



Date: 31.03.2026

National Stock Exchange of India Limited  
Exchange Plaza, C/1, Block G,  
Bandra Kurla Complex, Bandra (East),  
Mumbai- 400 051.

Company Symbol: ATMASTCO (EQ),  
ISIN: **INE05DH01017**

**Subject: Intimation regarding Notice of Postal Ballot**

Dear Sir/Madam,

Pursuant to Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”) and Section 110 read with Section 108 of the Companies Act, 2013 (“the Act”) and the rules made thereunder, please find enclosed herewith a copy of the Postal Ballot Notice dated 31 March 2026 (“Notice”) along with the Explanatory Statement, seeking approval of the Members of the Company through remote electronic voting (“Remote e-voting”) on the following item(s) of Special Business:

1. Appointment of Mr. Venkatesan Vijaya Bhaskar (DIN: 01981014) as an Independent Director of the Company. (Special Resolution)
2. Appointment of Mr. Neelakantan Eswara Murthy (DIN: 01576019) as an Independent Director of the Company and approval for continuation upon attaining the age of 75 years. (Special Resolution)
3. Appointment of Mr. Abhijit Pati (DIN: 08457230) as a Director designated as Non-Executive Non-Independent Director of the Company, liable to retire by rotation. (Ordinary Resolution)
4. To enter into a Contract or Arrangement with Mr. Abhijit Pati as a Non-executive and Non-Independent Director of the Company for payment of monthly consulting fee for the Management consulting services to be rendered by him. (Ordinary Resolution)
5. Approval of Material Related Party Transaction – loan from Managing Director and fixation of overall borrowing limit. (Ordinary Resolution)
6. To approve the borrowing limits of the Company under section 180(1)(c) of the Companies ACT, 2013. (Special Resolution)
7. To grant powers to create Charges, Mortgages and Hypothecations on the assets of the Company under section 180(1)(a) of the Companies Act, 2013. (Special Resolution)

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](mailto:atmpl@atmastco.com)



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



The Company has engaged the services of NSDL for facilitating remote e-voting to enable the Members to cast their votes electronically in respect of the resolution as set out in the Postal Ballot Notice. The detailed procedure and instructions for remote e-voting forms part of 'Notes' section to the Notice.

Some of the important details and dates regarding the remote e-voting facility are as follows:

<b>EVEN (E-Voting Event Number)</b>	<b>138999</b>
<b>Cut-off date for determining Members entitled to vote (Voting rights shall be in proportion to the equity shares held as on this date)</b>	<b>Friday, 27th March, 2026</b>
<b>Commencement of remote e-voting</b>	<b>Wednesday, 1<sup>st</sup> April 2026</b>
<b>End of remote e-voting</b>	<b>Thursday, 30<sup>th</sup> April 2026</b>

Members may note that the communication of assent or dissent shall only take place through the remote e-voting system. A person who is not a member as on the cut-off date, should treat this communication and the Notice of the Meeting for information purpose only.

The Notice is being uploaded on the Company's website at [www.atmastco.com](http://www.atmastco.com) and on website of NSDL at [www.evoting.nSDL.com](http://www.evoting.nSDL.com)

We hereby request you to take the above information on your records.

**For Atmastco Limited**

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





# ATMASTCO LIMITED

CIN: L29222CT1994PLC008234

Regd. Office: 157-158, light Industrial Area, Nandini Road, OPP.  
Karuna Hospital, Durg, Bhilai, Chattisgarh, India, 490026

Corp. Office: Birebhat, Durg, Chattisgarh, India - 490024.

Tel: +91 8249443281 Email: [atmpl@atmastco.com](mailto:atmpl@atmastco.com)

Website: [www.atmastco.com](http://www.atmastco.com)

## NOTICE OF POSTAL BALLOT

*[Pursuant to Section 110 of the Companies Act, 2013 read with the Rule 20 and 22 of Companies (Management and Administration) Rules, 2014, as amended]*

Dear Member(s),

<b>VOTING STARTS ON</b>	<b>Wednesday, April 1st, 2026 at 9.00 A.M. (IST)</b>
<b>VOTING ENDS ON</b>	<b>Thursday, April 30, 2026 at 5.00 P.M. (IST)</b>
<b>CUT-OFF DATE FOR ELIGIBILITY TO VOTE</b>	<b>Friday, March 27, 2026</b>

Notice is hereby given to the Members of Atmastco Limited (“the Company”), pursuant to Sections 108 and 110 of the Companies Act, 2013 (“the Act”) read with Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 (“the Rules”) and other applicable provisions of the Act and the Rules therewith, General Circular Nos. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020 read with other relevant circulars, including General Circular No. 9/2024 dated September 19, 2024 and General Circular No. 03/2025 dated September 22, 2025 issued by the Ministry of Corporate Affairs (**hereinafter collectively referred to as “MCA Circulars”**), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), Secretarial Standard on General Meetings (“SS-2”) issued by the Institute of Company Secretaries of India and other applicable laws, rules and regulations including any statutory modification(s) or re-enactment(s) thereof for the time being in force, that the Company is seeking consent of the Member(s) of the

Company by means of Postal Ballot, to the resolutions appended below, proposed to be passed through Postal Ballot by voting through electronic means only (remote e-voting).

The statement pursuant to the provisions of Section 102(1) of the Act, read with the applicable rules, setting out all material facts relating to the resolution(s) proposed in this Postal Ballot Notice (“Notice”), along with additional information as required under the SEBI Listing Regulations and the circulars issued thereunder, is also attached.”

The Board of Directors has appointed Mr. Satish Sharma, Practicing Company Secretary (Membership No. FCS 10509) as the Scrutinizer to conduct the Postal Ballot process through remote e-voting in a fair and transparent manner. He has communicated his willingness to act as the Scrutinizer and will be available for the said purpose. The Scrutinizer’s decision on the validity of the votes cast through the Postal Ballot shall be final.



Pursuant to the MCA Circulars and other applicable laws and regulations, this Postal Ballot Notice is being sent in electronic form only to those Members whose e-mail address is registered with the Depositories/Company/Registrar and Share Transfer Agent (RTA) i.e., Cameo Corporate Services Limited. The Company has engaged the services of “National Securities Depository Limited” (“NSDL”) as the agency to provide e-voting facility.

The remote e-voting window shall remain open from 9:00 a.m. (IST) on Wednesday, April 1, 2026 till 05:00 p.m. (IST) on Thursday, April 30, 2026 and the remote e-voting shall be disabled thereafter and shall not be allowed beyond the aforesaid date and time. Members are requested to cast their votes on or before the aforesaid date and time to consider the votes as valid.

The Scrutinizer will submit his report to the Managing Director of the Company after completion of scrutiny of the votes. The results of the e-voting along with the Scrutinizer’s Report shall be disclosed to the National Stock Exchange of India Limited (“NSE”) on or before Saturday, May 2, 2026 where the equity shares of the Company are listed. The results of the Postal Ballot will be hosted on the Company's website at [www.atmastco.com](http://www.atmastco.com) and the website of NSDL at [www.evoting.nsdl.com](http://www.evoting.nsdl.com)

### **Special Business**

#### **ITEM NO. 1**

#### **Appointment of Mr. Venkatesan Vijaya Bhaskar (DIN: 01981014) as an Independent Director of the Company.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Companies Act, 2013 and the Regulation 17 and Regulation 25 other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and

Disclosure Requirements) Regulations 2015, as amended from time to time, and the applicable provisions of the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Venkatesan Vijaya Bhaskar, having DIN:01981014, who was appointed as an Additional Director in the category of Non- Executive, Independent Director of the Company with effect from March 30 2026 and who has submitted a declaration that he meets the criteria for appointment as an Independent Director, as envisaged in Section 149(6) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Qualification of Directors) Rules 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of an Independent Director of the Company be and is hereby appointed as Non- Executive, Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from March 30, 2026 to March 29, 2031.

**RESOLVED FURTHER THAT** any of the Director of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things and to file necessary forms/returns with the Registrar of Companies, intimate the Stock Exchanges and other regulatory authorities, as may be required, and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

#### **ITEM NO. 2**

#### **Appointment of Mr. Neelakantan Eswara Murthy (DIN: 01576019) as an Independent Director of the Company and approval for continuation upon attaining the age of 75 years.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 149, 150 and 152 of the Companies Act, 2013 and the



Companies (Appointment and Qualification of Directors) Rules, 2014, read with Schedule IV of the Companies Act, 2013 and the Regulation 17 and Regulation 25 other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, and the applicable provisions of the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, accorded through circulation, Mr. Neelakantan Eswara Murthy, having DIN: 01576019, who was appointed as an Additional Director in the category of Non-Executive, Independent Director of the Company with effect from March 31 2026 and who has submitted a declaration that he meets the criteria for appointment as an Independent Director, as envisaged in Section 149(6) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Qualification of Directors) Rules 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and in respect of whom the Company has received a notice in writing from a member under Section 160(1) of the Act proposing his candidature for the office of an Independent Director of the Company, be and is hereby appointed as Non- Executive, Independent Director of the Company, not liable to retire by rotation, for a term of 5 (five) consecutive years with effect from March 31, 2026 to March 30, 2031.

**RESOLVED FURTHER THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, approval of the Members be and is hereby accorded for the continuation of directorship of Mr. Neelakantan Eswara Murthy, having DIN: 01576019 as a Non-Executive Independent Director of the Company upon his attainment of the age of 75 years during his aforesaid tenure.

**RESOLVED FURTHER THAT** any of the Director of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things and to file necessary forms/returns with the Registrar of Companies, intimate the Stock Exchanges and other regulatory authorities, as may

be required, and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

### ITEM NO. 3

**Appointment of Mr. Abhijit Pati (DIN: 08457230) as a Director designated as Non-Executive Non - Independent Director of the Company, liable to retire by rotation.**

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

**“RESOLVED THAT** pursuant to Sections 149, 152 and any other applicable provisions, if any, of the Companies Act, 2013 (“the Act”) and the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or amendment(s) thereto or re-enactment(s) thereof for the time being in force) and Regulation 17 and other applicable Regulations, if any, of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations 2015, as amended from time to time, and the applicable provisions of the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and the approval of the Board of Directors of the Company, Mr. Abhijit Pati, (DIN: 08457230), who was appointed as an Additional Director in the category of Non- Executive, Non-Independent Director of the Company by the Board of Directors with effect from September 12, 2025 under Section 161 of the Act, be and is hereby appointed as Non- Executive, Non-Independent Director of the Company, liable to retire by rotation.

**RESOLVED FURTHER THAT** the Board of Directors or any Committee of the Board so authorised by it, be and are hereby authorised to alter and vary the terms and conditions of the appointment, as may be agreed between the Board of Directors and Mr. Abhijit Pati and/or in such manner and to such extent as may be permitted or authorised in accordance with the provisions under the Act and the rules made thereunder including any statutory modification(s) or re-enactment(s) thereof, for the time being in force;



**RESOLVED FURTHER THAT** any of the Director of the Company, be and are hereby severally authorised to do all such acts, deeds, matters and things and to file necessary forms/returns with the Registrar of Companies, intimate the Stock Exchanges and other regulatory authorities, as may be required, and to take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

**ITEM NO. 4**

**To enter into a Contract or Arrangement with Mr. Abhijit Pati as a Non-executive and Non-Independent Director of the Company for payment of monthly consulting fee for the Management consulting services to be rendered by him.**

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

**RESOLVED THAT** pursuant to the provisions of Sections 188(1)(f) of the Companies Act, 2013 (the “Act”) read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“LODR”) and other applicable provisions (“the Applicable Law”) and based on the recommendation of the Nomination and Remuneration Committee, approval of the Audit Committee and the Board of Directors, consent of the Members of the Company be and is hereby accorded to enter into a contract or arrangement with Mr. Abhijit Pati, Non-Executive and Non-Independent Director of the Company, for availing management consulting services, relating to streamlining and restructuring of existing business processes, development of corporate strategic plans, and advisory inputs on organisational design and capacity building, for which he shall be paid a monthly consulting fee of ₹4,00,000/- (Rupees Four Lakhs Only) for such period as may be determined by the Board of Directors from time to time.

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorized to take all such steps and actions, execute all such documents, and do all

such acts, deeds, and things as may be necessary, expedient, or proper to give effect to this resolution.

**ITEM NO. 5**

**Approval of Material Related Party Transaction – loan from Managing Director and fixation of overall borrowing limit.**

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

**“RESOLVED THAT** pursuant to the provisions of Section 188 and other applicable provisions of the Companies Act, 2013, read with the Rules made thereunder, and in accordance with Regulation 2(1)(zc) and Regulation 23 read with SEBI Master circular date 30<sup>th</sup> January 2026 via HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 and Circular dated 13<sup>th</sup> October date 2025 via SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI LODR”), issued by the Securities and Exchange Board of India, and subject to such other approvals, consents, permissions and sanctions as may be required, the approval of the Members of the Company be and is hereby accorded for availing unsecured loan(s) from Subramaniam Swaminathan Iyer, Managing Director of the Company, being a Related Party, from time to time, for an aggregate received transaction amount not exceeding INR 60,00,00,000/- (Rupees Sixty Crore only) and aggregates outstanding amount INR 20,00,00,000/- (Rupees Twenty Crore Only) at any point of time during the period of one year from the date of passing of this Resolution.

**RESOLVED FURTHER THAT** the aforesaid loan(s) shall be subject to the following terms and conditions:

1. The loan(s) shall be unsecured in nature;
2. The loan(s) shall carry interest at a rate of 9.00%.
3. The loan(s) shall be utilised exclusively for the legitimate business purposes of the Company;
4. The loan(s) shall not be convertible into equity shares or any other securities of the Company without the prior approval of the shareholders; and



5. The terms and utilisation of the loan(s) shall be reviewed and monitored by the Audit Committee periodically, in accordance with applicable laws.

**RESOLVED FURTHER THAT** in accordance with Regulation 23 of SEBI LODR, all Related Parties shall abstain from voting on this Resolution, irrespective of whether such Related Party has a direct or indirect interest in the transaction.

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof) be and is hereby authorised to finalise, vary or modify the terms and conditions of the aforesaid loan(s), execute such agreements, documents and writings, and do all such acts, deeds, matters and things as may be deemed necessary, expedient or desirable to give effect to this Resolution.”

**ITEM NO. 6**

**To approve the increase in borrowing limits of the Company under section 180(1)(c) of the Companies Act, 2013.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013, (“Act”) read with the rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of the Foreign Exchange Management Act, 1999, rules/regulations framed thereunder, and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary from appropriate authorities and in supersession of all earlier resolutions passed in this regard, the consent of the Members of the Company be and is hereby accorded to the Board of Directors (including any Committee thereof) to borrow such sums of monies, in one or more tranches, from time to time, whether in Indian or foreign currency, in any manner

including but not limited to term loans, inter-corporate deposits, lines of credit, external commercial borrowings, issue of non-convertible debentures/bonds, commercial papers, suppliers’ credit, securitised instruments, bill discounting or any other form of borrowing, whether secured or unsecured, from banks, financial institutions, insurance companies, mutual funds, venture capital funds, bodies corporate, related parties or any other person(s), firm(s) or entity(ies), upon such terms and conditions as the Board may deem fit, such that the monies to be borrowed, together with the monies already borrowed by the Company (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) may exceed the aggregate of the paid-up share capital, free reserves and securities premium of the Company but shall not exceed (apart from the temporary loans obtained from the Company’s bankers in the ordinary course of business) at any time a sum equivalent to INR 5,00,00,00,000/- (Rupees Five Hundred Crores Only).

**RESOLVED FURTHER THAT** the Board of Directors (including any Committee thereof) be and is hereby authorized to arrange, finalize and execute such deeds, documents, agreements, instruments, writings, and securities, including loan agreements, debenture trust deeds and other related documents, and to determine the terms and conditions of such borrowings, including interest, repayment or otherwise howsoever as it may think fit and to do all such acts, deeds, and things as may be necessary, desirable, or expedient for the purpose of giving effect to this resolution.”

**ITEM NO. 7**

**To grant powers to create Charges, Mortgages and Hypothecations on the assets of the Company under section 180(1)(a) of the Companies Act, 2013.**

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

“**RESOLVED THAT** pursuant to the provisions of Section 180(1)(a) and all other applicable provisions, if any, of the Companies Act, 2013, (“Act”) read with the rules made



thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), applicable provisions of the Foreign Exchange Management Act, 1999, rules/regulations framed thereunder, and in accordance with the enabling provisions of the Memorandum and Articles of Association of the Company and subject to such approvals, consents, sanctions and permissions as may be necessary from appropriate authorities and in supersession of all earlier resolutions passed in this regard, consent of the Members be and is hereby accorded to empower Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee thereof, which the Board may have constituted or hereinafter constitute or any officer(s) authorised by the Board or Committee to exercise the powers conferred on the Board by this Resolution) for mortgaging and/ or charging and/or hypothecating on such terms and conditions at such time or times and in such form and manner and with such ranking as to priority (whether pari passu with subsisting charges or otherwise) as it may think fit, on all or some or any immovable and or/ movable properties or of assets of the company, wherever situated, both present and future and/ or the whole or substantially the whole of the company's one or more undertakings or all the undertakings, including the present and/ or future properties, whether movable or immovable, comprised in any undertaking or undertakings of the company as the case may be, in favour of the Banks, Financial Institutions, lender(s) including debenture trustees for the holders of the debentures that may be issued whether privately placed/ to be placed with the financial institutions, Banks, bodies corporate and others, upon the terms and conditions decided/ to be decided by the Board of Directors of the Company, together with interest thereon or additional interest, cumulative interest, liquidated damages, remuneration of debenture-trustees, if any, premium, if any, on redemption/ pre-payment costs, charges, expenses and all other moneys payable by the company to the lender(s) or debenture trustees and to the holders of debentures/ bonds in terms of the availing of the loans or issue of the said debentures/ bonds subject to the maximum amount of INR

5,00,00,00,000/- (Rupees Five Hundred Crores Only) including the charges subsisting.

**RESOLVED FURTHER THAT** the Board be and is hereby authorized and empowered to do all such acts, deeds, matters and things, arrange, give such directions as may be deemed necessary or expedient, or settle the terms and conditions of such instrument, securities, loan, debt instrument, agreement as the case may be, on which all moneys as are borrowed, or to be borrowed, from time to time, as to interest, repayment, security, or otherwise howsoever as it may think fit, and to execute all such documents, instruments and writings as may be required to give effect to this resolution and for matters connected herewith or incidental hereto, including intimating the concerned authorities or regulatory bodies and delegating all or any of the powers conferred herein to any committee of directors or officers of the Company.”

**By Order of the Board of Directors**

**For Atmastco Limited**

Sd/-

**Rajendra Biswal**  
**Company Secretary &**  
**Compliance Officer**

Place: Bhilai

Date: March 31, 2026

Regd. Office: 157-158, light Industrial Area, Nandini Road, OPP. Karuna Hospital, Durg, Bhilai, Chattisgarh, India, 490026

CIN: L29222CT1994PLC008234

Email: [atmpl@atmastco.com](mailto:atmpl@atmastco.com)

Website: [www.atmastco.com](http://www.atmastco.com)

#### Notes

1. Explanatory Statement pursuant to the provisions of Section 102 of the Companies Act, 2013 ('Act') read with Section 110 of the Act and Rule 22 of the Companies (Management and Administration) Rules, 2014 ('Rules'), each as amended, setting out



the material facts relating to the aforesaid Resolutions and the reasons thereof is annexed hereto and forms part of this Notice.

2. As per the MCA Circulars, postal ballot forms and prepaid Business Reply Envelopes are not being sent to Members for this Postal Ballot. Members are requested to provide their assent or dissent through e-voting only.
3. The Postal Ballot Notice is being sent to the Members whose names appear on the Register of Members/ List of Beneficial Owners as received from the National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL). Members whose names appear on the Register of Members/List of Beneficial Owners as on Friday, March 27, 2026, i.e. the cut-off will be considered eligible for the purpose of voting. A person who is not a Member as on Friday, March 27, 2026, i.e. the cut-off date for reckoning voting rights, should treat this Notice for information purposes only.
4. In compliance with the provisions of Section 108 and Section 110 of the Act read with Rule 20 and 22 of the Rules, Regulation 44 of the SEBI Listing Regulations, and SS-2, the Company is pleased to provide remote e-voting facility to its Members, to enable them to cast their votes electronically. The detailed procedure with respect to remote e-voting is mentioned in note no. 13 of this Notice.
5. The E-voting shall commence from Wednesday, April 1, 2026, at 9:00 a.m. (IST) and shall end on Thursday, April 30, 2026, at 5:00 p.m. (inclusive of both the days). The e-voting module shall be disabled by NSDL for voting thereafter. Members are requested to cast their vote through the e-Voting process not later than 5:00 p.m. IST on Thursday, April 30, 2026 in order to be eligible for being considered, failing which it will be strictly considered that no vote has been received from the Member. Once the votes on the Resolution are casted by the Member, the Member shall not be allowed to change these subsequently.
6. The Board of Directors of the Company has appointed CS Satish Sharma, proprietor of M/s. Satish Sharma & Co., Practicing Company Secretary, (CP No. 23546 Membership No.: FCS 10509 Address: Durg, Chhattisgarh as the Scrutinizer to scrutinize the Postal Ballot through e-Voting process in a fair and transparent manner. He has communicated his willingness for such an appointment and will be available for the same.
7. The Scrutinizer will submit his report to the Chairman of the Company or Managing Director, upon completion of scrutiny of the votes received through the e-voting platform, not later than Saturday, May 2, 2026. The Chairman or any person so authorized by him, shall announce the results of the Postal Ballot on or before 05:00 P.M. (IST) Saturday, May 2, 2026, in accordance with the regulatory provisions.
8. The Results declared along with the Scrutinizer's Report shall be placed on the Company's website [www.atmastco.com](http://www.atmastco.com) and on the website of NSDL [www.evoting.nsdl.com](http://www.evoting.nsdl.com) immediately after the result is declared by the Chairman or Managing Director, and the same shall be communicated to the National Stock Exchange of India Limited ('NSE')
9. Members may download the Notice from the Company's website at [www.atmastco.com](http://www.atmastco.com) or from NSDL's website at [www.evoting.nsdl.com](http://www.evoting.nsdl.com) . A copy of the Notice will also be available on the website of NSE at [www.nseindia.com](http://www.nseindia.com) .
10. The Resolutions, if passed by the requisite majority through Postal Ballot, will be deemed to have been passed on the last date specified for voting i.e Thursday, April 30, 2026. Further, Resolutions passed by the Members through postal ballot are



deemed to have been passed as if they are passed at a General Meeting of the Members.

11. Members of the Company as on the Cut-Off Date (including those Members who may not have received this Notice due to non-registration of their e-mail addresses with the Company/RTA/Depositories) shall be entitled to vote in relation to the aforementioned resolution in

accordance with the process specified in this Postal Ballot Notice. A Member cannot exercise his vote by proxy on a Postal Ballot.

12. The Scrutinizer’s decision on the validity of e-voting will be final.

13. The procedure and instructions for e-voting are as follows:

**PROCEDURE FOR E-VOTING**

**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"> <li>Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ 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 “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsdl.com">https://eservices.nsdl.com</a>. Select “<b>Register</b>”</li> </ol>



	<p><b>Online for IDeAS Portal”</b> or click at <a href="https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</a></p> <ol style="list-style-type: none"> <li>3. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsdl.com/">https://www.evoting.nsdl.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</li> <li>4. Shareholders/Members can also download NSDL Mobile App “<b>NSDL Speede</b>” facility by scanning the QR code mentioned below for seamless voting experience.</li> </ol> <p style="text-align: center;"><b>NSDL Mobile App is available on</b></p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; align-items: center; margin-top: 10px;">   </div>
<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> <li>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi / Easiest are requested to visit CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login icon &amp; New System Myeasi Tab and then user your existing my easi username &amp; password.</li> <li>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</li> </ol>



	<p>Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website <a href="http://www.cdslindia.com">www.cdslindia.com</a> and click on login &amp; New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on <a href="http://www.cdslindia.com">www.cdslindia.com</a> home page. The system will authenticate the user by sending OTP on registered Mobile &amp; Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.</p>

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

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

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



**B) Login Method 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 138999 Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 138999 then user ID is 138999 001***

5. Password details for shareholders other than Individual shareholders are given below:
  - a) If you are already registered for e-Voting, then you can user your existing password to login and cast your vote.
  - b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial



- password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
    - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
    - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered**
  6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:
    - a) Click on **“Forgot User Details/Password?”**(If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - b) **Physical User Reset Password?”** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
    - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
    - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
  7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
  8. Now, you will have to click on “Login” button.
  9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically 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.
2. Select “EVEN-138999” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.



7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

**General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [satish\\_fcs@yahoo.com](mailto:satish_fcs@yahoo.com) with a copy marked to [evoting@nsdl.com](mailto: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](http://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](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre, AVP at [evoting@nsdl.com](mailto: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](mailto: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](mailto: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](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.



## EXPLANATORY STATEMENT

*[Pursuant to Section 102 of the Companies Act, 2013 read with Rule 22 of the Companies (Management and Administration) Rules, 2014 and additional information as required under the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015]*

This Explanatory Statement contains relevant and material information, as detailed herein, to enable the Members to consider for approval of Resolution Nos. 1 to 7.

### Item No. 1

#### **TO APPOINTMENT OF MR. VENKATESAN VIJAYA BHASKAR (DIN: 01981014) AS AN INDEPENDENT DIRECTOR OF THE COMPANY.**

Pursuant to the provisions of Sections 149, 152, 161(1), Schedule IV of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee ('NRC') and the Board of Directors of the Company, in its meeting on Monday March 30, 2026, appointed Mr. Venkatesan Vijaya Bhaskar (DIN: 01981014) as an Additional Director in the category of Non-Executive, subject to the approval of members of the Company, to hold office as an Independent Director, not liable to retire by rotation, for a term of 5 (Five) consecutive years with effect from March 30, 2026 up to March 29, 2031. The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature to the office of Independent Director of the Company.

The Company has received following disclosures from Mr. Venkatesan Vijaya Bhaskar:

- (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014,
- (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013,
- (iii) notice of Interest by Director, Pursuant to Section 184(1) and Rule 9(1) of Companies (Meeting of Board and its powers) Rules, 2014
- (iv) a declaration that he is not debarred or disqualified from holding office of Director, by virtue of any order passed by SEBI, Ministry of Corporate Affairs or any other such Authority and
- (v) declaration that he fulfils the criteria of Independent Director, as envisaged in Section 149(6) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) relating to Mr. Venkatesan Vijaya Bhaskar are provided in the **Annexure A** to this Notice.



Mr. Venkatesan Vijaya Bhaskar shall be paid remuneration by way of Sitting fees for attending meetings of the Board and Committees thereof and reimbursement of expenses for participating in Board and other meetings.

The Board recommends passing of the Special Resolution as set out in Items no. 01 of this Notice, for approval by the Members of the Company.

None of the Directors except Mr. Venkatesan Vijaya Bhaskar, Key Managerial Personnel, or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

**Item No. 2**

**APPOINTMENT OF MR. NEELAKANTAN ESWARA MURTHY (DIN: 01576019) AS AN INDEPENDENT DIRECTOR OF THE COMPANY AND APPROVAL FOR CONTINUATION UPON ATTAINING THE AGE OF 75 YEARS.**

Pursuant to the provisions of Sections 149, 152, 161(1), Schedule IV of the Companies Act, 2013, read with Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and based on the recommendation of the Nomination and Remuneration Committee ('NRC') and approval of the the Board of Directors of the Company, through circulation, on Tuesday March 31, 2026, appointed Mr. Neelakantan Eswara Murthy (DIN: 01576019) as an Additional Director in the category of Non-Executive, subject to the approval of members of the Company, to hold office as an Independent Director, not liable to retire by rotation, for a term of 5 (Five) consecutive years with effect from March 31, 2026 up to March 30, 2031. The Company has received a notice under Section 160 of the Companies Act, 2013 from a member proposing his candidature to the office of Independent Director of the Company.

The Company has received following disclosures from Mr. Neelakantan Eswara Murthy:

- (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014,
- (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013,
- (iii) notice of Interest by Director, Pursuant to Section 184(1) and Rule 9(1) of Companies (Meeting of Board and its powers) Rules, 2014
- (iv) a declaration that he is not debarred or disqualified from holding office of Director, by virtue of any order passed by SEBI, Ministry of Corporate Affairs or any other such Authority and
- (v) declaration that he fulfils the criteria of Independent Director, as envisaged in Section 149(6) of the Companies Act, 2013 and Rule 5 of the Companies (Appointment and Qualification of Directors) Rules, 2014 and Regulation 16(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015.

The information as required under Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standard on General Meetings (SS-2) relating to Mr. Neelakantan Eswara Murthy are provided in the Annexure A to this Notice.



Mr. Neelakantan Eswara Murthy shall be paid remuneration by way of Sitting fees for attending meetings of the Board and Committees thereof and reimbursement of expenses for participating in Board and other meetings.

Mr. Neelakantan Eswara Murthy possesses extensive experience in the defence and aerospace sector, with a strong background in engineering, technology integration and strategic management. He has significant exposure to the Indian defence ecosystem and has established professional associations with key institutions such as the Defence Research and Development Organisation (DRDO) and various Defence Public Sector Undertakings (DPSUs). He also brings valuable experience in facilitating collaboration between international technology providers and Indian defence programmes, which is critical for indigenous capability development and technology transfer initiatives.

The Company, Atmastco Limited, is in the process of expanding and diversifying its operations into the defence sectors. This strategic expansion requires deep domain expertise, institutional understanding, regulatory familiarity and long-term strategic guidance at the Board level. In this context, the induction of Mr. Neelakantan on the Board will enable the Company to benefit from his insights in identifying emerging opportunities, strengthening technical and strategic collaborations, navigating sector-specific regulatory frameworks, and guiding long-term strategic initiatives in the defence business.

Mr. Neelakantan Murthy was born on 28th May, 1953 and is currently 72 years of age. During the proposed tenure of his appointment as an Independent Director, he will attain the age of 75 years.

In terms of Regulation 17(1A) of the SEBI LODR Regulations, approval of the Members by way of a Special Resolution is required for the continuation of the directorship of a Non-Executive Director after attaining the age of 75 years. Considering his rich experience, domain expertise, industry relationships and the critical role he is expected to play in guiding the Company's strategic expansion into the defence sector, the Board is of the view that his continued association with the Company even after attaining the age of 75 years would be of significant benefit to the Company.

Accordingly, the approval of the Members is sought for the appointment of Mr. Neelakantan Eswara Murthy as an Independent Director of the Company for a term of five consecutive years, and for the continuation of his directorship after attaining the age of 75 years, as set out in the accompanying Special Resolution.

The Board recommends passing of the Special Resolution as set out in Items no. 02 of this Notice, for approval by the Members of the Company.

Except Mr. Neelakantan Eswara Murthy None of the Directors, Key Managerial Personnel, or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

### Item No. 3

**APPOINTMENT OF MR. ABHIJIT PATI (DIN: 08457230) AS A DIRECTOR DESIGNATED AS NON-EXECUTIVE NON -INDEPENDENT DIRECTOR OF THE COMPANY, LIABLE TO RETIRE BY ROTATION.**



The Board of Directors (the “Board”) of the Company in their meeting held on September 12, 2025, upon the recommendations of the Nomination and Remuneration Committee (the “NRC”) had approved the appointment of Mr. Abhijit Pati (DIN: 08457230), as an Additional Director of the Company who has given his consent to act as an Additional Director of the Company designated as Non-Executive Non-Independent Director on the Board of the Company with effect from September 12, 2025 liable to retired by rotation, subject to approval of the Members.

The appointment is proposed on the terms and conditions, including remuneration, as set out below, with liberty and authority to the Board of Directors of the Company (including Committee thereof) to alter and vary the terms and conditions of the said appointment from time to time, within the scope of Schedule V of the Companies Act, 2013, or any statutory modification, amendment, or re-enactment thereof.

The information as required under Regulation 36 (3) of SEBI Listing Regulation and Secretarial Standard on General Meeting (SS 2) of Mr. Abhijit Pati is provided in “Annexure –A|” to the notice.

The Company has received following disclosures from Mr. Abhijit Pati:

- (i) consent in writing to act as Director in Form DIR-2 pursuant to Rule 8 of the Companies (Appointment and Qualification of Directors) Rules, 2014,
- (ii) intimation in Form DIR-8 in terms of the Companies (Appointment and Qualification of Directors) Rules, 2014, to the effect that he is not disqualified under sub-section (2) of Section 164 of the Companies Act, 2013,
- (iii) notice of Interest by Director, Pursuant to Section 184(1) and Rule 9(1) of Companies (Meeting of Board and its powers) Rules, 2014
- (iv) a declaration that he is not debarred or disqualified from holding office of Director, by virtue of any order passed by SEBI, Ministry of Corporate Affairs or any other such Authority.

The Company confirms that the proposed appointment is in accordance with the applicable provisions of the Companies Act, 2013 and other relevant laws and regulatory requirements. Mr. Abhijit Pati shall be entitled to receive sitting fees for attending meetings of the Board and its Committees, along with reimbursement of expenses incurred for attending such meetings, within the limits stipulated under Section 197 of the Companies Act, 2013.

The professional fees payable to Mr. Abhijit Pati for services rendered in a professional capacity as a Management Consultant are governed by a separate agreement, based on the recommendation of the Nomination and Remuneration Committee and duly approved by the Board of Directors, and are in compliance with the proviso to Section 197(4) of the Companies Act, 2013.

Under the said agreement, Mr. Pati provides advisory services relating to recommendations on streamlining and restructuring of existing business processes, development of corporate strategic plans, and advisory inputs on organisational design and capacity-building for future readiness. The execution and implementation of any such recommendations shall remain solely the responsibility of the Company’s management under the supervision of the Board of Directors.



The Board recommends passing of the Ordinary Resolution as set out in Items no. 03 of this Notice, for approval by the Members of the Company.

Except Mr. Abhijit Pati None of the Directors, Key Managerial Personnel, or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

**Item no. 4**

**TO ENTER INTO A CONTRACT OR ARRANGEMENT WITH MR. ABHIJIT PATI AS A NON-EXECUTIVE AND NON-INDEPENDENT DIRECTOR OF THE COMPANY FOR PAYMENT OF MONTHLY CONSULTING FEE FOR THE MANAGEMENT CONSULTING SERVICES TO BE RENDERED BY HIM.**

The Board of Directors (the “Board”), based on the recommendation of the Nomination & Remuneration Committee at its meeting held on 30th March 2026, and approval of the Audit Committee, approved the Management Consultant Agreement, subject to shareholder approval.

**Rationale for appointment as Advisor/ Consultant: Mr. Abhijit Pati**

Mr. Pati is a highly accomplished professional with over three decades of leadership experience across the aluminium, power, and metals sectors. He has held several senior executive roles, including Ex-CEO & Whole-Time Director and Ex-Chief Transformation Officer – Aluminium Business, Vedanta, and Ex-Vice President – Aluminium, Hindalco. He has successfully led some of India’s largest integrated aluminium and power complexes, overseeing multi-billion-dollar operations, large workforces, business transformation initiatives, ESG integration, digital innovation, and the development of downstream and R&D capabilities. His proven strengths in strategic execution, operational excellence, regulatory interface, stakeholder engagement, and industry advocacy make him a distinguished leader in the sector.

Given his deep understanding of large-scale industrial operations and transformation mandates, the Company proposes to engage Mr. Pati as an Advisor / Management Consultant. Under the proposed engagement, Mr. Pati will provide advisory inputs relating to streamlining and restructuring existing business processes, development of long-term corporate strategic plans, and guidance on organisational design and capacity-building for future readiness. These services are intended to support the Company’s strategic direction and enhance its operational and governance frameworks. The execution, implementation, or adoption of any recommendations provided by Mr. Pati shall remain solely the responsibility of the Company’s management under the supervision and oversight of the Board of Directors, ensuring that advisory support and management accountability remain clearly delineated.

Considering Mr. Pati’s extensive industry exposure, strong relationships with government, regulatory bodies, and stakeholders, and his experience in leading transformation initiatives at scale, the Board is of the view that his association will substantially benefit the Company’s growth, competitiveness, and organisational preparedness.

As the proposed appointment and consulting fee may fall within the ambit of a Related Party Transaction under Section 188(1)(f) of the Companies Act, 2013, approval of the shareholders is required. The Board



commends the proposal for the members consideration, noting that the engagement is in the best interests of the Company.

In consideration of the advisory services, the consulting fee payable to Mr. Pati is ₹4,00,000/- (Rupees Four Lakh only) per month, exclusive of applicable GST and subject to deduction of taxes. Since the consulting fee exceeds the monetary thresholds prescribed under Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014, approval of the Members by way of an Ordinary Resolution is being sought, as a matter of abundant caution, even though the proposed advisory arrangement may be regarded as being in the ordinary course of business and on an arm's-length basis. Furthermore, in terms of Regulation 23(1) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the payment of the monthly consulting fee does not qualify as a "material related party transaction",

The Board recommends passing of the Ordinary Resolution as set out in Items no. 04 of this Notice, for approval by the Members of the Company.

None of the Directors except Mr. Abhijit Pati, Key Managerial Personnel, or their respective relatives are in any way concerned or interested, financially or otherwise, in the said resolution.

#### **Item-5**

#### **APPROVAL OF MATERIAL RELATED PARTY TRANSACTION – LOAN FROM MANAGING DIRECTOR AND FIXATION OF OVERALL BORROWING LIMIT**

The Company, in order to support its business expansion, meet working capital requirements, manage cash flow needs, and maintain financial flexibility, has availed unsecured loan(s) from its Managing Director, Mr. Subramaniam Swaminathan Iyer.

#### **Nature of Relationship and Transaction**

Mr. Subramaniam Swaminathan Iyer, being the Managing Director of the Company, is a Related Party within the meaning of Section 2(76) of the Companies Act, 2013, and Regulation 2(1)(zb) of the SEBI LODR 2015 read with Rule 15 of the Companies (Meetings of Board and its Powers) Rules, 2014 and Regulation 23 of the SEBI LODR Regulations.

#### **Audit Committee and Board of Directors Approval**

Upon a comprehensive review of all Related party transactions by the Audit Committee at its meeting held on 11th February 2026, evaluated aggregate value of transaction between Atmastco Limited (the "Company") and Mr. Subramaniam Swaminathan Iyer (Managing Director), in light of Regulation 23 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Master circular date 30<sup>th</sup> January 2026 via HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 and Circular dated 13<sup>th</sup> October date 2025 via SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/135, issued by the Securities and Exchange Board of India.

During the Financial Year 2025–26, the Company received an aggregate amount of Rs. 36 Crore from the Managing Director, out of which Rs. 25 Crore has been repaid. The Audit Committee noted that the aggregate transaction value exceeded 10% of the annual consolidated turnover of the Company and,



accordingly, qualifies as a ‘Material Related Party Transaction’ under Regulation 23(1) and 23(4) of the SEBI LODR, thereby requiring approval of the shareholders.”

The Committee also noted that these transactions are in the nature of ongoing business transactions carried out to support the Company’s operational and working capital requirements. However, since the overall value exceeded the materiality thresholds prescribed under the applicable SEBI regulations and circulars, the Audit Committee—while emphasizing the principles of good governance and regulatory compliance recommended that an overall limit be fixed for such transactions, subject to approval of the Members of the Company.

The unsecured loan(s) have been availed:

- At an interest rate of 9.00% per annum, on an arm’s length basis;
- In the ordinary course of business and in the best interests of the Company;
- Without any Security;
- Without any right of conversion into equity or any other instrument, unless specifically approved by the Shareholders;
- Subject to periodic review and monitoring by the Audit Committee.

The Audit Committee has reviewed and recommended the transaction(s) to the Board of Directors. The Board of Directors is of opinion that the borrowing is in the best interests of the Company and its shareholders.

**Accordingly, approval of the Members is sought:**

For availing unsecured loan(s) from the Managing Director, from time to time, for an aggregate transaction(s) value not exceeding INR 60,00,00,000/- (Rupees Sixty Crore Only), with the aggregate outstanding amount not exceeding INR 20,00,00,000/- (Rupees Twenty Crore Only) at any point of time, for a period of one year from the date of shareholders’ approval.

In compliance with Regulation 23 of the SEBI LODR, all Related Parties shall abstain from voting on the Resolution.

None of the Directors, Key Managerial Personnel, or their relatives, except Mr. Subramaniam Swaminathan Iyer to the extent of his interest, are concerned or interested in the Resolution.

The mandatory disclosures required to be made to the Members, in accordance with SEBI Master Circular No. SEBI/HO/CFD/PoD2/CIR/P/0155 dated November 11, 2024, read with SEBI Circular No.: NSE/CML/2025/39 dated October 14, 2025, read with Master circular No.: HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30 2026 and the SEBI- mandated Industry Standards on "Minimum Information to be provided to the Audit Committee and Members for Approval of Related Party Transactions" dated June 26, 2025 (as notified vide SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93) are set out in Annexure B below:



**Item-6 & 7**

**TO APPROVE THE INCREASE IN BORROWING LIMITS OF THE COMPANY UNDER SECTION 180(1)(c) OF THE COMPANIES ACT, 2013.**

**TO GRANT POWERS TO CREATE CHARGES, MORTGAGES AND HYPOTHECATIONS ON THE ASSETS OF THE COMPANY UNDER SECTION 180(1)(a) OF THE COMPANIES ACT, 2013.**

In order to support ongoing operations, capital expenditure, refinancing of existing facilities, and to provide financial flexibility to respond to future business opportunities, the Company may be required to raise additional funds from time to time from banks, financial institutions, NBFCs or other eligible lenders, in accordance with applicable law.

The proposed borrowing limits is intended to act as an enabling approval to ensure uninterrupted availability of funds and timely execution of business plans. The enhancement does not imply immediate or full utilisation of the proposed limits, and borrowings will be undertaken in a phased and need-based manner, keeping in view the Company's cash flows, leverage levels and overall financial position.

Keeping in view the above requirements, it is proposed to approve the borrowing powers of the Board of Directors (hereinafter referred to as 'the Board' which term shall be deemed to include, unless the context otherwise requires, any Committee thereof, which the Board may have constituted or hereinafter constitute or any officer(s) authorized by the Board or Committee to exercise the powers conferred on the Board by this Resolution) up to INR 5,00,00,00,000/- (Rupees Five Hundred Crores only) for smooth functioning of the Company.

It is further informed that the provisions of Section 180(1)(c) of the Companies Act, 2013 ("Act") imposes restrictions on the borrowing powers of the Board to the extent of aggregate amount of paid-up capital, free reserves & security premium. However, amount in excess of said limits can be borrowed after obtaining prior approval of shareholders of the Company by way of special resolution.

In order to facilitate securing the borrowing made by the Company, it would be necessary to create charge on the assets or whole or part of the undertaking of the Company. Section 180 (1)(a) of the Companies Act, 2013 provides for the power to sell, lease or otherwise dispose of the whole or substantially the whole of the undertaking of the Company subject to the approval of members in the General Meeting/Postal Ballot.

The borrowings of the Company are in general required to be secured by suitable mortgage or charge on all or any of the movable or immovable properties of the Company, in such form, manner and ranking as may be determined by the Board from time to time, in consultation with the lender(s).

It is therefore, necessary for the shareholders to pass a Special Resolution under Sections 180(1)(c) and 180(1)(a) of the Act, as set out at Item No. 6 & 7 of the Notice, to enable the Board of Directors to borrow money upto INR 5,00,00,00,000/- (Rupees Five Hundred Crores only) and inter alia, authorise the Board to secure its borrowing by mortgage / charge on any of the movable and/or immovable properties and/or the whole or any part of the undertaking(s) of the Company.



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

The Board of Directors recommends the Special Resolution set forth in Item No. 6 and 7 for approval of Members.



**DETAILS OF THE DIRECTOR SEEKING APPOINTMENT PURSUANT TO REGULATION 36(3) OF SEBI LODR REGULATIONS, 2015 and THE SECRETARIAL STANDARDS ON GENERAL MEETINGS (SS-2), ISSUED BY THE INSTITUTE OF COMPANY SECRETARIES OF INDIA ARE AS UNDER:**

Name of Director	Venkatesan Vijaya Bhaskar	Neelakantan Eswara Murthy
DIN	01981014	01576019
Birth date and age	26/09/1976 and 49 years	28/05/1953 and 72 Years
Qualifications	Bachelors in science - University of Madras  Artificial Intelligence and Machine Learning – IIIT, Hyderabad	Indian Institute of Technology (IIT) Madras
Experience	<p>Mr. Venkatesan Vijaya Bhaskar is an entrepreneur, technologist, and business leader with 26 years of experience in scaling digital platforms and global operations. He founded and led a US OTC-listed company, driving governance, finance, compliance, and investor relations.</p> <p>He built and operated a major matrimonial platform serving nearly 1 million customers. His work demonstrates long-term value creation, operational resilience, and customer-centric innovation. He specializes in corporate governance, digital transformation, product innovation, and cloud/IT infrastructure.</p> <p>He advises businesses across retail, eCommerce, education, and media on technology and growth strategy.</p>	<p>Mr. Neelakantan Murthy is a seasoned professional with extensive experience in the defence and aerospace sector, supported by a strong background in engineering, technology integration and strategic management.</p> <p>Mr. Neelakantan Murthy was associated with Mitsubishi Electric, United Kingdom. Mr. Neelakantan Murthy has significant exposure to the Indian defence ecosystem and has developed professional associations with key institutions such as the Defence Research and Development Organisation (DRDO) and various Defence Public Sector Undertakings (DPSUs).</p> <p>His career includes extensive involvement in enabling the integration of British and Western technologies into Indian defence and aerospace programmes.</p>
Terms & Conditions of Appointment	Appointed as the Non-Executive and Independent Director for a period of 5 (Five) consecutive	Appointed as the Non-Executive and Independent Director for a period of 5 (Five) consecutive



	years effective from March 30 ,2026 to March 29, 2031.	years effective from March 31 ,2026 to March 30, 2031.
Relationship with other directors or KMP of the Company	<b>None</b>	<b>None</b>
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	The Board has identified that his diversified knowledge and strong professional experience will be of immense benefit to the Company, and therefore considers it desirable to avail his services	The Board has noted Mr. Neelakantan Murthy extensive experience in the defence and aerospace sector, supported by his strong background in engineering, technology integration and strategic management, and considers his association with the Company to be valuable
Shareholding in the Company	<b>Nil</b>	<b>Nil</b>
Pecuniary relationship with company	No pecuniary relationship with the Company except receiving the sitting fee for attending Board/Committee meetings.	No pecuniary relationship with the Company except receiving the sitting fee for attending Board/Committee meetings.
Directorships held in other companies in India	KM Wedding Events Management (P) Ltd.	Strongfield Technologies India Private Limited
Name of listed entities from which person has resigned in last three years	<b>Nil</b>	<b>Nil</b>
Chairman/Member of Committee of the Board of other companies in which they are Director	<b>Nil</b>	<b>Nil</b>

<b>Name of Director</b>	<b>Mr. Abhijit Pati</b>
DIN	08457230
Birth date and age	1st January 1964 and 61 years
Qualifications	MBA from International Management Institute (IMI),New Delhi (Gold Medallist).  1988 B. Tech in Chemical Engineering (Honours) from Institute of science & Technology, Calcutta University.  B.Sc. in Chemistry from Calcutta University (Gold Medallist).



Experience	Over 35 years of proven track record in key roles, maintaining, operating and developing world class aluminium assets in the country. As Ex Vice President Hindalco/ Indal, Odisha, Ex CEO of the Aluminium & Power Business, Vedanta - Odisha, Ex CEO, Vedanta Aluminium, Ex CEO & WTD of Bharat Aluminium Company Limited, Chhattisgarh and Ex Chief Transformation Officer, Vedanta Aluminium Ltd. Built the organisation brick by brick making it future ready, enriching culturally, creating a learning and innovative climate, institutionalising a good governance, deploying operational best practices and driving technological excellence.
Terms & Conditions of Appointment	Appointed as a Non-Executive and Non-Independent Director, liable to retire by rotation.
Relationship with other directors or KMP of the Company	None
Skills and capabilities required for the role and the manner in which the proposed person meets such requirements	<p>The Board has identified that Mr. Pati possesses proven excellence in streamlining and restructuring existing business processes and in the development of corporate strategic plans.</p> <p>Mr. Pati strong academic background and rich professional experience provide him with a unique perspective and approach to his work.</p>
Terms and Conditions of Appointment/ Re-appointment	Mr. Pati is entitled to receive sitting fees for attending meetings of the Board and its Committees. The professional fees payable to him in his capacity as a Management Consultant are governed by a separate agreement, duly approved by the Board, in accordance with the proviso to Section 197(4) of the Companies Act, 2013.
Shareholding in the Company	Nil
Pecuniary relationship with company	Mr. Pati has a pecuniary relationship with the Company only to the extent of the sitting fees payable to him as a Non-Executive Director and the professional fees payable to him under a separate consultancy agreement, in compliance with the proviso to Section 197(4) of the Companies Act, 2013.
Number of Board Meeting attended	FY 2025-26: 2 out of 3 meetings held. (till the date of this Postal Ballot Notice)
Directorships held in other companies in India	Oditechno Consultancy Private Limited



Name of listed entities from which person has resigned in last three years	Nil
Chairman/Member of Committee of the Board of other companies in which they are Director	Nil

**Annexure-B**

The mandatory disclosures required to be made to the Members, in accordance with SEBI Master Circular No. SEBI/HO/CFD/Pod2/CIR/P/0155 dated November 11, 2024, read with SEBI Circular No.: NSE/CML/2025/39 dated October 14, 2025, read with Master circular No.: HO/49/14/14(7)2025-CFD-POD2/I/3762/2026 dated January 30 2026 and the SEBI- mandated Industry Standards on "Minimum Information to be provided to the Audit Committee and Members for Approval of Related Party Transactions" dated June 26, 2025 (as notified vide SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2025/93) are set out below.

Sl. No.	Particulars	Details
1.	Name of the related party and its relationship with the Company, including nature of its concern or interest (financial or otherwise);	Mr. Subramaniam Swaminathan Iyer Managing Director and Promoter of the Company
2.	Tenure of the proposed transaction (particular tenure shall be specified)	1(one) year from the date of shareholders' approval
3.	Value of the proposed transaction;	Up to INR 60,00,00,000/- (Rupees Sixty Crore only) in aggregate during the tenure, with outstanding not exceeding INR 20,00,00,000/- (Rupees Twenty Crore only) at any point of time
4.	The percentage of the listed entity's annual consolidated turnover, for the immediately preceding financial year, that is represented by the value of the proposed transaction (and for a RPT involving a subsidiary, such percentage calculated on the basis of the subsidiary's annual turnover on a standalone basis shall be additionally provided);	The value of the transaction represents approximately 20.00 % of the consolidated turnover of the Company for the immediately preceding financial year.
5.	A summary of the information provided by the management of the Company to the audit committee	Details of loans already availed (₹36 Crore, out of which ₹25 Crore repaid with rate of interest at 9.00 %), proposed limits, interest



		rate, unsecured nature, business purpose and justification for availing funds from related party were placed before the Audit Committee
6.	Justification for why the proposed transaction is in the interest of the Company	The loan provides immediate liquidity, financial flexibility and is at competitive interest rate compared to external borrowings; beneficial for working capital and business expansion requirements
7.	Where the transaction relates to any loans, inter-corporate deposits, advances or investments made or given by the listed entity or its subsidiary,	Not Applicable
8.	A statement that the valuation or other external report, if any, relied upon by the listed entity in relation to the proposed transaction will be made available through the registered email address of the shareholders;	Not Applicable
9.	Percentage of the counter-party's annual consolidated turnover that is represented by the value of the proposed RPT, on a voluntary basis;	Not Applicable
<b>Additional details for proposed transactions relating to borrowings by the Company</b>		
10.	Material covenants of the proposed transaction	Loan is unsecured with rate of interest at 9.00%, repayable on demand, no conversion rights
11.	Interest rate (in terms of numerical value or base rate and applicable spread)	9.00% p.a.
12.	Cost of borrowing (This shall include all costs associated with the borrowing)	no additional charges, except Interest rate
13.	Maturity / due date	Repayable on demand
14.	Repayment schedule & terms	Flexible repayment based on Company's cash flows
15.	Whether secured or unsecured?	Unsecured
16.	If secured, the nature of security & security coverage ratio	Not Applicable
17.	The purpose for which the funds will be utilized by the Company	Working Capital requirements, business expansion and general corporate purposes
18.	Debt to Equity Ratio of the Company based on last audited financial statements	0.20 times
19.	Debt Service Coverage Ratio of the Company	8.96 times