



ATM/NSE/013/26-27

Date: 14.05.2026

To,
The Manager
Listing Compliance Department
National Stock Exchange of India Limited
Exchange Plaza, C/1, Block G,
Bandra Kurla Complex, Bandra (East),
Mumbai- 400051.

Company Symbol: ATMASTCO (EQ),
ISIN: INE05DH01017

Sub: Disclosure under Regulation 30 of SEBI (LODR) Regulations, 2015

Ref: Notice of Extraordinary General Meeting (EGM) of the shareholders of the Company scheduled to be held on Saturday, June 06, 2026, at 12:30 P.M. (IST).

Dear Sir,

In continuation to our previous intimation dated May 13, 2026, the EGM of the Company will be held on **Saturday, June 06, 2026 at 12:30 P.M. IST** through Video Conferencing / Other Audio-Visual Means. In accordance with circulars issued by the Ministry of Corporate Affairs (MCA), shareholders will be able to attend and participate in the EGM only through VC / OAVM.

We are submitting herewith the Notice of the EGM of the Company which is being sent through electronic mode to the Members of the Company.

The Company is providing electronic voting facility to its members to exercise their right to vote by electronic means on any or all the items of business as set out in the Notice, through National Securities Depository Limited ("NSDL") e-voting platform, which will commence on **Wednesday 03rd June 2026 (9.00 A.M. IST) to Friday 05th June, 2026 (5.00 P.M. IST)**. The E-Voting module will be disabled after 5 P.M. on Friday, June 05, 2026. The members who have not cast their votes by remote e-voting can exercise their voting rights through the e-voting system during the EGM. A person, whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the

Regd. Off. : 157-158, Light Industrial Area, Bhilai - 490 026, Distt. Durg (C.G.)
Trading : Opp. Karuna Hospital, Nandini Road, Bhilai - 490 011 (C.G.) India
Unit-1 : 157-158, Light Industrial Area, Bhilai - 490 026, Distt. Durg (C.G.)
Unit-2 : Village Birebhat, Tehsil Dhamda, Distt. Durg (C.G.) - 491331
Phone : +91-788-4214677
E-mail : atmpl@atmastco.com



Quality Assured Company
ISO 9001:2015, 14001:2015, 45001:2018



ATMASTCO LTD.

CIN No: L29222CT1994PLC008234

Depositories as on **cut-off date i.e., Saturday, May 30, 2026** only shall be entitled to avail the facility of remote e-voting or e-voting at the meeting.

The Notice of the EGM is also uploaded on the website of the company www.atmastco.com on the website of National Securities Depository Limited (“NSDL”) at www.evoting.nsdl.com

Kindly take the same on record.

**Thanking you,
Yours faithfully,**

For Atmastco Ltd

**Rajendra Biswal
Company Secretary & Compliance Officer
Membership No. A76448**

Date: 14.05.2026

Place: Bhilai

Regd. Off. : 157-158, Light Industrial Area, Bhilai - 490 026, Distt. Durg (C.G.)
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NOTICE OF 1ST EXTRA-ORDINARY GENERAL MEETING

Notice is hereby given that an Extraordinary General Meeting (“EGM”) of the Members of Atmastco Ltd will be held on Saturday 06th June, 2026 at 12:30 P.M. through Video Conferencing / Other Audio-Visual Means, to transact the following business:

SPECIAL BUSINESS:

ITEM NO: 01 INCREASE IN AUTHORISED SHARE CAPITAL OF THE COMPANY AND ALTERATION TO THE CAPITAL CLAUSE OF THE MEMORANDUM OF ASSOCIATION OF THE COMPANY

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

RESOLVED THAT, pursuant to the provisions of Sections 13, 61, 64 and all other applicable provisions, if any, of the Companies Act, 2013, and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force), and subject to such approvals, consents, permissions, and sanctions as may be necessary, the consent of the members of the Company be and is hereby accorded to increase the Authorised Share Capital of the Company from Rs. 25,00,00,000 (Rupees Twenty-Five Crore only) divided into 2,50,00,000 (Two Crore Fifty Lakh) equity shares of Rs. 10 (Rupees Ten only) each to Rs. 35,00,00,000 (Rupees Thirty-Five Crore only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) equity shares of Rs. 10 (Rupees Ten only) each.

“RESOLVED FURTHER THAT, pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, the existing Clause V of the Memorandum of Association of the Company be and is hereby altered by substituting it with the following new Clause

V: The Authorised Share Capital of the Company is Rs. 35,00,00,000 (Rupees Thirty-Five Crores only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) Equity Shares of 10/- Rupees each.

“RESOLVED FURTHER THAT any Director of the Company or Company Secretary & Compliance Officer be and is hereby authorised to do all such acts, deeds, matters, and things as may be deemed necessary, proper, or expedient to give effect to this resolution, including filing necessary forms with the Registrar of Companies and making necessary entries in the statutory records of the Company.”

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

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 **35,00,000 (Thirty-Five Lakhs Only)** fully paid-up Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten only) (“**Equity Shares**”) at a price of ₹ **152** /- (**Rupees One Fifty Two Only**) (including a premium of Rs. **142**/- (**Rupees One Forty Two Only**) each payable in cash (“**Equity Issue Price**”) aggregating upto ₹ **53,20,00,000/- (Rupees Fifty Three Crore Twenty Lakhs Only)** to persons/entities (“**Proposed Allottees**”) as given below, who belongs to promoter/promoter group and non-promoter category/strategic investors on 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.

Sr. No.	Name of the Proposed Allottee(s)	Category	Share to be allotted	Consideration (in ₹)
1.	Subramaniam Swaminathan Iyer	Promoter	2,00,000	3,04,00,000.00
2.	Raasha Fincap Private Limited	Non-Promoter/Public	4,95,000	7,52,40,000.00
3.	Samir Arvind Thakker	Non-Promoter/Public	3,00,000	4,56,00,000.00
4.	Bipin Raval	Non-Promoter/Public	3,39,000	5,15,28,000.00
5.	Sangita Tundiya	Non-Promoter/Public	2,69,000	4,08,88,000.00
6.	Smita Sachin Abhyankar	Non-Promoter/Public	2,00,000	3,04,00,000.00
7.	Belgrave Investment Fund	Non-Promoter/Public	2,00,000	3,04,00,000.00

8.	Vinay Jaiprakash Ambekar	Non-Promoter/Public	1,00,000	1,52,00,000.00
9.	Rakesh Shantilal Sanghavi HUF	Non-Promoter/Public	1,00,000	1,52,00,000.00
10.	Hiral Kamleshbhai Madiya	Non-Promoter/Public	1,00,000	1,52,00,000.00
11.	Vishal Karwa	Non-Promoter/Public	1,00,000	1,52,00,000.00
12.	Barkha Kothari	Non-Promoter/Public	1,00,000	1,52,00,000.00
13.	Madhusudan Loya	Non-Promoter/Public	75,000	1,14,00,000.00
14.	Business Match Services (India) Private Limited	Non-Promoter/Public	66,000	1,00,32,000.00
15.	Yash Dedhia	Non-Promoter/Public	66,000	1,00,32,000.00
16.	Alok Rajesh Nanavaty	Non-Promoter/Public	66,000	1,00,32,000.00
17.	Jayshree Rajesh Vora	Non-Promoter/Public	50,000	76,00,000.00
18.	Praveen Govandji Maru	Non-Promoter/Public	50,000	76,00,000.00
19.	Kanhav Advisory Private Limited	Non-Promoter/Public	50,000	76,00,000.00
20.	Sushma Toshniwal	Non-Promoter/Public	50,000	76,00,000.00
21.	Vardhman Jain	Non-Promoter/Public	50,000	76,00,000.00
22.	Rajesh Kumar Agarwal	Non-Promoter/Public	50,000	76,00,000.00
23.	Anurag Nigam	Non-Promoter/Public	33,000	50,16,000.00
24.	Dharmesh Ramesh Shah	Non-Promoter/Public	33,000	50,16,000.00
25.	Nageshwarrao Srikrishna Duvvuri	Non-Promoter/Public	33,000	50,16,000.00
26.	Darshana Saumin Shah	Non-Promoter/Public	33,000	50,16,000.00
27.	Aryan Shrenik Shah	Non-Promoter/Public	33,000	50,16,000.00
28.	Meghna H Mehta	Non-Promoter/Public	33,000	50,16,000.00
29.	Upsurge Investment and Finance Limited	Non-Promoter/Public	33,000	50,16,000.00
30.	Bhumish K Shah	Non-Promoter/Public	33,000	50,16,000.00

31.	Dhaval N Kothari HUF	Non-Promoter/Public	30,000	45,60,000.00
32.	Malap Dhaval Kothari	Non-Promoter/Public	30,000	45,60,000.00
33.	Deepika Biyani	Non-Promoter/Public	25,000	38,00,000.00
34.	Prasad Rajendra Tapadiya	Non-Promoter/Public	25,000	38,00,000.00
35.	Laxminivas Asawa	Non-Promoter/Public	25,000	38,00,000.00
36.	Rajesh Sarda	Non-Promoter/Public	25,000	38,00,000.00
Total			35,00,000	53,20,00,000.00

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 **Thursday, May 07, 2026**, being the date 30 (thirty) days prior to the date of this Extra 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 THE PERSONS BELONGING TO THE PROMOTER/PROMOTER GROUP AND NON-PROMOTER CATEGORY/STRATEGIC INVESTORS:

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 National stock Exchange of India 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, up to **60,00,000 (Sixty Lakhs Only) Convertible Warrants**, each convertible into, or exchangeable for, one fully paid-up Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten only) (“Convertible Warrant”) at a price of Rs . 152/- (Rupees One Fifty-Two Only) (including a premium of Rs. 142/-) (Rupees One Forty-Two Only) each payable in cash (“Warrant Issue Price”) aggregating up to **₹ 91,20,00,000 /- (Rupees Ninety-One Crore Twenty Lakhs Only)** to the Proposed Allottees who belongs to Promoter/Promoter Group and non-promoter category/strategic investors 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	18,00,000	27,36,00,000
2	Pine Oak Global Fund	Non-Promoter/Public	32,00,000	48,64,00,000

3	Jinisha Dhaval Kothari	Non-Promoter/Public	2,00,000	3,04,00,000
4	Poonam Tapadia	Non-Promoter/Public	2,00,000	3,04,00,000
5	Pratik Rajnikant Shah (HUF)	Non-Promoter/Public	2,00,000	3,04,00,000
6	Akash Tapadia	Non-Promoter/Public	1,50,000	2,28,00,000
7	Prateek Tapadia	Non-Promoter/Public	1,50,000	2,28,00,000
8	Sharad Tapadiya	Non-Promoter/Public	50,000	76,00,000
9	Kanhav Advisory Private Limited	Non-Promoter/Public	50,000	76,00,000
Total			60,00,000	91,20,00,000

(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 **Thursday, May 07, 2026**, being the date 30 (thirty) days prior to the date of this Extra 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 **22,80,00,000** 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. 68,40,00,000** which is equivalent to 75% (seventy five percent) of the Warrants Issue size 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.”

**By Order of the Board
For Atmastco Ltd**

**Sd/-
Rajendra Biswal
Company Secretary & Compliance Officer
Membership No. A76448,
157-157, Light Industrial Area,
Nandini Road, Bhilai
Durg, Chhattisgarh- 490026
Date: 13th May 2026**

NOTES:

1. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to special business to be transacted at Extra Ordinary General (the "Meeting") is annexed herewith.
2. Ministry of Corporate Affairs ("MCA") vide its General Circular No. 09/2024 dated September 19, 2024 read with circulars issued earlier on the subject ("MCA Circulars") and SEBI vide its Circular No. SEBI/HO/CFD/CFD-PoD2/P/CIR/2024/133 dated October 3, 2024 read with the circulars issued earlier on the subject ("SEBI Circulars"), have permitted to conduct the Extra Ordinary General Meeting ("EGM") virtually, without physical presence of Members at a common venue. In compliance with the MCA Circulars and SEBI Circulars, the provisions of the Act and the SEBI Listing Regulations, the EGM of the Company is being held virtually. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the EGM has been uploaded on the website of the Company at <https://www.atmastco.com/>. The Notice can also be accessed from the websites of the Stock Exchange i.e. National Stock Exchange of India Limited at www.nseindia.com and the EGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. www.evoting.nsdl.com.
3. Since this EGM is held through Video Conference/Other Audio-Visual Means (VC/OAVM), route map to the venue is not required and therefore, the same is not annexed to this Notice.
4. The Members can join the EGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the EGM through VC/OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM without restriction on account of first come first served basis.
5. The attendance of the Members attending the EGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Appointment of Proxy and Attendance Slip: Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this EGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the EGM through VC/OAVM and participate there at and cast their votes through e-voting.
7. Corporate shareholders/institutional shareholders intending to send their authorized representative(s) to attend/ vote at the EGM are requested to send from their registered e-mail address, scan copy of the relevant Board Resolution/ Authority Letter, etc. authorizing their representative(s) to attend / vote, to the Scrutinizer on his e-mail ID at vivekrawal89@gmail.com with a copy marked to evoting@nsdl.com and cs@atmastco.com.
8. **Rawal & Co., Proprietor Vivek Rawal, Practicing Company secretary (CP No. 22687 Membership No.: 43231)**, has been appointed as a scrutinizer to scrutinize the remote e-voting and

e-voting during EGM to be carried out in a fair and transparent manner and they have communicated their willingness to be appointed and will be available for the said purpose.

9. E-Voting: Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) the Secretarial Standard on General Meetings (SS-2) issued by the ICSI and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs from time to time the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the EGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as e-voting on the date of the EGM will be provided by NSDL.
10. EGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020 and MCA Circular No. 2/2021 dated January 13, 2021.
11. In line with the aforesaid MCA Circular, The Notice of this EGM is being sent to Members only through electronic mode to their emails registered with the Company whose name appear in the register of members/list of beneficiaries received from the depositories as on **Friday, May 08, 2026**. Members may note that the notice will also be available on the company's website, www.atmastco.com and of the Stock Exchanges i.e. National Stock Exchange of India limited at www.nseindia.com. The EGM notice is also available on the website of NSDL (agency for providing the e-voting facility) i.e. www.evoting.nsdl.com.
12. The remote e-voting period commences on **Wednesday 03rd June 2026 (9.00 A.M. IST) to Friday 05th June, 2026 (5.00 P.M. IST)**. During this period, members of the Company holding shares as on cut-off date i.e. **Saturday 30th May, 2026** may cast their vote electronically. The remote e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the member, he / she shall not be allowed to change it subsequently. The voting rights of members (for voting through remote e-voting before the EGM and remote e-voting during the EGM) shall be in proportion to their shares held in the paid-up equity share capital of the Company as on the cut-off date **i.e. Saturday 30th May, 2026**.
13. Shareholders holding shares in physical form are requested to register their email address with the registrar and share transfer agents by sending duly signed request letter quoting their folio no., name and address, in case of shares deed in Demat form, the shareholders may register their email with their DP's (Depository Participants).
14. All members are requested to support green initiative of the ministry of corporate affairs, Government of India and register their email addresses to receive all these documents electronically from the company in accordance with rule 18 of the companies (management & administration) rules 2014, and rule 11 of the companies (accounts) rules 2014. All the aforesaid documents have been uploaded on and are available for download from the company's website, being www.atmastco.com.
15. In compliance with section 108 of the companies act, 2013, rule 20 of the companies (management and administration) rules 2015, however, pursuant to regulation 44 of the SEBI (Listing Obligations

and Disclosure Requirements) regulations 2015, SS-2 (Secretarial Standards) on General Meeting issued by the Institute of Company Secretaries of India ("ICSI") and the provisions of the MCA circulars and the SEBI circulars, the business may be transacted through electronic voting system and the company is providing for voting by electronic means (e-voting) to its members through remote e-voting platform provided by the NSDL to cast their votes.

16. In case of joint holders attending the EGM, the member whose name appears as the first holder in the order of names as per the register of members of the Company will be entitled to vote.
17. The format of the register of members prescribed by the MCA under the Act requires the Company / Registrars and Share Transfer Agents to record additional details of members, including their PAN details, email address, bank details for payment of dividend, etc. Any requests for updating these details should be submitted in Form ISR-1.
18. Members seeking any information with regard to any matter to be placed at the EGM, are requested to write to the company through an email i.e. cs@atmastco.com
19. All the documents referred to in the accompanying Notice shall be available for electronic inspection during business hours on all working days without any fee by the Members from the date of circulation of this Notice up to the date of EGM, i.e., **June 06, 2026**. Members seeking to inspect such documents can send an email to cs@atmastco.com.
20. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-voting before the EGM as well as remote e-voting during the EGM. Any person who is not a member as on the cut-off date should treat this notice for information purposes only. Any person holding shares and non-individual shareholders, who acquire shares of the Company and become a member of the Company after sending the notice and holding shares as of the cut-off date, may obtain the login ID and password by sending a request to evoting@nsdl.co.in. However, if he / she is already registered with NSDL for remote e-voting then he / she can use his / her existing User ID and Password for casting the vote
21. The scrutinizer shall, immediately after the conclusion of remote e-voting at the EGM, unblock the votes cast through remote e-voting (votes cast during the EGM and at the EGM) and make, **not later than two working days of conclusion of the EGM**, a consolidated Scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorised by him in writing, who shall countersign the same.
22. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.atmastco.com and on the website of NSDL <https://www.evoting.nsdl.com> immediately after the results are declared and the same shall be communicated to the National Stock Exchange of India Limited, where the shares of the Company are listed.
23. Subject to the receipt of the requisite number of votes, the resolutions forming part of the EGM Notice shall be deemed to have been passed on the date of the EGM i.e., **Saturday 06th June 2026**.

THE INTRUCTIONS OF SHAREHOLDERS FOR E-VOTING ARE AS UNDER:

The remote e-voting period begins on Wednesday 03rd June 2026 (9.00 A.M. IST) and ends on 05th June, 2026 (5.00 P.M. IST). 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. Saturday 30th May, 2026 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 Saturday 30th May, 2026

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

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

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

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

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none">1. For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period2. 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

3. 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.
4. 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



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. 1800-21-09911

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

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

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL

eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

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

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

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
 - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
 - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

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

- a) Click on "**Forgot User Details/Password?**"(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- 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 vivekrawal89@gmail.com with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "**Upload Board Resolution / Authority Letter**" displayed under "**e-Voting**" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “Forgot User Details/Password?” or “Physical User Reset Password?” option available on www.evoting.nsdl.com to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of www.evoting.nsdl.com or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, Senior Manager, NSDL 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 shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A)** i.e. **Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE EGM ARE AS UNDER:-

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

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

1. Member will be provided with a facility to attend the EGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.

4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013 AND / OR REGULATION 36(3) OF THE SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015

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, Item No.2 and Item No. 3 of the accompanying Notice dated **May 13, 2026**:

In Respect of Item No. 1:

The present Authorised Share Capital of the Company is Rs. 25,00,00,000 (Rupees Twenty-Five Crore only) divided into 2,50,00,000 (Two Crores Fifty Lakh) equity shares of Rs. 10 (Rupees Ten only) each. In order to meet the Company’s future growth plans, expansion activities, and to facilitate the raising of further capital, it is proposed to increase the Authorised Share Capital of the Company to Rs. 35,00,00,000 (Rupees Thirty-Five Crore only) divided into 3,50,00,000 (Three Crore Fifty Lakhs) equity shares of Rs. 10 (Rupees Ten only) each.

Consequently, Clause V of the Memorandum of Association of the Company is required to be altered to reflect the increased Authorised Share Capital.

The Board of Directors, at its meeting held on 13th May, 2026 approved the proposed increase in Authorised Share Capital and the consequent amendment to the Memorandum of Association, subject to the approval of the shareholders.

None of the Directors, Key Managerial Personnel, or their relatives are, in any way, concerned or interested, financially or otherwise, in the proposed resolution, except to the extent of their shareholding in the Company, if any.

The Board recommends the **Ordinary Resolution** set out above for approval by the members of the Company.

In respect of Item No. 2:

The Board of Directors of the Company (“Board”) at their meeting held on **May 13, 2026**, has approved raising of funds aggregating up to ₹53,20,00,000 /- (Rupees Fifty Three Crore Twenty Lakhs Only) by way of issuance of up to **35,00,000 (Thirty Five Lakhs Only)** fully paid-up Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten only) (“**Equity Shares**”) at a price of ₹ **152/- (Rupees One Hundred Fifty Two Only)** (including a premium of Rs. 142/- (Rupees One Hundred Forty-Two Only) each payable in cash (“**Equity Issue Price**”) aggregating upto ₹53,20,00,000 /- (**Rupees Fifty Three Crores Twenty Lakhs Only**) to **persons/entities (“Proposed Allottees”)** who belongs to promoter/promoter group and non-promoter category/strategic investors. 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:

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the

“SEBI ICDR Regulations”), to subscribe to the Equity Shares to be issued pursuant to the Preferential Issue.

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 set out below:

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

The Board, at its meeting held on **May 13, 2026**, has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to **35,00,000 (Thirty Five Lakhs Only)** fully paid-up Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten only) (“**Equity Shares**”) at a price of ₹ **152/- (Rupees One Hundred Fifty Two Only)** (including a premium of Rs. 142/- (Rupees One Hundred Forty Two Only) each payable in cash (“**Equity Issue Price**”) aggregating upto ₹ **53,20,00,000 /- (Rupees Fifty Three Crores Twenty Lakhs Only)** to **persons/entities (“Proposed Allottees”)** who belong to promoter/promoter group and non-promoter category/strategic investors on 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.

Sr. No.	Name of the Proposed Allottee(s)	Category	Share to be allotted	Consideration (in ₹)
1.	Subramaniam Swaminathan Iyer	Promoter	2,00,000	3,04,00,000.00
2.	Raasha Fincap Private Limited	Non-Promoter/Public	4,95,000	7,52,40,000.00
3.	Samir Arvind Thakker	Non-Promoter/Public	3,00,000	4,56,00,000.00
4.	Bipin Raval	Non-Promoter/Public	3,39,000	5,15,28,000.00
5.	Sangita Tundiya	Non-Promoter/Public	2,69,000	4,08,88,000.00
6.	Smita Sachin Abhyankar	Non-Promoter/Public	2,00,000	3,04,00,000.00
7.	Belgrave Investment Fund	Non-Promoter/Public	2,00,000	3,04,00,000.00
8.	Vinay Jaiprakash Ambekar	Non-Promoter/Public	1,00,000	1,52,00,000.00
9.	Rakesh Shantilal Sanghavi HUF	Non-Promoter/Public	1,00,000	1,52,00,000.00
10.	Hiral Kamleshbhai Madiya	Non-Promoter/Public	1,00,000	1,52,00,000.00
11.	Vishal Karwa	Non-Promoter/Public	1,00,000	1,52,00,000.00

12.	Barkha Kothari	Non-Promoter/Public	1,00,000	1,52,00,000.00
13.	Madhusudan Loya	Non-Promoter/Public	75,000	1,14,00,000.00
14.	Business Match Services (India) Private Limited	Non-Promoter/Public	66,000	1,00,32,000.00
15.	Yash Dedhia	Non-Promoter/Public	66,000	1,00,32,000.00
16.	Alok Rajesh Nanavaty	Non-Promoter/Public	66,000	1,00,32,000.00
17.	Jayshree Rajesh Vora	Non-Promoter/Public	50,000	76,00,000.00
18.	Praveen Govandji Maru	Non-Promoter/Public	50,000	76,00,000.00
19.	Kanhav Advisory Private Limited	Non-Promoter/Public	50,000	76,00,000.00
20.	Sushma Toshniwal	Non-Promoter/Public	50,000	76,00,000.00
21.	Vardhman Jain	Non-Promoter/Public	50,000	76,00,000.00
22.	Rajesh Kumar Agarwal	Non-Promoter/Public	50,000	76,00,000.00
23.	Anurag Nigam	Non-Promoter/Public	33,000	50,16,000.00
24.	Dharmesh Ramesh Shah	Non-Promoter/Public	33,000	50,16,000.00
25.	Nageshwarrao Srikrishna Duvvuri	Non-Promoter/Public	33,000	50,16,000.00
26.	Darshana Saumin Shah	Non-Promoter/Public	33,000	50,16,000.00
27.	Aryan Shrenik Shah	Non-Promoter/Public	33,000	50,16,000.00
28.	Meghna H Mehta	Non-Promoter/Public	33,000	50,16,000.00
29.	Upsurge Investment and Finance Limited	Non-Promoter/Public	33,000	50,16,000.00
30.	Bhumish K Shah	Non-Promoter/Public	33,000	50,16,000.00
31.	Dhaval N Kothari HUF	Non-Promoter/Public	30,000	45,60,000.00
32.	Malap Dhaval Kothari	Non-Promoter/Public	30,000	45,60,000.00
33.	Deepika Biyani	Non-Promoter/Public	25,000	38,00,000.00
34.	Prasad Rajendra Tapadiya	Non-Promoter/Public	25,000	38,00,000.00

35.	Laxminivas Asawa	Non-Promoter/Public	25,000	38,00,000.00
36.	Rajesh Sarda	Non-Promoter/Public	25,000	38,00,000.00
Total			35,00,000	53,20,00,000.00

The proposed preferential issue shall not result in any change in control or management of the Company.

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 **35,00,000 (Thirty Five Lakhs)** fully paid-up Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten only) (“**Equity Shares**”) at a price of ₹ **152/- (Rupees One Hundred and Fifty-Two Only)** (including a premium of Rs. 142/- (Rupees One Hundred and Forty-Two Only) each payable in cash (“**Equity Issue Price**”) aggregating upto ₹ **53,20,00,000 /- (Rupees Fifty-Three Crores Twenty Lakhs Only)**, by way of a Preferential Issue.

3. Purpose/Objects of the Issue:

The proceeds raised through the Preferential Issue of equity shares and warrants (“Issue Proceeds”) shall be utilized as follows:

S. No.	Particulars	Amount (In Crores)	Tentative timelines for utilisation of issue proceeds from date of receipt of funds
1.	Working Capital for Defence	77.98 Crores	24 Months from the receipt of funds.
2.	Working Capital for EPC and Fabrication	51.98 Crores	
3.	General Corporate Purpose	14.44 Crores	
	Total	144.40 Crores*	

*(*This total amount raised, amounting to ₹144.40 Crores includes funds raised through both the issuance of equity shares and warrants.)*

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail

rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Pending utilisation of the proceeds from the Preferential Issue, the Company shall invest such proceeds in government securities, money market instruments including money market mutual funds, deposits with scheduled commercial banks and other instruments or any other investments as permitted under applicable laws.

4. Monitoring of utilisation of funds:

As the issue size of the issue exceeds Rs. 100 Crore (Indian Rupees One Hundred Crore) in terms of Regulation 162A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company is required to appoint a Monitoring Agency. Accordingly, **Infomerics Valuation and Rating Ltd (Formerly Infomerics Valuation & Rating Pvt Ltd.)** has been appointed as the Monitoring Agency for monitoring the utilization of proceeds of the issue in compliance with the applicable provisions 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 shares to be issued is **Thursday, May 07,2026 i.e. 30 (thirty)** days prior to the date of this Extra Ordinary General Meeting which is **June 06, 2026** to approve the proposed preferential issue.

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

The Equity Shares of Company are listed on National Stock Exchange of India Limited (“NSE”). The equity shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the preceding 90 (ninety) trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with Chapter V of the SEBI ICDR Regulations. Further, the Articles of Association of the Company does not contain any article which provides for determination of price in case of preferential issue.

In terms of the applicable provisions of the SEBI ICDR Regulations, the price at which the securities may be issued computes to Rs. 151.38/- (Rupees One Hundred Fifty-One and Thirty-Eight Paise Only) per Equity Share, being higher of the following:

- a) 90 (Ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. **Rs.135.98/- per equity share;**
- b) 10 (Ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. **Rs.151.38 /- per equity share.**
- c) Floor price determined in accordance with the provisions of the articles of association of the Company.

Further a certificate has been obtained from Ms. Vivek Rawal, Practicing Company Secretary certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI ICDR Regulation.

Considering that the proposed allotment is more than 5% of the post issue fully diluted Shares capital of the Company, to the allottees and allottees acting in concert, the pricing of the Equity Shares to be allotted shall be higher of the following parameters: Price determined as per the provisions of the Regulation 164(1) of the SEBI ICDR Regulations, 2018 (in case of frequently traded shares) or Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations, 2018. Further, there will be no change in control due to this preferential issue.

Accordingly, the company has obtained Valuation Report dated May 13, 2026 issued by Mr. Krishna Chaitanya Janga, a Registered Valuer (Registration No. IBBI/RV/05/2019/12328) having his office located at 113A, Usha Enclave, Srinagar Colony Main Rd, SBH Colony, Yousufguda, Hyderabad, Telangana 500045 in accordance with Regulation 164 & 166A of SEBI (Issue of Capital and Disclosures Requirement) Regulations 2018. The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at <https://www.atmastco.com/short/atm-val>.

Pursuant to the above, the minimum issue price determined in accordance with regulations 164(1) read with regulation 166 and 166A of Chapter V of SEBI ICDR Regulations is Rs. 151.38/- (Rupees One Hundred Fifty-One and Thirty-Eight Paise Only).

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

Aggregating up to ₹ 53,20,00,000 /- (Rupees Fifty-Three Crores Twenty Lakhs 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 belongs promoter and non-promoter category/strategic investors.

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 2026-27.

10. Maximum number of securities to be issued.

The Company proposes to offer, issue and allot, in one or more tranches, upto **35,00,000 (Thirty-five Lakhs Only)** fully paid-up Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten only) ("**Equity Shares**") at a price of ₹ **152/- (Rupees One Hundred Fifty-Two Only)** (including a premium of Rs. 142/- (Rupees One Hundred Forty-Two Only) each payable in cash ("**Equity Issue Price**") aggregating upto ₹ **53,20,00,000 /- (Rupees Fifty-Three Crores Twenty Lakhs Only)** to the persons belonging to promoter and non – promoter category by way of a Preferential Issue.

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

Except for Subramaniam Swaminathan Iyer (Promoter & Managing Director), none of the promoter or promoter group, 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 in furtherance of the objects specified hereinabove.

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

As required under the SEBI (ICDR) Regulations, the Equity Shares shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Equity shares is pending on account of receipt of any approval or permission from any regulatory authority or Government of India then allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of equity shares in dematerialized form.

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

Sl No	Category of Shareholder(s)	Pre – Issue		Post – Issue*	
		(as on March 31, 2026)		No. of shares held	% of share holding
		No. of shares held	% of share holding		
A	Promoters & Promoter Group Holding				
1	Indian				
a)	Individual	1,15,26,187	46.60	1,35,26,187	39.51
b)	Bodies Corporate	48,32,583	19.54	48,32,583	14.09
	Sub-Total (A)(1)	1,63,58,770	66.14	1,83,58,770	53.62
2	Foreign	0	0	0	0
a)	Bodies Corporate	0	0	0	0
	Sub- Total (A)(2)	0	0	0	0
	Total Promoters & Promoter Group Holding (A)	1,63,58,770	66.14	1,83,58,770	53.62
B	Non-Promoters Holding				
1	Institutional Investors				
a)	Mutual Funds	0	0	0	0

b)	FPI	0	0	34,00,000	9.93
c)	Alternate Investment Funds	2,400	0.01	2,400	0.00
d)	Foreign Companies	0	0	0	0
e)	Insurance Companies	0	0	0	0
f)	NBFCs registered with RBI	0	0	33,000	0.10
	Sub-Total (B)(1)	2,400	0.01	34,35,400	10.03
2	Institutions (foreign)				
	Foreign Direct Investment	0	0	0	0
	Foreign Ventures Capital Investors	0	0	0	0
	Foreign Portfolio Investors category-I	0	0	0	0
	Foreign Portfolio Investors category-II	0	0	0	0
	Sub-Total (B)(2)	0	0	0	0
3	Central Government/ State Government	0	0	0	0
	Sub-Total (B)(3)	0	0	0	0
4	Non-Institutions				
a)	Resident Individuals	71,37,120	28.86	1,02,13,120	29.83
b)	NBFCs registered with RBI	0	0	0	0
c)	Any other, specify	0	0	0	0
d)	Directors and Their Relatives	0	0	0	0
e)	Key Managerial Personnel	0	0	0	0
f)	IEPF	0	0	0	0
g)	Trusts	0	0	0	0
h)	Foreign National	0	0	0	0
i)	Non-Nationalised Banks	0	0	0	0
j)	Non-Resident Indians	1,47,200	0.60	1,47,200	0.44

k)	Clearing Member	0	0	0	0
l)	Bodies Corporate	2,82,800	1.14	9,43,800	2.77
m)	Any other	8,06,400	3.26	11,36,400	3.31
	Sub-Total (B)(4)	83,73,520	33.85	1,24,40,520	36.33
	Total Public Shareholding (B)	83,75,920	36.86	1,58,75,920	46.38
	Total (A)+(B)	2,47,34,690	100	3,42,34,690	100

- *Pre-issue shareholding as on 31st March, 2026.*
- *The above mentioned Fully Diluted Capital shareholding and percentage of the Company has been calculated on basis of assuming full subscription of 35,00,000 equity shares and full conversion of 60,00,000 warrants to be allotted under the present issue to the promoters and non-promoters through previous preferential allotment.*
- *There shall not be any change in control consequent to the present preferential issue of equity shares and convertible warrants.*

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

There shall be no change in the management or control of the Company pursuant to the issue of the Equity Shares.

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.

Name of the Proposed Allottees	Current Status of proposed Allottee	Proposed Status of allottees post Preferential Issue
Subramaniam Swaminathan Iyer	Promoter	Promoter
Raasha Fincap Private Limited	Non-Promoter/Public	Non-Promoter/Public
Samir Arvind Thakker	Non-Promoter/Public	Non-Promoter/Public

Bipin Raval	Non-Promoter/Public	Non-Promoter/Public
Sangita Tundiya	Non-Promoter/Public	Non-Promoter/Public
Smita Sachin Abhyankar	Non-Promoter/Public	Non-Promoter/Public
Belgrave Investment Fund	Non-Promoter/Public	Non-Promoter/Public
Vinay Jaiprakash Ambekar	Non-Promoter/Public	Non-Promoter/Public
Rakesh Shantilal Sanghavi HUF	Non-Promoter/Public	Non-Promoter/Public
Hiral Kamleshbhai Madiya	Non-Promoter/Public	Non-Promoter/Public
Vishal Karwa	Non-Promoter/Public	Non-Promoter/Public
Barkha Kothari	Non-Promoter/Public	Non-Promoter/Public
Madhusudan Loya	Non-Promoter/Public	Non-Promoter/Public
Business Match Services (India) Private Limited	Non-Promoter/Public	Non-Promoter/Public
Yash Dedhia	Non-Promoter/Public	Non-Promoter/Public
Alok Rajesh Nanavaty	Non-Promoter/Public	Non-Promoter/Public
Jayshree Rajesh Vora	Non-Promoter/Public	Non-Promoter/Public
Praveen Govandji Maru	Non-Promoter/Public	Non-Promoter/Public
Kanhav Advisory Private Limited	Non-Promoter/Public	Non-Promoter/Public
Sushma Toshniwal	Non-Promoter/Public	Non-Promoter/Public
Vardhman Jain	Non-Promoter/Public	Non-Promoter/Public
Rajesh Kumar Agarwal	Non-Promoter/Public	Non-Promoter/Public
Anurag Nigam	Non-Promoter/Public	Non-Promoter/Public
Dharmesh Ramesh Shah	Non-Promoter/Public	Non-Promoter/Public
Nageshwarrao Srikrishna Duvvuri	Non-Promoter/Public	Non-Promoter/Public
Darshana Saumin Shah	Non-Promoter/Public	Non-Promoter/Public
Aryan Shrenik Shah	Non-Promoter/Public	Non-Promoter/Public
Meghna H Mehta	Non-Promoter/Public	Non-Promoter/Public
Upsurge Investment and Finance Limited	Non-Promoter/Public	Non-Promoter/Public
Bhumish K Shah	Non-Promoter/Public	Non-Promoter/Public
Dhaval N Kothari HUF	Non-Promoter/Public	Non-Promoter/Public
Malap Dhaval Kothari	Non-Promoter/Public	Non-Promoter/Public
Deepika Biyani	Non-Promoter/Public	Non-Promoter/Public
Prasad Rajendra Tapadiya	Non-Promoter/Public	Non-Promoter/Public
Laxminivas Asawa	Non-Promoter/Public	Non-Promoter/Public
Rajesh Sarda	Non-Promoter/Public	Non-Promoter/Public

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
Subramaniam Swaminathan Iyer	Promoter	NA	73,04,277	29.53	2,00,000	75,04,277	21.92
Raasha Fincap Private Limited	Public	Natasha Vinay Fatehchandka	0	0	4,95,000	4,95,000	1.45
Samir Arvind Thakker	Public	NA	0	0	3,00,000	3,00,000	0.88
Bipin Raval	Public	NA	0	0	3,39,000	3,39,000	0.99
Sangita Tundiya	Public	NA	0	0	2,69,000	2,69,000	0.79
Smita Sachin Abhyankar	Public	NA	9,600	0.01	2,00,000	2,09,600	0.61
Belgrave Investment Fund	Public	Jayechund Jingree	0	0	2,00,000	2,00,000	0.58
Vinay Jaiprakash Ambekar	Public	NA	0	0	1,00,000	1,00,000	0.29
Rakesh Shantilal Sanghavi HUF	Public	Rakesh Shantilal Sanghavi	0	0	1,00,000	1,00,000	0.29
Hiral Kamleshbhai Madiya	Public	NA	0	0	1,00,000	1,00,000	0.29
Vishal Karwa	Public	NA	0	0	1,00,000	1,00,000	0.29
Barkha Kothari	Public	NA	0	0	1,00,000	1,00,000	0.29
Madhusudan Loya	Public	NA	0	0	75,000	75,000	0.22

Business Match Services (India) Private Limited	Public	Chandir Gidwani	0	0	66,000	66,000	0.19
Yash Dedhia	Public	NA	0	0	66,000	66,000	0.19
Alok Rajesh Nanavaty	Public	NA	0	0	66,000	66,000	0.19
Jayshree Rajesh Vora	Public	NA	0	0	50,000	50,000	0.15
Praveen Govandji Maru	Public	NA	0	0	50,000	50,000	0.15
Kanhav Advisory Private Limited	Public	Mehul Devidas Nayak	0	0	50,000	50,000	0.15
Sushma Toshniwal	Public	NA	0	0	50,000	50,000	0.15
Vardhman Jain	Public	NA	0	0	50,000	50,000	0.15
Rajesh Kumar Agarwal	Public	NA	0	0	50,000	50,000	0.15
Anurag Nigam	Public	NA	0	0	33,000	33,000	0.10
Dharmesh Ramesh Shah	Public	NA	0	0	33,000	33,000	0.10
Nageshwarrao Srikrishna Duvvuri	Public	NA	0	0	33,000	33,000	0.10
Darshana Saumin Shah	Public	NA	0	0	33,000	33,000	0.10
Aryan Shrenik Shah	Public	NA	0	0	33,000	33,000	0.10
Meghna H Mehta	Public	NA	400	0.001	33,000	33,400	0.10
Upsurge Investment and Finance Limited	Public	NA	0	0	33,000	33,000	0.10
Bhumish K Shah	Public	NA	0	0	33,000	33,000	0.10
Dhaval N Kothari HUF	Public	Dhaval Nitin Kothari	0	0	30,000	30,000	0.10
Malap Dhaval	Public	NA	30,000	0,08	20,000	50,000	0.15

Kothari							
Deepika Biyani	Public	NA	0	0	25,000	25,000	0.07
Prasad Rajendra Tapadiya	Public	NA	0	0	25,000	25,000	0.07
Laxminivas Asawa	Public	NA	0	0	25,000	25,000	0.07
Rajesh Sarada	Public	NA	0	0	25,000	25,000	0.07

(#Note: Post % is based on considering only equity shares of the above listed person/entities to Fully Diluted Capital shareholding and percentage of the Company on basis of assuming full subscription of 35,00,000 equity shares and full conversion of 60,00,000 warrants to be allotted under the present issue to the promoter and non-promoters through preferential allotment).

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

Upto Rs. 3,04,00,000/- (Rupees Three Crores Four Lakhs Only) by way of Equity Shares.

20. Undertaking

The Company hereby undertakes that:

- None of the Company, its directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- The Company is eligible to make the Preferential Issue to the Proposed Allottee under Chapter V of the SEBI ICDR Regulations.
- 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. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.

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 <https://atmastco.com/short/preferential-issue>.

24. Other disclosures

- a) During the period from April 01, 2026 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.

Except for Subramaniam Swaminathan Iyer, to the extent of his proposed subscription to the Equity Shares under the Preferential Issue and his shareholding interest in the Company, none of the Directors, Key Managerial Personnel of the Company or their relatives are in any way financially or otherwise concerned or interested in the passing of the **Special Resolution** as set out at **Item No. 2** of this Notice.

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 equity shares 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 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 May 13, 2026, has approved raising of funds aggregating up to ₹ 91,20,00,000/- (Rupees Ninety-One Crore Twenty Lakh Only), by way of issuance of up to 60,00,000 (Sixty Lakhs Only) warrants, each convertible into, or exchangeable for, one fully paid-up Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten only) (“Convertible Warrant persons/entities (“Proposed Allottees”) who belongs to promoter/promoter group and non-promoter category/strategic investors (“Warrant Holders”/“Proposed Allottees”) at a price of Rs. 152/- (Rupees One Hundred Fifty Two) each payable in cash (including the warrant subscription price and the warrant exercise price”), aggregating up to ₹ 91,20,00,000/- (Rupees Ninety-One Crore Twenty Lakh 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 people:

Sr. No.	Name of the Proposed Allottee(s)	Category	Convertible Warrants to be allotted	Consideration (in ₹)
1.	Subramaniam Swaminathan Iyer	Promoter	18,00,000	27,36,00,000
2.	Pine Oak Global Fund	Non-Promoter/Public	32,00,000	48,64,00,000.00
3.	Jinisha Dhaval Kothari	Non-Promoter/Public	2,00,000	3,04,00,000.00
4.	Poonam Tapadia	Non-Promoter/Public	2,00,000	3,04,00,000.00
5.	Pratik Rajnikant Shah (HUF)	Non-Promoter/Public	2,00,000	3,04,00,000.00
6.	Akash Tapadia	Non-Promoter/Public	1,50,000	2,28,00,000.00
7.	Prateek Tapadia	Non-Promoter/Public	1,50,000	2,28,00,000.00
8.	Sharad Tapadiya	Non-Promoter/Public	50,000	76,00,000.00
9.	Kanhav Advisory Private Limited	Non-Promoter/Public	50,000	76,00,000.00
Total			60,00,000	91,20,00,000

The Proposed Allottees have also confirmed their eligibility in terms of Regulation 159 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (the “SEBI ICDR Regulations”), to subscribe to the Warrants to be issued pursuant to the Preferential Issue.

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 set out below:

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

The Board, at its meeting held on May 13, 2026 has, subject to the approval of the Members and such other approvals as may be required, approved the issuance of up to **60,00,000 (Sixty Lakhs Only)** warrants, each convertible into, or exchangeable for, one fully paid-up Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten only) (“Warrant”) at a price of **₹152/- (Rupees One Hundred Fifty-Two Only)** (including a premium of Rs. 142/-) (Rupees One Hundred Forty-Two Only) each payable in cash (“Warrant Issue Price”) aggregating up to **₹ 91,20,00,000/- (Rupees Ninety-One Crore Twenty Lakh Only)** for a cash consideration, by way of a preferential issue on a private placement basis.

The proposed preferential issue shall not result in any change in control or management of the Company.

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 **60,00,000 (Sixty Lakhs Only)** warrants, each convertible into, or exchangeable for, one fully paid-up Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten only) (“Warrant”) at a price of **₹152/- (Rupees One Hundred Fifty Two Only)** (including a premium of Rs. 142/-) (Rupees One Hundred Forty-Two Only) each payable in cash (“Warrant Issue Price”) aggregating up to **₹ 91,20,00,000/- (Rupees Ninety-One Crore Twenty Lakh Only)** (“Total Issue Size”) by way of a Preferential Issue.

3. Purpose/Objects of the Issue:

The proceeds raised through the Preferential Issue of equity shares and warrants (“Issue Proceeds”) shall be utilized as follows:

S. No.	Particulars	Amount (In Crores)	Tentative timelines for utilisation of issue proceeds from date of receipt of funds
1.	Working Capital for Defence	77.98 Crores	24 Months from the receipt of funds.
2.	Working Capital for EPC and Fabrication	51.98 Crores	
3.	General Corporate Purpose	14.44 Crores	
	Total	144.40 Crores*	

*(*This total amount raised, amounting to ₹144.40 Crores includes funds raised through both the issuance of equity shares and warrants.)*

In terms of the NSE Circular No. NSE/CML/2022/56 dated December 13, 2022, the amount specified for the aforementioned Objects may deviate +/- 10% depending upon the future circumstances, given that the Objects are based on management estimates and other commercial and technical factors. Accordingly, the same is dependent on a variety of factors such as financial, market and sectoral conditions, business performance and strategy, competition and other external factors, which may not be within the control of the Company and may result in modifications to the proposed schedule for

utilization of the Issue Proceeds at the discretion of the Board, subject to compliance with applicable laws.

If the Issue Proceeds are not utilised (in full or in part) for the Objects during the period stated above due to any such factors, the remaining Issue Proceeds shall be utilised in subsequent periods in such manner as may be determined by the Board, in accordance with applicable laws. This may entail rescheduling and revising the planned expenditure and funding requirements and increasing or decreasing the expenditure for a particular purpose from the planned expenditure as may be determined by the Board, subject to compliance with applicable laws.

Pending utilisation of the proceeds from the Preferential Issue, the Company shall invest such proceeds in government securities, money market instruments including money market mutual funds, deposits with scheduled commercial banks and other instruments or any other investments as permitted under applicable laws.

4. Monitoring of utilisation of funds:

As the issue size of the issue exceeds Rs. 100 Crore (Indian Rupees One Hundred Crore) in terms of Regulation 162A of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, the Company is required to appoint a Monitoring Agency. Accordingly, **Infomerics Valuation and Rating Ltd (Formerly Infomerics Valuation & Rating Pvt Ltd.)** has been appointed as the Monitoring Agency for monitoring the utilization of proceeds of the issue in compliance with the applicable provisions 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 **Thursday, May 07, 2026 i.e. 30 (thirty) days** prior to the date of this Extra Ordinary General Meeting which is **June 06, 2026** to approve the proposed preferential issue.

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

The Equity Shares of Company are listed on National Stock Exchange of India Limited (“NSE”). The equity shares are frequently traded in terms of the SEBI ICDR Regulations and NSE, being the Stock Exchange with higher trading volumes for the preceding 90 (ninety) trading days prior to the Relevant Date, has been considered for determining the floor price in accordance with Chapter V of the SEBI ICDR Regulations. Further, the Articles of Association of the Company does not contain any article which provides for determination of price in case of preferential issue.

In terms of the applicable provisions of the SEBI ICDR Regulations, the price at which the securities may be issued computes to Rs. 151.38/- (Rupees One Hundred Fifty-One and Thirty-Eight Paise Only) per Equity Share, being higher of the following:

- a) 90 (Ninety) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. **Rs.135.98/- per equity share;**
- b) 10 (Ten) trading days volume weighted average price (VWAP) of the equity shares of the Company preceding the Relevant Date: i.e. **Rs.151.38 /- per equity share.**

- c) Floor price determined in accordance with the provisions of the articles of association of the Company.

Further a certificate has been obtained from Ms. Vivek Rawal, Practicing Company Secretary certifying compliance with the Floor Price for the proposed preferential issue of the Company, based on the pricing formula prescribed under Regulation 164 of the Chapter V of SEBI ICDR Regulation.

Considering that the proposed allotment is more than 5% of the post issue fully diluted Shares capital of the Company, to the allottees and allottees acting in concert, the pricing of the warrants to be allotted shall be higher of the following parameters: Price determined as per the provisions of the Regulation 164(1) of the SEBI ICDR Regulations, 2018 (in case of frequently traded shares) or Price determined as per provisions of the Regulation 166A(1) of the SEBI ICDR Regulations, 2018. Further, there will be no change in control due to this preferential issue.

Accordingly, the company has obtained Valuation Report dated May 13, 2026 issued by Mr. Krishna Chaitanya Janga, a Registered Valuer (Registration No. IBBI/RV/05/2019/12328) having his office located at 113A, Usha Enclave, Srinagar Colony Main Rd, SBH Colony, Yousufguda, Hyderabad, Telangana 500045 in accordance with Regulation 164 & 166A of SEBI (Issue of Capital and Disclosures Requirement) Regulations 2018. The Valuation Report shall be available for inspection by the members and the same may be accessed on the Company's website at <https://www.atmastco.com/short/atm-val>.

Pursuant to the above, the minimum issue price determined in accordance with regulations 164(1) read with regulation 166 and 166A of Chapter V of SEBI ICDR Regulations is Rs. 151.38/- (Rupees One Hundred Fifty-One and Thirty-Eight Paise Only).

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

Aggregating up to ₹ 91,20,00,000/- (Rupees Ninety-One Crore Twenty Lakh Only).

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 belongs promoter and non-promoter category/strategic investors.

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 2026-27.

10. Maximum number of securities to be issued.

The Company proposes to offer, issue and allot, up to 60,00,000 (Sixty Lakhs Only) warrants, each convertible into, or exchangeable for, one fully paid-up Equity Shares of the Company of face Value ₹ 10.00/- (Rupees Ten only) ("Convertible Warrant") at a price of Rs.152/- (Rupees One Hundred Fifty-Two Only) (including a premium of Rs. 142/-) (Rupees One Hundred Forty-Two Only) each payable in cash ("Warrant Issue Price") aggregating up to ₹ 91,20,00,000/- (Rupees Ninety-One Crore Twenty Lakh Only) by way of a Preferential Issue.

Minimum amount of Rs. 38/- 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. 114 /- 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).

The price for the allotment of shares to be issued is based on the minimum price determined in accordance with Chapter V of SEBI ICDR Regulations is fixed at ₹ 152/- (Rupees One Hundred and Fifty Two Only) per Convertible Warrant.

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

Except for Subramaniam Swaminathan Iyer (Promoter & Managing Director), none of the promoter or promoter group, Directors or Key Managerial Personnel of the Company intends to subscribe to any of the Convertible Warrants proposed to be issued under the Preferential Issue or otherwise contribute to the Preferential Issue in furtherance of the objects specified hereinabove.

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

As required under the SEBI (ICDR) Regulations, the Convertible Warrants shall be allotted by the Company within a period of 15 (Fifteen) days from the date of passing of this Resolution provided that where the allotment of the proposed Convertible Warrants is pending on account of receipt of any approval or permission from any regulatory authority or Government of India then allotment shall be completed within a period of 15 (Fifteen) days from the date of receipt of last of such approvals or permissions. The Company shall accordingly, without any further approval from the shareholders of the Company, allot the corresponding number of Convertible Warrants in dematerialized form.

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

Sl No	Category of Shareholder(s)	Pre – Issue		Post – Issue*	
		(as on March 31,2026)			
		No. of shares held	% of share holding	No. of shares held	% of share holding
A	Promoters & Promoter Group Holding				
1	Indian				
a)	Individual	1,15,26,187	46.60	1,35,26,187	39.51
b)	Bodies Corporate	48,32,583	19.54	48,32,583	14.09

	Sub-Total (A)(1)	1,63,58,770	66.14	1,83,58,770	53.62
2	Foreign	0	0	0	0
a)	Bodies Corporate	0	0	0	0
	Sub- Total (A)(2)	0	0	0	0
	Total Promoters & Promoter Group Holding (A)	1,63,58,770	66.14	1,83,58,770	53.62
B	Non-Promoters Holding				
1	Institutional Investors				
a)	Mutual Funds	0	0	0	0
b)	FPI	0	0	34,00,000	9.93
c)	Alternate Investment Funds	2,400	0.01	2,400	0.00
d)	Foreign Companies	0	0	0	0
e)	Insurance Companies	0	0	0	0
f)	NBFCs registered with RBI	0	0	33,000	0.10
	Sub-Total (B)(1)	2,400	0.01	34,35,400	10.03
2	Institutions (foreign)				
	Foreign Direct Investment	0	0	0	0
	Foreign Ventures Capital Investors	0	0	0	0
	Foreign Portfolio Investors category-I	0	0	0	0
	Foreign Portfolio Investors category-II	0	0	0	0
	Sub-Total (B)(2)	0	0	0	0
3	Central Government/ State Government	0	0	0	0
	Sub-Total (B)(3)	0	0	0	0
4	Non-Institutions				
a)	Resident Individuals	71,37,120	28.86	1,02,13,120	29.83

b)	NBFCs registered with RBI	0	0	0	0
c)	Any other, specify	0	0	0	0
d)	Directors and Their Relatives	0	0	0	0
e)	Key Managerial Personnel	0	0	0	0
f)	IEPF	0	0	0	0
g)	Trusts	0	0	0	0
h)	Foreign National	0	0	0	0
i)	Non-Nationalised Banks	0	0	0	0
j)	Non-Resident Indians	1,47,200	0.60	1,47,200	0.44
k)	Clearing Member	0	0	0	0
l)	Bodies Corporate	2,82,800	1.14	9,43,800	2.77
m)	Any other	8,06,400	3.26	11,36,400	3.31
	Sub-Total (B)(4)	83,73,520	33.85	1,24,40,520	36.33
	Total Public Shareholding (B)	83,75,920	36.86	1,58,75,920	46.38
	Total (A)+(B)	2,47,34,690	100	3,42,34,690	100

- *Pre-issue shareholding as on Relevant Date 31st March, 2026.*
- *The above mentioned Fully Diluted Capital shareholding and percentage of the Company has been calculated on basis of assuming full subscription of 35,00,000 equity shares and full conversion of 60,00,000 warrants to be allotted under the present issue to the promoters and non-promoters through previous preferential allotment.*
- *There shall not be any change in control consequent to the present preferential issue of equity shares and convertible warrants.*

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

There shall be no change in the management or control of the Company pursuant to the issue of the Convertible Warrants.

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. **Tenure:**

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

B. **Conversion and other related matters:**

- 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:

Name of the Proposed Allottee	Current Status of proposed allottee	Proposed Status of allottees post Preferential Issue
Subramaniam Swaminathan Iyer	Promoter	Promoter
Pine Oak Global Fund	Non-Promoter/Public	Non-Promoter/Public
Jinisha Dhaval Kothari	Non-Promoter/Public	Non-Promoter/Public
Poonam Tapadia	Non-Promoter/Public	Non-Promoter/Public
Pratik Rajnikant Shah (HUF)	Non-Promoter/Public	Non-Promoter/Public
Akash Tapadia	Non-Promoter/Public	Non-Promoter/Public
Prateek Tapadia	Non-Promoter/Public	Non-Promoter/Public
Sharad Tapadiya	Non-Promoter/Public	Non-Promoter/Public
Kanhav Advisory Private Limited	Non-Promoter/Public	Non-Promoter/Public

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 Warrant proposed to be allotted	Post- Issue Shareholding*	
			No. of Shares	% of holding		No. of Shares	% of holding
Subramaniam Swaminathan Iyer	Promoter	NA	75,04,277	21.92	18,00,000	93,04,277	27.18
Pine Oak Global Fund	Public	Ok Rey You	0	0	32,00,000	32,00,000	9.35
Jinisha Dhaval Kothari	Public	NA	20000	0.08	2,00,000	2,20,000	0.64

Poonam Tapadia	Public	NA	0	0	2,00,000	2,00,000	0.58
Pratik Rajnikant Shah (HUF)	Public	Pratik Rajnikant Shah	33,200	0.13	2,00,000	2,33,200	0.68
Akash Tapadia	Public	NA	0	0	1,50,000	1,50,000	0.44
Prateek Tapadia	Public	NA	0	0	1,50,000	1,50,000	0.44
Sharad Tapadiya	Public	NA	0	0	50,000	50,000	0.15
Kanhav Advisory Private Limited	Public	Mehul Devidas Nayak	50,000	0.15	50,000	1,00,000	0.30

Note:

Pre shareholding of Subramaniam Swaminathan Iyer in above table shall be taken considering 2,00,000 equity shares to be allotted in the present preferential issue.

^ Pre shareholding of Kanhav Advisory Private Limited in above table shall be taken considering 50,000 equity shares to be allotted in the present preferential issue

*Post % is based on considering only equity shares of the above listed person/entities to Fully Diluted Capital shareholding and percentage of the Company on basis of assuming full subscription of 35,00,000 equity shares and full conversion of 60,00,000 warrants to be allotted under the present issue to the promoter and non-promoters through previous preferential allotment).

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

Upto Rs. 27,36,00,000/- (Rupees Twenty-Seven Crores Thirty Six Lakhs Only) by way of Warrants.

20. Undertaking:

The Company hereby undertakes that:

- None of the Company, its directors or Promoters are categorized as wilful defaulter(s) or a fraudulent borrower by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by Reserve Bank of India. Consequently, the undertaking required under Regulation 163(1)(i) is not applicable.
- The Company is eligible to make the Preferential Issue to the Proposed Allottee under Chapter V of the SEBI ICDR Regulations.
- 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. Consequently, the undertaking required under Regulation 163(1)(g) and Regulation 163(1)(h) is not applicable.

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://atmastco.com/short/preferential-issue>.

24. Other disclosures

- a) During the period from April 01, 2026 until the date of Notice of this EGM, the Company has not made any Preferential Issue of Warrants.
- 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.

Except for Subramaniam Swaminathan Iyer, to the extent of his proposed subscription to the Warrants under the Preferential Issue and his shareholding interest in the Company, none of the Directors, Key

Managerial Personnel of the Company or their relatives are in any way financially or otherwise concerned or interested in the passing of the **Special Resolution** as set out at **Item No. 3** of this Notice.

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 equity shares 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 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**.

Documents referred to in the notice/ explanatory statement will be available for inspection by the Members of the Company as per applicable law.