with the facility to cast their vote electronically through the e -voting services provided by National Securities Depository Limited (NSDL), on all resolutions set forth in this Notice.

16. The Company has appointed **Mr. Satish Sharma,** Practicing Company Secretary, to act as the Scrutiniser to scrutinise the remote e-Voting process in a fair and transparent manner and they have communicated their willingness to be appointed and be available for the purpose.

17. The Members, whose names appear in the Register of Members/list of Beneficial Owners as on **Monday, 20th January 2025 i.e. being the cut-off date**, are entitled to vote on the Resolutions set forth in this Notice. The voting right of Members shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date. A person who is not a member as on the cut-off date should treat this Notice of EGM for information purpose only.

18. Members may cast their votes on electronic voting system from any place (remote e-voting). The remote e-voting period will **commence at 09:00 A.M. (IST) on Friday, 24th January 2025 and will end at 05:00 P.M. (IST) on Sunday 26th January 2025**. In addition, the facility for voting through polling paper shall also be made available at the Meeting to the Members attending the EGM who have not already cast their votes by remote e-voting prior to the Extra Ordinary General Meeting. The Company has appointed **Mr. Satish Sharma,** Practicing Company Secretary to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The Members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

THE INSTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING ARE AS UNDER:

The remote e-voting period commence at 09:00 A.M. (IST) on Friday, 24th January 2025 and will end at 05:00 P.M. (IST) on Sunday 26th January 2025. 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. Monday, 20th January 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 as on the cut-off date, being Tuesday, 31st December 2024.

<u>How do I vote electronically using NSDL e-Voting system?</u>

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

<u>Step 1: Access to NSDL e-Voting system</u>

<u>A) Login method for e-Voting for Individual shareholders holding securities in demat mode</u>

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.	1. Existing **IDeAS** user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com 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 If you are 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 2. 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 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. 3. Shareholders/Members can also download NSDL Mobile App “**NSDL Speede**” facility by scanning the QR code mentioned below for seamless voting experience. **NSDL Mobile App is available on** App Store Google Play
Individual Shareholders holding securities in demat mode with CDSL	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 www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password. 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. 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. 3) If the user is not registered for Easi/Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option. 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 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 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.
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. 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.

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.

Login type	Helpdesk 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 evoting@nsdl.com 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 helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

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

<u>How to Log-in to NSDL e-Voting website?</u>

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 user 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.
   b) **Physical User Reset Password**?" (If you are holding shares in physical mode) option available on 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 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 on NSDL e-Voting system.

How to cast your vote electronically 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 is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period.

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 **Satish_fcs@yahoo.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 to Ms Pallavi Mhatre, Senior Manager 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 cs@atmastco.com

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 cs@atmastco.com If you are an Individual shareholder 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 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.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013.

As required by Section 102 of the Companies Act, 2013 (the “Act”), and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the following Explanatory Statement sets out all material facts relating to the business mentioned under Item No. 1, 2, 3 and 4 of the accompanying Notice dated **January 01, 2025:**

In respect of Item No. 1:

The present Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of Rs.10/- each. The Board has accorded its approval for increasing the Authorised Share Capital **from Rs. 25,00,00,000 (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crore Fifty Lakhs) Equity Shares of face value of Re. 10/- (Rupee Ten Only) to Rs. 30,00,00,000 (Rupees Thirty Crores Only) consisting of 3,00,00,000 (Three Crores) Equity Shares of Rs. 10/- (Rupee Ten Only)** ranking pari-passu with the existing Equity Shares in all respects as per the Memorandum and Articles of Association of the Company, subject to shareholders approval. Pursuant to the provisions of Section 13 & 61 of the Companies Act, 2013, approval of the Members is required for increasing the Authorised Share Capital of the Company and alteration in the Memorandum of Association of the Company.

Accordingly, the Board recommends the Ordinary resolutions set out at **Item No. 1** seeking approval of the Members for increasing the Authorised Share Capital of the Company and consequential amendment to the Memorandum of Association of the Company.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, are in any way concerned or interested, financially or otherwise in the said resolutions.

In respect of Item No. 2:

The Board of Directors of the Company ("Board") at their meeting held on **January 01, 2025,** has approved raising of funds aggregating up to Rs. 86,04,67,500/- (Rupees Eighty-Six Crores Four Lakhs Sixty Seven Thousand and Five Hundred Only) by way of issuance of **up to 34,35,000 (Thirty-Four Lakhs Thirty-Five Thousand)** fully paid-up equity share of the Company of face value of Rs. 10/- each ("Equity Share") to certain identified non-promoter persons as mentioned below ("Share Holders"/" Proposed Allottees") at a **250.50/- (Rupees Two Hundred Fifty and Fifty Paise Only)** each payable in cash.

The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Equity Shares are as under:

1) **Particulars of the Preferential Issue including date of passing of Board resolution:**

The Board, at its meeting held on **January 01, 2025,** has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to **34,35,000 Equity Shares** to the Proposed Allottees, each **at a price of Rs. 250.50/- (Rupees Two Hundred Fifty and Fifty Paise Only)** (including a premium of Rs. 240.50/- (Rupees Two Hundred Forty and Fifty Paise Only) each payable in cash **("Equity Issue Price")**, aggregating up to **Rs. 86,04,67,500/- (Rupees Eighty Six Crores Four Lakhs Sixty Seven Thousand and Five Hundred Only)**, to persons / entity enlisted below ("Share Holder"/ "Proposed Allottees") belonging to certain identified non-promoter persons on a preferential basis ("Preferential Issue"), for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect:

S. No.	Name of Investors	Category	No. of Equity Shares Proposed to be issued	Amount
1	KetanKumar Hingrajia	Public	20000	₹ 50,10,000.00
2	Latin Manharlal Securities Private Limited	Public	60000	₹ 1,50,30,000.00
3	Kanta Nitin Kothari	Public	27000	₹ 67,63,500.00
4	Jinisha Dhaval Kothari	Public	30000	₹ 75,15,000.00
5	Dhaval Nitin Kothari	Public	27000	₹ 67,63,500.00
6	Yash Investments	Public	40000	₹ 1,00,20,000.00
7	3Dimension Capital Services Ltd.	Public	40000	₹ 1,00,20,000.00

8	Mangalam Gems	Public	60000	₹ 1,50,30,000.00
9	Priti Suresh Shah	Public	40000	₹ 1,00,20,000.00
10	Vandit Sanjay Gandhi	Public	40000	₹ 1,00,20,000.00
11	Ajay Kumar Aggarwal	Public	180000	₹ 4,50,90,000.00
12	Shailesh Dhamankar	Public	20000	₹ 50,10,000.00
13	Saarth Shamik Dave	Public	40000	₹ 1,00,20,000.00
14	Umesh Kishorekant Sanghvi	Public	40000	₹ 1,00,20,000.00
15	Sachin Shashikant Abhyankar	Public	40000	₹ 1,00,20,000.00
16	Siddhi Venture	Public	20000	₹ 50,10,000.00
17	Nitin Gosar	Public	10000	₹ 25,05,000.00
18	Darshan Dinesh Chandra	Public	20000	₹ 50,10,000.00
19	Dharmesh Ramesh Shah	Public	25000	₹ 62,62,500.00
20	Hiral Kamlesh Madiya	Public	20000	₹ 50,10,000.00
21	Vikas Shah	Public	30000	₹ 75,15,000.00
22	Mavira Growth Opportunities Fund	Public	500000	₹ 12,52,50,000.00
23	Seema Dilip Vora	Public	240000	₹ 6,01,20,000.00
24	Mavira AMC LLP	Public	40000	₹ 1,00,20,000.00
25	4 R Investments Private Limited	Public	1,40,000	₹ 3,50,70,000.00
26	Deena Champak Dedhia	Public	40000	₹ 1,00,20,000.00
27	Hema Shrenik Vora	Public	20000	₹ 50,10,000.00
28	Navin Chapshi Shah	Public	20000	₹ 50,10,000.00
29	Anuj Bajpai	Public	20000	₹ 50,10,000.00
30	Aabha Bharat Shah	Public	20000	₹ 50,10,000.00
31	Bharat Manharlal Shah	Public	20000	₹ 50,10,000.00
32	Rishabh Ajmera	Public	20000	₹ 50,10,000.00
33	Jekin Pravinchandra Modi	Public	20000	₹ 50,10,000.00
34	Uday Parikh	Public	20000	₹ 50,10,000.00
35	Amit R Agarwal	Public	25000	₹ 62,62,500.00
36	PK Investments	Public	10000	₹ 25,05,000.00
37	Vibha Ashish Gopani	Public	10000	₹ 25,05,000.00
38	Vilpesh Champaklal Parikh	Public	20000	₹ 50,10,000.00
39	Rinaben Vilpesh Parikh	Public	12000	₹ 30,06,000.00
40	Ketan Morakhia	Public	20000	₹ 50,10,000.00
41	Ketan S Morakhia (HUF)	Public	12000	₹ 30,06,000.00
42	Shreya Saurabh Agarwal	Public	14000	₹ 35,07,000.00
43	Raghav Chaudhary	Public	16000	₹ 40,08,000.00
44	Jhaveri Credits and Capital	Public	80000	₹ 2,00,40,000.00

	Limited			
45	Fenkin Infraventures Private Limited	Public	40000	₹ 1,00,20,000.00
46	Ansh Partners	Public	70000	₹ 1,75,35,000.00
47	Sandhya Anil Dedhia	Public	130000	₹ 3,25,65,000.00
48	Devang Rajesh Karani	Public	40000	₹ 1,00,20,000.00
49	Alpa Dhakan	Public	40000	₹ 1,00,20,000.00
50	Maya Mulesh Savla	Public	20000	₹ 50,10,000.00
51	Yashvi Dipesh Shah	Public	20000	₹ 50,10,000.00
52	Rama Family Trust	Public	20000	₹ 50,10,000.00
53	Ramnik Lalji Sangoi	Public	20000	₹ 50,10,000.00
54	S. V. Enterprises	Public	40000	₹ 1,00,20,000.00
55	Rakesh S Sanghavi	Public	40000	₹ 1,00,20,000.00
56	Sonal R Sanghavi	Public	40000	₹ 1,00,20,000.00
57	Annanya Agarwal	Public	40000	₹ 1,00,20,000.00
58	Naivedya Agarwal	Public	40000	₹ 1,00,20,000.00
59	Yash Rajesh Vora	Public	20000	₹ 50,10,000.00
60	Sanguine Investment	Public	40000	₹ 1,00,20,000.00
61	Invicta Capserv Private Limited	Public	20000	₹ 50,10,000.00
62	Ketan Vallabhji Gada	Public	20000	₹ 50,10,000.00
63	Rohit Vallabhji Gada	Public	20000	₹ 50,10,000.00
64	Kalpana Sudhir Bheda	Public	40000	₹ 1,00,20,000.00
65	Uday Madhukar Joglekar	Public	40000	₹ 1,00,20,000.00
66	Sahebrao Vitthal Satre	Public	40000	₹ 1,00,20,000.00
67	Funali Rakesh Doshi	Public	40000	₹ 1,00,20,000.00
68	Rajesh Atalram Rupani	Public	40000	₹ 1,00,20,000.00
69	Heena Ketan Panditpautra	Public	40000	₹ 1,00,20,000.00
70	Bhavika Vikenkumar Doshi	Public	40000	₹ 1,00,20,000.00
71	Dhiren Bhanji Gada	Public	10000	₹ 25,05,000.00
72	Vignesh Shivji Bheda	Public	30000	₹ 75,15,000.00
73	Pallavi Dhiren Gada	Public	10000	₹ 25,05,000.00
74	Crystal Family Trust	Public	80000	₹ 2,00,40,000.00
75	Manisha Gupta	Public	40000	₹ 1,00,20,000.00
76	Alka Kanti Rambhia	Public	20000	₹ 50,10,000.00
77	Swati Piyush Vohera	Public	25000	₹ 62,62,500.00
78	Pintal Mehul Vohera	Public	20000	₹ 50,10,000.00
79	Smit Piyush Vohera (HUF)	Public	20000	₹ 50,10,000.00
80	Alpa Hemang Dagli	Public	12000	₹ 30,06,000.00

Total	**3435000**	**₹ 86,04,67,500**

2) **Kinds of securities offered and the price at which security is being offered, and the total / maximum number of securities to be issued:**

The Company proposes to offer, issue and allot, in one or more tranches, upto 34,35,000 (Thirty-Four Lakhs Thirty-Five Thousand) equity shares, at a price of ₹ 250.50/- (Rupees Two Hundred Fifty and Fifty Paise Only) (including a premium of Rs. 240.50/- (Rupees Two Hundred Forty and Fifty Paise Only) each payable in cash ("Equity Issue Price") aggregating upto ₹ 86,04,67,500/- (Rupees Eighty-Six Crores Four Lakhs Sixty-Seven Thousand and Five Hundred Only) **("Total Issue Size"),** by way of a Preferential Issue.

3) **Purpose/Objects of the Issue:**

The Identified strategic investors shall be investing in the Company to increase the faith of the investors in the Company. The proceeds raised through the Preferential Issue ("Issue Proceeds") shall be used as follows:

S. No.	Particulars	Amount (Rs. In Crore)
1	Capital Expenditure for Defence & EPC	25.81
2	Working Capital for Defence, EPC & Fabrication	47.32
3	General Corporate Purpose	12.91
	Total	**86.04**

Tentative timelines for utilisation of issue proceeds from date of receipt of funds: 24 months from receipt of funds.

4) **Monitoring of utilisation of funds:**

Given that the issue size is less than Rs. 100 Crore (Indian Rupees One Hundred Crore), the company is not required to appoint monitoring agency in terms of Regulation 162A of the SEBI ICDR Regulations.

5) **Relevant Date:**

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for Warrants to be issued is **Friday, December 27, 2024, i.e. 30 (thirty)** days prior to the date of this Extra Ordinary General Meeting which is **27h January 2025** to approve the proposed preferential issue.

6) **Basis on which the price has been arrived at along with report of the registered valuer:**

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, the minimum price of Rs. 250.30/- (Rupees Two Hundred Fifty and Thirty Paisa Only) has been determined taking into account the valuation report dated 01st January, 2025 issued by **IBBI Registered Valuer Mr. Hitesh Jhamb, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/11/2019/12355)** having office at A-259, Portion II, Defense Colony, New Delhi-110024, in accordance with Regulation 164 & 166A of the ICDR Regulations ("Valuation Report").

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is Rs. 250.30/- (Rupees Two Hundred Fifty and Thirty Paisa Only) per equity Share. The issue price is **Rs. 250.50/- (Rupees Two Hundred Fifty and Fifty Paisa Only)** per equity share which is not lower than the minimum price determined in compliance with applicable provisions of SEBI (ICDR) Regulations.

The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: https://www.atmastco.com/General_Meetings_Postal_Ballot.

7) **Amount which the company intends to raise by way of such securities**

Aggregating up to Rs. 86,04,67,500/- (Rupees Eighty-Six Crores Four Lakhs Sixty-Seven Thousand and Five Hundred Only).

8) **The class or classes of persons to whom the allotment is proposed to be made**

The Preferential Issue of Equity Shares is proposed to be made to the Proposed Allottees, who are the certain identified non-promoter persons.

9) **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price.**

The Company has not made any preferential allotment during the current financial year FY 2024- 25.

10) **Maximum number of securities to be issued.**

The Company proposes to offer, issue and allot, in one or more tranches, Upto 34,35,000 (Thirty-Four Lakhs Thirty-Five Thousand) fully paid-up Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten only) ("Equity Shares") at a price of ₹ 250.50/- (Rupees Two Hundred Fifty and Fifty Paise Only) (including a premium of Rs. 240.50/- (Rupees Two Hundred Forty and Fifty Paise Only) each payable in cash ("Equity Issue Price") aggregating upto ₹ 86,04,67,500/- (Rupees Eighty-Six Crores Four Lakhs Sixty-Seven Thousand and Five Hundred Only) by way of a Preferential Issue.

11) Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer

The equity shares shall not be issued to any person belonging to Promoter and Promoter Group of Company. They have indicated their intention not to subscribe to the Equity Share on Preferential basis. None of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the equity shares proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

12) Time frame within which the Proposed Preferential Issue shall be completed

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Equity Shares shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

13) Shareholding pattern of the Company before and after the Preferential Issue

Sl No	**Category of Shareholder(s)**	**Pre – Issue (as on September 30, 2024)**		**Post – Issue***	
		No. of shares held	**% of share holding**	**No. of shares held**	**% of share holding**
A	Promoters & Promoter Group Holding				
1	Indian	-	-		
a)	Individual	1,16,38,187	47.05	1,16,38,187	41.32
b)	Bodies Corporate	52,88,583	21.38	52,88,583	18.77

	Sub-Total (A)(1)	**1,69,26,770**	**68.43**	**1,69,26,770**	**60.09**
2	Foreign	-	-	-	-
a)	Bodies Corporate	-	-	-	-
	Sub- Total (A)(2)	-	-	-	-
	Total Promoters & Promoter Group Holding (A)				
B	**Non-Promoters Holding**	-	-	-	-
1	**Institutional Investors**	-	-	-	-
a)	Mutual Funds	-	-	-	-
b)	FPI	-	-	-	-
c)	Alternate Investment Funds	1,600	0.01	1,600	0.01
d)	Foreign Companies	-	-	-	-
e)	Insurance Companies	-	-	-	-
f)	NBFCs registered with RBI	-	-	-	-
	Sub-Total (B)(1)	**1,600**	**0.01**	**1,600**	**0.01**
2	**Institutions (foreign)**	-	-	-	-
	Foreign Direct Investment	-	-	-	-
	Foreign Ventures Capital Investors	-	-	-	-
	Foreign Portfolio Investors category-I	3,200	0.01	3,200	0.01
	Foreign Portfolio Investors category-II	-	-	-	-
	Sub-Total (B)(2)	**3,200**	**0.01**	**3,200**	**0.01**

3	**Central Government/ State Government**	-	-	-	-
	Sub-Total (B)(3)	-	-	-	-
4	**Non-Institutions**	-	-	-	-
a)	Resident Individuals	70,76,720	28.62	92,59,720	32.87
b)	NBFCs registered with RBI	-	-	-	-
c)	Any other, specify	-	-	-	-
d)	Directors and Their Relatives	-	-	-	-
e)	Key Managerial Personnel	-	-	-	-
f)	IEPF	-	-	-	-
g)	Trusts	-	-	1,00,000	0.35
h)	Foreign National	-	-	-	-
i)	Non-Nationalised Banks	-	-	-	-
j)	Non-Resident Indians	2,05,600	0.83	2,45,600	0.88
k)	Clearing Member	-	-	-	-
l)	Bodies Corporate	1,50,400	0.61	10,70,400	3.80
m)	Any other	3,70,400	1.50	5,62,400	1.99
	Sub-Total (B)(4)	**78,03,120**	**31.56**	**1,12,38,120**	**39.89**
	Total Public Shareholding (B)	**78,07,920**	**31.57**	**1,12,42,920**	**39.91**
	Total (A)+(B)	**2,47,34,690**	**100**	**2,81,69,690**	**100**

14) Change in Control, if any, in the Company consequent to the preferential issue.

There will not be any change in the composition of the Board, the existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment. However, there will be corresponding changes in the shareholdings of the Promoter & Promoter Group consequent to preferential allotment.

15) Principal terms of assets charged as securities.

Not applicable.

16) Material terms of raising such securities.

The Equity shares being issued shall be pari-passu with the existing Equity Shares of the Company in all respects, including dividend and voting rights.

17) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter.

Existing promoters will continue as the promoters of the Company and pursuant to this allotment the proposed allottees other than promoters shall be covered under the head non – promoter/public in the shareholding pattern of the Company.

18) Proposed allottees, Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues.

Name of the Proposed Allottee	Category	Ultimate Beneficial Owner	Pre- Issue Shareholding		Number of Shares proposed to be allotted	Post- Issue Shareholding	
			No. of Shares	% of holding		No. of Shares	% of holding
KetanKumar Hingrajia	Public	NA	-	-	20000	20000	0.07

Latin Manharlal Securities Private Limited	Public	Latin Manharlal Shah	-	-	60000	60000	0.21
Kanta Nitin Kothari	Public	NA	-	-	27000	27000	0.10
Jinisha Dhaval Kothari	Public	NA	-	-	30000	30000	0.11
Dhaval Nitin Kothari	Public	NA	-	-	27000	27000	0.10
Yash Investments	Public	NA	-	-	40000	40000	0.14
3Dimension Capital Services Ltd.	Public	Pankaj Khetan	-	-	40000	40000	0.14
Mangalam Gems	Public	NA	-	-	60000	60000	0.21
Priti Suresh Shah	Public	NA	-	-	40000	40000	0.14
Vandit Sanjay Gandhi	Public	NA	-	-	40000	40000	0.14
Ajay Kumar Aggarwal	Public	NA	404800	1.64	180000	584800	2.08
Shailesh Dhamankar	Public	NA	-	-	20000	20000	0.07

Saarth Shamik Dave	Public	NA	-	-	40000	40000	0.14
Umesh Kishorekant Sanghvi	Public	NA	-	-	40000	40000	0.14
Sachin Shashikant Abhyankar	Public	NA	-	-	40000	40000	0.14
Siddhi Venture	Public	Hetnitin Gada	-	-	20000	20000	0.07
Nitin Gosar	Public	NA	-	-	10000	10000	0.04
Darshan Dinesh Chandra	Public	NA	-	-	20000	20000	0.07
Dharmesh Ramesh Shah	Public	NA	-	-	25000	25000	0.09
Hiral Kamlesh Madiya	Public	NA	-	-	20000	20000	0.07
Vikas Shah	Public	NA	-	-	30000	30000	0.11
Mavira Growth Opportunities Fund	Public	Mayank Rajesh Mamania	89600	0.36	500000	589600	2.09
Seema Dilip Vora	Public	NA	-	-	240000	240000	0.85

Mavira AMC LLP	Public	Mayank Rajesh Mamania	-	-	40000	40000	0.14
4 R Investment Private Limited	Public	Shraddha Soni	-	-	140000	140000	0.50
Deena Champak Dedhia	Public	NA	-	-	40000	40000	0.14
Hema Shrenik Vora	Public	NA	-	-	20000	20000	0.07
Navin Chapshi Shah	Public	NA	5200	0.02	20000	25200	0.09
Anuj Bajpai	Public	NA	-	-	20000	20000	0.07
Aabha Bharat Shah	Public	NA	-	-	20000	20000	0.07
Bharat Manharlal Shah	Public	NA	-	-	20000	20000	0.07
Rishabh Ajmera	Public	NA	-	-	20000	20000	0.07
Jekin Pravinchandra Modi	Public	NA	-	-	20000	20000	0.07
Uday Parikh	Public	NA	-	-	20000	20000	0.07

Amit R Agarwal	Public	NA	-	-	25000	25000	0.09
PK Investments	Public	Kumar Gaurav Gupta	-	-	10000	10000	0.04
Vibha Ashish Gopani	Public	NA	-	-	10000	10000	0.04
Vilpesh Champaklal Parikh	Public	NA	-	-	20000	20000	0.07
Rinaben Vilpesh Parikh	Public	NA	-	-	12000	12000	0.04
Ketan Morakhia	Public	NA	-	-	20000	20000	0.07
Ketan S Morakhia (HUF)	Public	Morakhia Ketan Shantilal	-	-	12000	12000	0.04
Shreya Saurabh Agarwal	Public	NA	-	-	14000	14000	0.05
Raghav Chaudhary	Public	NA	-	-	16000	16000	0.06
Jhaveri Credits and Capital Limited	Public	Vishnukumar Vitthalbhai Patel	-	-	80000	80000	0.28
Fenkin Infraventures Private Limited	Public	Girishkumar Dharshi Bheda	-	-	40000	40000	0.14

Ansh Partners	Public	Harsh Kiran Nisar	-	-	70000	70000	0.25
Sandhya Anil Dedhia	Public	NA	-	-	130000	130000	0.46
Devang Rajesh Karani	Public	NA	-	-	40000	40000	0.14
Alpa Dhakan	Public	NA	-	-	40000	40000	0.14
Maya Mulesh Savla	Public	NA	-	-	20000	20000	0.07
Yashvi Dipesh Shah	Public	NA	-	-	20000	20000	0.07
Rama Family Trust	Public	Mulesh Manilal Savla	-	-	20000	20000	0.07
Ramnik Lalji Sangoi	Public	NA	-	-	20000	20000	0.07
S. V. Enterprises	Public	Sanjay Mehta	-	-	40000	40000	0.14
Rakesh S Sanghavi	Public	NA	-	-	40000	40000	0.14
Sonal R Sanghavi	Public	NA	-	-	40000	40000	0.14

Annanya Agarwal	Public	NA	-	-	40000	40000	0.14
Naivedya Agarwal	Public	NA	-	-	40000	40000	0.14
Yash Rajesh Vora	Public	NA	-	-	20000	20000	0.07
Sanguine Investment	Public	Badri Narayan Mahapatra	-	-	40000	40000	0.14
Invicta Capserv Private Limited	Public	Hemant Gadodia	-	-	20000	20000	0.07
Ketan Vallabhji Gada	Public	NA	-	-	20000	20000	0.07
Rohit Vallabhji Gada	Public	NA	-	-	20000	20000	0.07
Kalpana Sudhir Bheda	Public	NA	-	-	40000	40000	0.14
Uday Madhukar Joglekar	Public	NA	-	-	40000	40000	0.14
Sahebrao Vitthal Satre	Public	NA	-	-	40000	40000	0.14
Funali Rakesh Doshi	Public	NA	-	-	40000	40000	0.14

Rajesh Atalram Rupani	Public	NA	-	-	40000	40000	0.14
Heena Ketan Panditpautra	Public	NA	-	-	40000	40000	0.14
Bhavika Vikenkumar Doshi	Public	NA	-	-	40000	40000	0.14
Dhiren Bhanji Gada	Public	NA	-	-	10000	10000	0.04
Vignesh Shivji Bheda	Public	NA	-	-	30000	30000	0.11
Pallavi Dhiren Gada	Public	NA	-	-	10000	10000	0.04
Crystal Family Trust	Public	Rashesh Chandrakant Gogari	-	-	80000	80000	0.28
Manisha Gupta	Public	NA	-	-	40000	40000	0.14
Alka Kanti Rambhia	Public	NA	-	-	20000	20000	0.07
Swati Piyush Vohera	Public	NA	-	-	25000	25000	0.09
Pintal Mehul Vohera	Public	NA	-	-	20000	20000	0.07

Smit Piyush Vohera (HUF)	Public	Smit Piyush Vohera	-	-	20000	20000	0.07
Alpa Hemang Dagli	Public	NA	-	-	12000	12000	0.04

19) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects.

NIL.

20) Undertaking

The Company hereby undertakes that:

None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;

a) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;
b) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re computation of the price of shares shall not be applicable;
c) The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;
d) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the equity shares to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the equity holder.

21) Valuation and Justification for the allotment proposed to be made for consideration other than cash.

Not applicable

22) Lock-in period

The Equity Shares allotted pursuant to this resolution shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

23) Practising Company Secretary’s Certificate

The certificate from **M/s Rawal & Co. (Company Secretaries),** certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company’s website and will be accessible at link: https://www.atmastco.com/General_Meetings_Postal_Ballot.

24) Other disclosures

a) During the period from April 01, 2024 until the date of Notice of this EGM, the Company has not made any Preferential Issue of equity shares.
b) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.
c) Neither the Company nor any of its Directors or Promoters are categorised as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1) (i) of the SEBI ICDR Regulations are not applicable.
d) Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.
e) The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration.
f) The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.
g) No person belonging to the promoters / promoter group has previously subscribed to any Equity Shares of the Company during the last one year.
h) The Company is in compliance with the conditions for continuous listing.

None of the Directors, Key Managerial Personnel or their relatives are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 2 of this notice except and to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said warrants to the Proposed Allottees is being sought by way of a special resolution as set out in the said item no. 2 of the Notice. Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 2 of the accompanying Notice for approval by the Members of the Company as a **Special Resolution**. Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.

In respect of Item No. 3

The Board of Directors of the Company ("**Board**") at their meeting held on January 01, 2025, has approved raising of funds aggregating up to **12,02,40,000/- (Rupees Twelve Crores Two Lakhs Forty Thousand Only)** by way of issuance of up to **4,80,000 (Four Lakhs Eighty Thousand) warrants, each convertible into, or exchangeable for, 1 (one) fully paid up equity share of the Company of face value of Rs. 10/- each** ("**Warrants**") to Promoters as mentioned below **("Warrant Holders"/" Proposed Allottees")** at a price of Rs. 250.50/- (Rupees Two Hundred Fifty and Fifty Paise Only) each payable in cash **(including the warrant subscription price and the warrant exercise price**"), aggregating up to Rs. **12,02,40,000/- (Rupees Twelve Crores Two Lakhs Forty Thousand Only)**, which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months, to the proposed allottee(s).

The information required in terms of Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13(2)(d) of the Companies (Share Capital and Debentures) Rules, 2014 of Companies Act, 2013 and Chapter V of the SEBI ICDR Regulations, and other relevant details in respect of the proposed Preferential Issue of Convertible Warrants into Equity Shares are as under:

1) Particulars of the Preferential Issue including date of passing of Board resolution

The Board, at its meeting held on January 01, 2025 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to **4,80,000** Convertible Warrants to the Proposed Allottee(s), each **at a price of 250.50/- (Rupees Two Hundred Fifty and Fifty Paise Only) (including a premium of Rs. 240.50/- (Rupees Two Hundred Forty and Fifty Paise Only) each payable in cash ("Warrant Issue Price") aggregating upto ₹ 12,02,40,000/- (Rupees Twelve Crores Two Lakhs Forty Thousand Only)**, within a period of 18 (Eighteen) months from the date of allotment of Warrants, to persons / entity enlisted below ("Warrant Holder"/ "Proposed Allottees") belonging to Promoters and/or Promoters Group and certain identified non-promoter persons on a preferential basis ("Preferential Issue"), for consideration payable through electronic means/ banking channels and in such manner and upon such terms and conditions as may be deemed appropriate by the Board in accordance with the terms of this Preferential Issue, provisions of SEBI ICDR Regulations, or other applicable laws in this respect:

S. No.	Name of Investors	Category	No. of Warrant Proposed to be issued	Amount
1	Subramaniam Swaminathan Iyer	Promoter	3,60,000	9,01,80,000
2	G Venkataraman	Promoter	1,20,000	3,00,60,000
Total			**4,80,000**	**12,02,40,000**

2) **Kinds of securities offered and the price at which security is being offered, and the total/ maximum number of securities to be issued.**

The Company proposes to offer, issue and allot, in one or more tranches, upto 4,80,000 (Four Lakhs Eighty Thousand) convertible warrants into equity shares ("Warrants"), at a price of 250.50/- (Rupees Two Hundred Fifty and Fifty Paise Only) per warrant, aggregating upto **12,02,40,000/- (Rupees Twelve Crores Two Lakhs Forty Thousand Only)** ("Total Issue Size"), by way of a Preferential Issue.

3) **Purpose/Objects of the Issue**

The Promoters and/or Promoter Group shall be investing in the Company to increase the faith of the investors in the Company. The proceeds raised through the Preferential Issue ("Issue Proceeds") shall be used as follows:

S. No.	Particulars	Amount (Rs. In Crore)
1	Capital Expenditure for Defence & EPC	3.61
2	Working Capital for Defence, EPC & Fabrication	6.61
3	General Corporate Purpose	1.80
Total		**12.02**

Tentative timelines for utilisation of issue proceeds from date of receipt of funds: 24 months from receipt of funds

4) **Monitoring of utilisation of funds**

Given that the issue size is less than Rs. 100 Crore (Indian Rupees One Hundred Crore), the company is not required to appoint monitoring agency in terms of Regulation 162A of the SEBI ICDR Regulations

5) **Relevant Date**

The "Relevant Date" as per Chapter V of the SEBI ICDR Regulations, for the determination of the floor price for Warrants to be issued is **Friday, December 27, 2024 i.e. 30 (thirty)** days prior to the date of this Extra Ordinary General Meeting which is **27th January, 2025** to approve the proposed preferential issue.

6) **Basis on which the price has been arrived at along with report of the registered valuer:**

Considering that the allotment shall be more than 5% of the post issue fully diluted share capital of the Company, the minimum price of Rs. 250.30/- (Rupees Two Hundred Fifty and Thirty Paisa Only) has been determined taking into account the valuation report dated 01st January, 2025 issued by **IBBI Registered Valuer Mr. Hitesh Jhamb, Independent Registered Valuer (IBBI Regd. No. IBBI/RV/11/2019/12355)** having office at A-259, Portion II, Defense Colony, New Delhi-110024, in accordance with Regulation 164 & 166A of the ICDR Regulations ("Valuation Report").

Accordingly, the floor price in terms of SEBI (ICDR) Regulations is Rs. 250.30/- (Rupees Two Hundred Fifty and Thirty Paisa Only) per equity Share. The issue price is **Rs. 250.50/- (Rupees Two Hundred Fifty and Fifty Paisa Only)** per equity share which is not lower than the minimum price determined in compliance with applicable provisions of SEBI (ICDR) Regulations.

The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at the link: https://www.atmastco.com/General_Meetings_Postal_Ballot

7) **Amount which the company intends to raise by way of such securities**

Aggregating up to Rs. 12,02,40,000/- (Rupees Twelve Crores Two Lakhs Forty Thousand Only), out of which Rs. ₹ 3,00,60,000/- (Rupees Three Crore Sixty Thousand Only), which is 25% of the warrants issue, will be raised at the time of allotment, and the rest of the amount will be raised at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).

8) **The class or classes of persons to whom the allotment is proposed to be made**

The Preferential Issue of Warrants is proposed to be made to the Proposed Allottees, who are the Promoters.

9) **The number of persons to whom allotment on preferential basis have already been made during the year, in terms of number of securities as well as the price.**

The Company has not made any preferential allotment during the current financial year FY 2024- 25.

10) **Maximum number of securities to be issued.**

The Company proposes to offer, issue and allot, in one or more tranches, up to 4,80,000 (Four Lakhs Eighty Thousand) convertible warrants into equity shares ("Warrants"), at a price of 250.50/- (Rupees

Two Hundred Fifty and Fifty Paise Only) per warrant, aggregating upto **12,02,40,000/- (Rupees Twelve Crores Two Lakhs Forty Thousand Only)** ("Total Issue Size") by way of a Preferential Issue.

Minimum amount of Rs. 62.63/- per Warrant, which is equivalent to 25% (twenty-five percent) of the Warrants Issue Price shall be paid at the time of subscription and allotment of each Warrant. The warrant holder will be required to make further payments of Rs. 187.87/- for each Warrant, which is equivalent to 75% (seventy-five percent) of the Warrants Issue Price at the time of exercise of the right attached to Warrant(s) to subscribe to equity share(s).

11) Intent of the promoters, directors or key managerial personnel of the Company to subscribe to the offer.

The warrant convertible into equity shares shall be issued to Subramaniam Swaminathan Iyer & G Venkataraman Promoter of the Company. It has indicated their intention to subscribe to the Convertible Warrants on Preferential basis. Other than the above, none of the Directors or Key Managerial Personnel of the Company intends to subscribe to any of the warrants convertible into equity shares proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue or separately in furtherance of the objects specified herein above.

12) Time frame within which the Proposed Preferential Issue shall be completed

In accordance with Regulation 170 of the SEBI ICDR Regulations, the allotment of the Warrants shall be completed within a period of 15 (fifteen) days from the date of passing of the resolution by the shareholders, provided that where the allotment is pending on account of pendency of any approval(s) or permission(s) from any regulatory authority / body, the allotment shall be completed by the Company within a period of 15 (fifteen) days from the date of such approval(s) or permission(s).

13) Shareholding pattern of the Company before and after the Preferential Issue.

Sl No	Category of Shareholder(s)	Pre – Issue (as on September 30, 2024)		Post – Issue*	
		No. of shares held	% of share holding	No. of shares held	% of share holding

A	Promoters & Promoter Group Holding				
1	Indian				
a)	Individual	1,16,38,187	41.32	1,21,18,187	42.30
b)	Bodies Corporate	52,88,583	18.77	52,88,583	18.46
c)	Any Other	-	-	-	-
	Sub-Total (A)(1)	**1,69,26,770**	**60.09**	**1,74,06,770**	**60.76**
2	Foreign	**-**	**-**	**-**	**-**
a)	Bodies Corporate	**-**	**-**	**-**	**-**
	Sub- Total (A)(2)	**-**	**-**	**-**	**-**
	Total Promoters & Promoter Group Holding (A)				
B	**Non-Promoters Holding**	**-**	**-**	**-**	**-**
1	**Institutional Investors**	**-**	**-**	**-**	**-**
a)	Mutual Funds	**-**	**-**	**-**	**-**
b)	FPI	**-**	**-**	**-**	**-**
c)	Alternate Investment Funds	1,600	0.01	1,600	0.01
d)	Foreign Companies	**-**	**-**	**-**	**-**
e)	Insurance Companies	**-**	**-**	**-**	**-**
f)	NBFCs registered with RBI	**-**	**-**	**-**	
	Sub-Total (B)(1)	**1,600**	**0.01**	**1,600**	**0.01**
2	**Institutions (foreign)**	**-**	**-**	**-**	**-**
	Foreign Direct Investment	**-**	**-**	**-**	**-**

	Foreign Ventures Capital Investors	-	-	-	-
	Foreign Portfolio Investors category-I	3,200	0.01	3,200	0.01
	Foreign Portfolio Investors category-II	-	-	-	-
	Sub-Total (B)(2)	**3,200**	**0.01**	**3,200**	**0.01**
3	**Central Government/ State Government**	-	-	-	-
	Sub-Total (B)(3)	-	-	-	-
4	**Non-Institutions**	-	-	-	-
a)	Resident Individuals	92,59,720	32.87	92,59,720	32.32
b)	NBFCs registered with RBI	-	-	-	-
c)	Any other, specify	-	-	-	-
d)	Directors and Their Relatives	-	-	-	-
e)	Key Managerial Personnel	-	-	-	-
f)	IEPF	-	-	-	-
g)	Trusts	1,00,000	0.35	1,00,000	0.35
h)	Foreign National	-	-	-	-
i)	Non-Nationalised Banks	-	-	-	-
j)	Non-Resident Indians	2,45,600	0.88	2,45,600	0.86
k)	Clearing Member	-	-		
l)	Bodies Corporate	10,70,400	3.80	10,70,400	3.74
m)	Any other	5,62,400	1.99	5,62,400	1.96
	Sub-Total (B)(4)	**1,12,38,120**	**39.89**	**1,12,38,120**	**39.23**

	Total Public Shareholding (B)	**1,12,42,920**	**39.91**	**1,12,42,920**	**39.24**
	Total (A)+(B)	**2,81,69,690**	**100**	**1,67,97,248**	**100**

**** The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares***

14) Change in Control, if any, in the Company consequent to the preferential issue

There will not be any change in the composition of the Board, the existing Promoters of the Company will continue to be in control of the Company and there will not be any change in the management or control of the Company as a result of the proposed preferential allotment. However, there will be corresponding changes in the shareholdings of the Promoter & Promoter Group consequent to preferential allotment.

15) Principal terms of assets charged as securities

Not applicable.

16) Material terms of raising such securities

The material terms for the Preferential Issue of Warrants to the Proposed Allottees is set out below:

A. **<u>Tenure</u>:**

The Warrants shall be convertible into equity shares within a period of 18 (eighteen) months from the date of allotment of the Warrants.

B. **<u>Conversion and other related matters</u>**:

I. The Warrant holder shall have the right to convert the Warrants into fully paid-up equity shares of the Company of face value of Rs. 10 (Indian Rupees Ten only) each, in one or more tranches, by delivering a notice of conversion ("**Conversion Notice**") to the Company requesting the conversion of the relevant number of Warrants into equity shares, on the date designated as the specified conversion date in the Conversion Notice ("**Conversion Date**").

II. The conversion ratio is 1 (one) equity share in lieu of 1 (one) Warrant.

III. Prior to the Conversion Date, the Warrant holder shall pay the Warrant exercise amount for the relevant Warrants it proposes to convert, and the Company shall, upon receipt of such payment in the designated bank account, on the Conversion Date, in accordance with applicable law, issue and allot equity shares (free and clear of all encumbrances other than any lock-in prescribed under applicable law) to the

Warrant holder in lieu of the relevant Warrants.

IV. The Company shall file the certificate from its statutory auditor with the Stock Exchanges, confirming that the Company has received the Warrant exercise amount in compliance with Regulation 169(4) of the SEBI ICDR Regulations from the Warrant holder and the relevant documents thereof are maintained by the Company as on the date of certification.

V. The Company shall issue and allot the equity shares to the Warrant holder in dematerialized form and seek final approval from the NSE for listing the equity shares allotted to the Warrant holder pursuant to conversion of the Warrants. All equity shares (upon conversion of the Warrants) shall be credited into the Warrant holder's demat account within 7 (seven) business days from the Conversion Date.

VI. The Warrant holder shall make the relevant disclosures required under applicable law, including the Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011, as amended, in relation to the Preferential Issue and conversion of the Warrants.

VII. The procedure for conversion of warrants into equity shares set out above shall be applicable for conversion of each Warrant into equity shares, irrespective of the number of tranches in which the Warrant holder issues a Conversion Notice in accordance with Paragraph B(i) above.

C. **Lock-in:**

The Warrants and the equity shares issued upon conversion of the Warrants shall be locked-in, in accordance with Chapter V of the SEBI ICDR Regulations.

D. **Rights:**

The Warrants shall not carry any voting rights until they are converted into equity shares.

17) The current and proposed status of the allottee(s) post Preferential Issue namely, promoter or non-promoter.

Existing promoters will continue as the promoters of the Company and pursuant to this allotment the proposed allottees other than promoters shall be covered under the head non – promoter/public in the shareholding pattern of the Company.

18) Proposed allottees, Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issues that may be held by them and change in control, if any, in the issuer consequent to the preferential issues.

Name of the Proposed Allottee	Category	Ultimate Beneficial Owner	Pre- Issue Shareholding		Number of Warrants proposed to be allotted	Post- Issue Shareholding (Presuming full conversion of Warrants) #	
			No. of Shares	% of holding		No. of Shares	% of holding
Subramaniam Swaminathan Iyer	Promoter	NA	73,04,277	29.53	360000	76,64,277	27.21
G Venkataraman	Promoter	NA	35,83,160	14.49	120000	37,03,160	13.15

***The post preferential percentage of shareholding has been calculated assuming that all the Warrants allotted will be converted into equity shares of the Company.**

19) Contribution being made by the promoters or directors either as part of the Preferential Issue or separately in furtherance of objects.

Up to Rs**.** 12,02,40,000/- (Rupees Twelve Crores Two Lakhs Forty Thousand Only)/-

20) Undertaking:

The Company hereby undertakes that:

a) None of the Company, its Directors or Promoters have been declared as wilful defaulter or fraudulent borrower as defined under the SEBI ICDR Regulations. None of its Directors or Promoter is a fugitive economic offender as defined under the SEBI ICDR Regulations;
b) The Company is eligible to make the Preferential Issue to the Proposed Allottees under Chapter V of the SEBI ICDR Regulations;
c) As the Equity Shares have been listed for a period of more than ninety days as on the Relevant Date, the provisions of Regulation 164(3) of SEBI ICDR Regulations governing re computation of the price of shares shall not be applicable;
d) The Company shall re-compute the price of the equity shares to be allotted under the Preferential Issue, in terms of the provisions of SEBI ICDR Regulations where it is required to do so;
e) If the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI ICDR Regulations, the warrants to be allotted under the Preferential Issue shall continue to be locked-in till the time such amount is paid by the warrant holder.

21) Valuation and Justification for the allotment proposed to be made for consideration other than cash

Not applicable

22) Lock-in period

The Warrants allotted pursuant to this resolution and the resultant equity shares to be issued and allotted upon exercise of right attached to the Warrants as above shall be subject to a lock-in for such period as per the provisions of Chapter V of the SEBI ICDR Regulations.

23) Practising Company Secretary's Certificate

The certificate from M/s Rawal & Co. (Company Secretaries), certifying that the Preferential Issue is being made in accordance with the requirements contained in the SEBI ICDR Regulations shall be made available for inspection by the Members during the meeting and will also be made available on the Company's website and will be accessible at link: https://www.atmastco.com/General_Meetings_Postal_Ballot.

24) Other disclosures

a) During the period from April 01, 2024 until the date of Notice of this EGM, the Company has not made any Preferential Issue of equity shares.

b) The Company is in compliance with the conditions for continuous listing and is eligible to make the Preferential Issue under Chapter V of the SEBI ICDR Regulations.

c) Neither the Company nor any of its Directors or Promoters are categorised as wilful defaulter(s) by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulter(s) issued by the Reserve Bank of India. Further, neither the Company nor any of its Directors or Promoters is a fraudulent borrower as defined under the SEBI ICDR Regulations. Consequently, the disclosures required under Regulation 163(1)(i) of the SEBI ICDR Regulations are not applicable.

d) Neither the Company nor any of its Directors and / or Promoters is a fugitive economic offender as defined under the SEBI ICDR Regulations.

e) The justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer is not applicable as the allotment of equity shares under the Preferential Issue is for a cash consideration.

f) The Proposed Allottees have confirmed that they have not sold or transferred any equity shares of the Company during the 90 trading days preceding the Relevant Date. The Proposed Allottees have further confirmed that they are eligible under SEBI ICDR Regulations to undertake the Preferential Issue.

g) No person belonging to the promoters / promoter group has previously subscribed to any warrants of the Company during the last one year.

h) The Company is in compliance with the conditions for continuous listing.

Subramania m Swaminathan Iyer & G Venkatarama n may be considered as deemed to be concerned or interested in the said resolution. Except them, none of the Directors, Key Managerial Personnel or their relatives are in any way financially or otherwise concerned or interested in the passing of this Special Resolution as set out at Item No. 3 of this notice except and to the extent of their shareholding in the Company.

In accordance with the provisions of Sections 42 and 62 of the Act read with applicable rules thereto and relevant provisions of the SEBI ICDR Regulations, approval of the Members for issue and allotment of the said warrants to the Proposed Allottees is being sought by way of a special resolution as set out in the said item no. 3 of the Notice. Issue of the equity shares pursuant to the exercise of the rights attached to warrants would be within the authorised share capital of the Company.

The Board of Directors believes that the proposed Preferential Issue is in the best interest of the Company and its Members and, therefore, recommends the resolution at Item No. 3 of the accompanying Notice for approval by the Members of the Company as a **Special Resolution.**

In respect of Item No. 4:

M/s. A C Surana & Co., Chartered Accountants (Firm Registration No. 010781C), have resigned as Statutory Auditors w.e.f. 14.11.2024 citing reasons that they are unable to continue as auditors of the company as they were not able to recover a reasonable portion of time costs. This has resulted in a casual vacancy in the office of Statutory Auditors of the Company as envisaged by Section 139(8) of the Companies Act, 2013.

Casual vacancies caused by the resignation of auditor shall be approved by the shareholders in General Meeting within three months from the date of recommendation of the Board of Directors of the Company. The Board of Directors of the Company recommended through the resolution passed on 14.12.2024, the appointment of M/s. A C Surana & Co., Chartered Accountants (Firm Registration No. 010781C), as the Statutory Auditors of the Company to fill the casual vacancy caused by the resignation of M/s Rajesh Jalan & Associates.

Accordingly, shareholders' approval by way of Ordinary resolution is sought. M/s. A C Surana & Co., Chartered Accountants (Firm Registration No. 010781C), have conveyed their consent for being appointed as the Statutory Auditors of the Company along with a confirmation that, their appointment, if made by the members, would be within the limits prescribed under the Companies Act, 2013 and shall satisfy the criteria as provided under section 141 of the Companies Act, 2013. The Board of Directors of the Company recommends the passing of the resolution in Item No. 04 of the notice as an Ordinary resolution.

None of the Directors or Key Managerial Persons of the Company (including their relatives), except to the extent of their shareholding in the Company, are concerned or interested in the said resolution.

By Order of the Board
Atmastco Ltd.

Sd/-
Samina Ali
Company Secretary & Compliance Officer
Place: Bhilai
Date: 01.01.2025.

ATMASTCO LIMITED

Regd. Office: 157-158, Light Industrial area, Nandini road, Opp. Karuna Hospital – 490026, Chhattisgarh

Unit II Address: Village Birebhat, Tehsil Dhamda, district Durg, Chhattisgarh, India, 490026

Web Site: www.atmastco.com, Email Id: atmpl@atmastco.com

CIN: L29222CT1994PLC008234

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and
Rule 19(3) of the Companies (Management and Administration) Rules, 2014 – Form No. MGT-11]

Name of the member (s):
Registered address:
E-mail Id:
Folio No/ Client Id:
DP ID:

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

(1)Name..Address..
Email Id:..Signature....................................or failing him/her;

(2)Name..Address.. Email
Id:...Signature....................................or failing him/her;

(3)Name..Address...
Email Id:...Signature....................................or failing him/her;

And whose signature(s) are appended below as my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extra Ordinary General Meeting of the Company, to be held on Monday the 27th Day of January, 2025 at 12:00 Noon at Hotel Central Park, 29, Shivnath Complex, GE Road, Supela, Bhilai, Chhattisgarh 490023 and at any adjournment thereof in respect of such resolutions as are indicated below:

** I wish my above Proxy to vote in the manner as indicated in the box below:

Sl.	Resolutions	Optional*

No.		For	Against
1.	Consider and approve, increase the Authorized Share Capital of the Company from Rs. 25,00,00,000/- (Rupees Twenty-Five Crores Only) divided into 2,50,00,000 (Two Crores Fifty Lakhs) equity shares of Rs. 10/- (Ten only) each to Rs. 30,00,00,000 /- (Rupees Thirty Crores only) divided into 3,00,00,000 (Three Crores) equity shares of Rs. 10/- (Ten only) each.		
2.	Consider and approve, to create, issue, offer and allot, from time to time, in one or more tranches, up to 34,35,000 (Thirty-Four Lakhs Thirty-Five Thousand) Equity Shares ("Shares"), at a price of ₹ 250.50/- (Rupees Two Hundred Fifty and Fifty Paise Only) (including a premium of Rs. 240.50/- (Rupees Two Hundred Forty and Fifty Paise Only) each payable in cash ("Equity Issue Price") aggregating upto ₹ 86,04,67,500/- (Rupees Eighty-Six Crores Four Lakhs Sixty-Seven Thousand and Five Hundred Only) ("Total Issue Size"), of face value Rs. 10.00/- (Rupees Ten only), each		
3.	Consider and approve to create, issue, offer and allot, from time to time, in one or more tranches, 4,80,000 (Four Lakhs Eighty Thousand) convertible warrants ("Warrants"), each convertible into, or exchangeable for, 1 (one) fully paid-up equity share of the Company of face value of Rs. 10/- each to Promoters as mentioned below ("Warrant Holders"/" Proposed Allottees") at a price of ₹ 250.50/- (Rupees Two Hundred Fifty and Fifty Paise Only) (including a premium of Rs. 240.50/- (Rupees Two Hundred Forty and Fifty Paise Only) each payable in cash ("Warrant Issue Price") aggregating up to ₹ 12,02,40,000/- (Rupees Twelve Crores Two Lakhs Forty Thousand Only), which may be exercised in one or more tranches during the period commencing from the date of allotment of the Warrants until expiry of 18 (Eighteen) months.		
4.	Consider and approve, the appointment of M/s. A C Surana & Co., (Firm Registration No. - 010781C), be and are hereby appointed as the Statutory Auditors of the Company to fill the casual vacancy		

Signed this…… day of……… 2025

Affix Re 1/- Revenue Stamp

Signature of shareholder
Signature of Proxy holder(s)

Notes:

1. This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more

than 10% of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.

4. *This is only optional. Please put a ‘X’ in the appropriate column against the resolutions indicated in the Box. If you leave the ‘For’ or ‘Against’ column blank against any or all the resolutions, your Proxy will be entitled to vote in the manner as he/she thinks appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he so wishes.
6. In the case of joint holders, the signature of any one holder will be sufficient, but names of all the joint holders should be stated.

ATTENDANCE SLIP

ATMASTCO LIMITED

(To be handed over at the Registration Counter)

Extra-ordinary General Meeting held on Monday, 27th January, 2025

Registered Folio/DP ID & Client ID   Name and address of the Shareholder

1. I, hereby record my presence at the Extra-ordinary General Meeting of the Company held on Monday, the 27th January, 2025 at 12:00 Noon at Hotel Central Park, 29, Shivnath Complex, GE Road, Supela, Bhilai, Chhattisgarh 490023.

2. Signature of Shareholder/Proxy Present:………………………………………….

3. Shareholder/ Proxy holder wishing to attend the meeting must bring the duly signed Attendance Slip to the meeting.

4. Shareholder/Proxy holder attending the meeting is requested to bring his/her copy of the Annual Report.

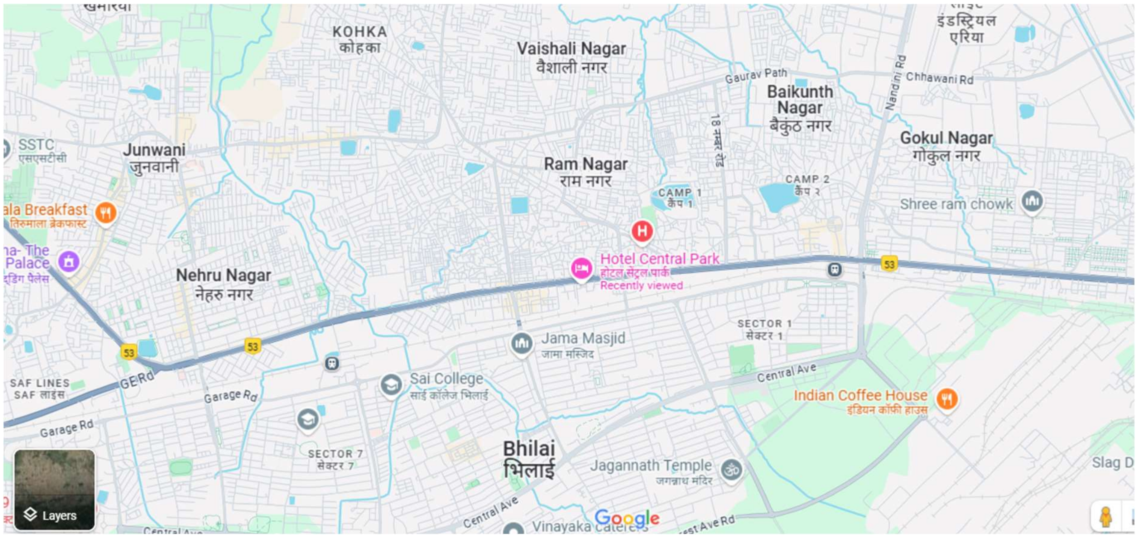
Member’s / Proxy’s Signature

PLEASE CUT HERE AND BRING THE ABOVE ATTENDANCE SLIP TO THE MEETING

ELECTRONIC VOTING PARTICULARS

Event Number	USER ID	Default PAN/Sequence Number

Note: Please read the instructions given in the Notes to the Notice of the Extra-ordinary General Meeting of the Company dated 01st January, 2025.



Venue of the Meeting

29, Shivnath Complex, GE Road, Supela, Bhilai, Chhattisgarh 490023