

Notice

Notice is hereby given that the Fifteenth Annual General Meeting of the members of Atom Technologies Limited will be held through Video Conferencing/ other Audio Visual means (VC/OAVM) on Monday, 31st August 2020 at 2:00 p.m. to transact the following business:

Ordinary Business:

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March 2020 and the Statement of Profit and Loss and Cash flow Statement for the year ended on that date together with the Reports of the Directors' and Auditors' thereon.
2. To authorize the Board of Directors to fix the remuneration of M/s Chaturvedi Sohan & Co., Chartered Accountants, Mumbai (Reg. No 118424W), Statutory Auditors of the Company who hold office upto the conclusion of the next annual general meeting, for the audit of the financial year 2020-21.

Special Business:

3. **To appoint Mr. Akihiro Ishizuka as Non-Executive Director of the Company**

To consider and if thought fit, to pass with or without modifications, the following resolutions as an ORDINARY RESOLUTION:

“RESOLVED THAT pursuant to the applicable provisions of the Companies Act, 2013 (the “Act”) and the rules made thereunder and any other applicable provisions, Mr. Akihiro Ishizuka (Din : 08538237)who was appointed as an Additional Director (Non-Executive) on the Board of Directors of the Company with effect from 27thSeptember 2019 and who, in terms of Section 161 of the Companies Act, 2013 holds office up to the date of the ensuing Annual General Meeting, being eligible for appointment and having consented to act as Director of the Company, and in respect of whom the Company has received a notice in writing, from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.

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RESOLVED FURTHER THAT any one of the Directors or the Chief Financial Officer or the Company Secretary or Chief Executive Officer of the Company, be and are hereby severally authorised to do all acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

4. **To appoint Mr. Shinichiro Nishikawa as Non-Executive Director of the Company**

To consider and if thought fit, to pass with or without modifications, the following resolutions as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (the “Act”) and the rules made thereunder and any other applicable provisions, Mr. Shinichiro Nishikawa (Din:08538151) who was appointed as an Additional Director (Non-Executive) on the Board of Directors of the Company with effect from 27th September 2019 and who, in terms of Section 161 of the Companies Act, 2013 holds office up to the date of the ensuing Annual General Meeting, being eligible for appointment and having consented to act as Director of the Company, and in respect of whom the Company has received a notice in writing, from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors or the Chief Financial Officer or the Company Secretary or Chief Executive Officer of the Company, be and are hereby severally authorised to do all acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

5. **To appoint Mr. Sunil Shah as Non-Executive Director of the Company**

To consider and if thought fit, to pass with or without modifications, the following resolutions as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (the “Act”) and the rules made thereunder and any other applicable provisions, Mr. Sunil Shah (Din : 02569359) who was appointed as an Additional Director (Non-Executive) on the Board of Directors of the Company with effect from 27th September 2019 and who, in terms of Section 161 of the Companies Act, 2013 holds office up to the date of the ensuing Annual General Meeting, being eligible for appointment and having consented to act as Director of the Company, and in respect of whom the Company has received a notice in writing, from a Member under Section 160 of the Companies Act, 2013 proposing his

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candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors or the Chief Financial Officer or the Company Secretary or Chief Executive Officer of the Company, be and are hereby severally authorised to do all acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

6. To appoint Mr. Srinivasa Rao Kattakam as Non-Executive Director of the Company

To consider and if thought fit, to pass with or without modifications, the following resolutions as an ORDINARY RESOLUTION:

“**RESOLVED THAT** pursuant to the applicable provisions of the Companies Act, 2013 (the “Act”) and the rules made thereunder and any other applicable provisions, Mr. Srinivasa Rao Katakam (Din: 08583866) who was appointed as an Additional Director (Non-Executive) on the Board of Directors of the Company with effect from 24th October 2019 and who, in terms of Section 161 of the Companies Act, 2013 holds office up to the date of the ensuing Annual General Meeting, being eligible for appointment and having consented to act as Director of the Company, and in respect of whom the Company has received a notice in writing, from a Member under Section 160 of the Companies Act, 2013 proposing his candidature for the office of Director of the Company, be and is hereby appointed as Director of the Company, liable to retire by rotation.

RESOLVED FURTHER THAT any one of the Directors or the Chief Financial Officer or the Company Secretary or Chief Executive Officer of the Company, be and are hereby severally authorised to do all acts, deeds and things as may be necessary, proper or expedient to give effect to this resolution.”

7. Change in object clause of the Memorandum of Association of the Company

To consider and if thought fit, to pass with or without modifications, the following resolutions as an SPECIAL RESOLUTION:

“**RESOLVED THAT** pursuant to the provisions of Section 4, 13 of the Companies Act, 2013 (“the Act”) including any modification or re-enactment thereof and other applicable provisions thereof, and subject to the necessary registration approvals, consents, permissions and sanctions required, if any,

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by the jurisdictional Registrar of Companies, and any other appropriate authority and subject to such terms, conditions, amendments or modifications as may be required or suggested by any such appropriate authorities, the Main Object clause of the Memorandum of Association of the Company be and is hereby altered and amended as follows:

A. Clause III (A) of the Objects clause of the Memorandum of Association of the Company be titled as **'THE OBJECTS TO BE PURSUED BY THE COMPANY ON ITS INCORPORATION are:-'**.

B. The existing Main Objects of Clause III (A)(1) be and is hereby amended and replaced to read as under :

1. "To carry on the business of Payment Aggregator and Payment Gateway as per the definitions specified by the Reserve Bank of India, information technology services including but not limited to any type or electronic transactions like Netbanking, UPI, Ewallet, EMI or e-purse transactions or debit /credit card transactions or any other payment modes through Internet/mobile phones or Point of sales terminals (POS/MPoS) or any wireless or any other devices/and to offer services, particularly in the fields of commodities, equity, forex and finance and to develop, import , export, buy, sell, or otherwise deal in, or provide software and information technology based business solutions and services including B2B, e-commerce and m-commerce, business information, transaction processing and other applications, risk management, communication and network management, finance and treasury, straight through processing, facilitation of electronic transactions as well as other internet related services, telecom, datacom, systems integration networking and electronic media, ERP, electronic communication, e-commerce and trading, intranet, client server technology, and the provision of any of the foregoing services or/ and solutions to various parties in India and abroad.

RESOLVED FURTHER THAT any of the Directors of the Company, Chief Executive Officer, Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution."

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8. Adoption of Memorandum of Association as per provisions of Companies Act, 2013

To consider and if thought fit, to pass with or without modifications, the following resolutions as an SPECIAL RESOLUTION:

“RESOLVED THAT pursuant to the provisions of Section 4, 13 and other applicable provisions, if any, of the Companies Act, 2013 (“the Act”), read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof, for the time being in force) and in accordance with the Table A of the Schedule I of the Act, consent be and is hereby accorded for alteration in the object clause of Memorandum of Association of the Company.

RESOLVED FURTHER THAT in accordance with the Table A of the Schedule I of the Act, the Clause III (B) of the Memorandum of Association of the Company, be renamed as under:

Clause III (B) – MATTERS WHICH ARE NECESSARY FOR FURTHERANCE OF THE OBJECTS SPECIFIED IN CLAUSE III (A) are:

RESOLVED FURTHER THAT the following changes be introduced to the renamed Clause III (B):

1. The existing clause 12 be deleted and be replaced with the following new clause 12:

“12. To borrow or raise or secure the payment of money, at interest for any or all of the purposes of the company and at such time or times and in such manner as may be thought fit, and in particular by the issue of debentures, perpetual or otherwise, including debentures convertible into shares of this or any other company, or annuities, and as security for any such money so borrowed, raised or received or any such debentures so issued, to mortgage, pledge, or charge the whole or any part or the property, assets or revenue and profits of the Company, present or future including is uncalled capital by special assignment or otherwise, or to transfer or convey the same absolutely or entrust, and to give the lenders powers of the resale and other powers as may seem expedient and purchase, redeem and pay such securities, subject to the provisions of the Companies Act, 2013 and directives of the Reserves Bank of India.”

2. The existing clause 25 be deleted and be replaced with the following new clause 25:

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“25. To accept gift, bequests , donations from members and others and to make gifts to members and others of money, shares and securities, assets, properties, rights, interests of any kind subject to the provisions of the Companies Act, 2013.”

3. The existing clause 43 be deleted and be replaced with the following new clause 43:

“43. Subject to the provision of the Companies Act, 2013, to distribute among the members in specific any property of the company in species or kind, or any proceeds of sale or disposal of any property of the Company, in the event of winding up.”

4. The existing clause 47 be deleted and be replaced with the following new clause 47:

“47. To subscribe, contribute or otherwise to assist or guarantee money for any national, charitable, benevolent, public, general or useful object or cause or subject to the provisions of the Companies Act, 2013 for political purposes or objects of a public charter, or which have any moral or other claims to support or aid by the company by reason or the locality of its operations, or otherwise to undertake schemes of rural development and to contribute for approved programs of rural development.”

RESOLVED FURTHER THAT the existing clause III(C) – Other objects of the Memorandum of Association of the Company be and is hereby deleted in its entirety.

RESOLVED FURTHER THAT any of the Directors of the Company, Chief Executive Officer, Chief Financial Officer and the Company Secretary of the Company be and are hereby severally authorized to do all such acts, deeds, matters and things as may be deemed proper, necessary, or expedient, including filing the requisite forms with Ministry of Corporate Affairs or submission of documents with any other authority, for the purpose of giving effect to this Resolution and for matters connected therewith or incidental thereto and to settle all questions, difficulties or doubts that may arise in this regard at any stage without requiring the Board to secure any further consent or approval of the Members of the Company to the end and intent that the Members shall be deemed to have given their approval thereto expressly by the authority of this resolution.”

By the Order of the Board

Place: Mumbai
Date: 05/08/2020

Sd/-
Rupali Chandak
Company Secretary

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NOTES – FOR CONDUCTING AND ATTENDING AGM THROUGH VC/ OVAM

1. Explanatory Statement setting out the material facts concerning each item of Special Businesses to be transacted at the General Meeting pursuant to Section 102 of the Companies Act, 2013, is annexed hereto and forms part of the Notice.
2. In the View of Covid-19 Pandemic, the Ministry of Corporate Affairs (“MCA”) has vide its circular dated May 5, 2020 read with circulars dated April 8, 2020 and April 13, 2020 (collectively referred to as “MCA Circulars”) permitted the holding of the Annual General Meeting (“AGM”) through VC / OAVM, without the physical presence of the Members at a common venue. In compliance with the provisions of the Companies Act, 2013 (“Act”)and MCA Circulars, the AGM of the Company is being held through VC / OAVM. In compliance with the said requirements of the MCA Circulars, electronic copy of the Notice along with the Annual Report for the financial year ended 31st March, 2020 consisting of financial statements including Board’s Report, Auditors’ Report and other documents required to be attached therewith (Collectively referred to as Notice) have been sent to all members on e- mail ids registered with the Company through electronic means and no physical copy of the Notice has been sent by the Company to any member. The Notice has also been hosted on the website of the Company.
3. In view of the MCA Circulars, no proxy shall be appointed by the members. However, corporate members are required to send to the Company/ RTA/ Scrutinizer, a certified copy of the Board Resolution, pursuant to section 113 of the Companies Act 2013, authorizing their representative to attend and vote at the Meeting through VC.
4. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote
5. The Register of Directors and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013 and the Register of Contracts and Arrangements in which Directors are interested maintained under Section 189 of the Companies Act, 2013 shall be made available only in electronic form for inspection during the Meeting through VC.
6. All other relevant documents referred to in the accompanying notice/explanatory statement shall be made open for inspection by the members only in electronic form on the Company’s website.
7. The Notice for this Meeting along with requisite documents and the Annual Report for the financial year ended 2019-20 shall also be available on the Company’s website.

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8. The members requested to access the below Zoom link to join the meeting:
Join Zoom Meeting
<https://us02web.zoom.us/j/89591897951?pwd=TnBCbU84QTJNcUR3bks5VlFkVzUzdz09>

Meeting ID: 895 9189 7951
Passcode: 776597
9. The members are requested to adhere to the following General Guidelines during the meetings in order to ensure smooth virtual meeting:
10. Members/ invitees are advised to join the meeting at least 15 minutes in advance via Zoom meeting invite, through their respective PC from their home location.
11. No person other than the invited participants should have access to this e-meeting.
12. Kindly download the Zoom meeting App and test the link in advance before the start of the meeting.
13. At the start of the meeting, please keep your video on so that the Company Secretary can complete the roll call.
14. The Company Secretary will undertake roll call to seek a confirmation on the presence of all the Members/ invitees/ Directors.
15. The entire meeting proceedings will be recorded.
16. The Company Secretary/ Organiser shall keep all the participants on mute by default at the start of the meeting and the respective participants/members can unmute themselves at the time of speaking.
17. Every participant shall identify himself/ herself at the time of making speaking on any query.
18. To ensure smooth and orderly flow of the meeting, it is recommended that all questions/comments may be raised after the completion of presentation particular agenda item.
19. Please ensure the WIFI/Dongle/hotspot/Router etc. is up and running with good speed during the whole duration of the meeting for enable participation efficiently.

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20. In case of any loss of signal/drop out due to any technical glitch please re-join and confirm your presence at the earliest.
21. If member/ invitee need any assistance during the meeting he/ she can reach out to Organiser as details given below:
 - a. Rupali Chandak, Company Secretary: 8291125204
22. As the AGM will be held through VC / OAVM, the Route Map is not annexed in this Notice. In such case, deemed venue of AGM shall be Registered Office of the Company i.e. Suraksha Ace Building, CST No. 34/3, Village Chakala, Plot No. 2-A, Andheri Kurla Road, Andheri East, Mumbai, Maharashtra 400059
23. Voting: Member can demand for a poll in accordance with provisions of Section 109 of the Act. If a poll is required on any item, the members are requested to send their votes to Rupali.chandak@atomtech.in. The Members/Invitees are requested to send their votes through the registered Email addresses only.

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EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No.3, 4, 5 & 6: To appoint Mr. Akihiro Ishizuka, Mr. Shinichiro Nishikawa, Mr. Sunil Shah and Mr. Srinivasa Rao Kattakam as Non-Executive Directors of the Company

The Board of Directors of the Company, on recommendation of the Nomination & Remuneration Committee ('NRC') at their meeting held on 27th September 2019 appointed Mr. Akihiro Ishizuka(Din : 08538237), Mr. Shinichiro Nishikawa (Din : 08538151)and Mr. Sunil Shah (Din : 02569359)as Additional Directors on the Board of Directors of the Company.

Further the Board of Directors of the Company, on recommendation of the Nomination & Remuneration Committee ('NRC') also appointed Mr. Srinivasa Rao Katakam (Din : 08583866)as an Additional Director of the Company wef 24th October 2019.

As per Section 161 of the Companies Act 2013, all the aforesaid Additional Directors hold office upto the date of the Annual General Meeting.

Members are further requested to note that the Company has received individual notices from Mr. Dewang Neralla, a member, under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Akihiro Ishizuka, Mr. Shinichiro Nishikawa, Mr. Sunil Shah and Mr. Srinivasa Rao Katakam as Non-Executive Directors on the Board of Directors of the Company.

Details of Directors as required under Secretarial Standards on General Meetings:

Particulars	Mr. Akihiro Ishizuka	Mr. Shinichiro Nishikawa
Age	52 years	47 years
Qualifications	Bachelor of Social Science Hitotsubashi University, Tokyo, Japan	Bachelor - faculty of business management Gakushuin- University
Experience	Rich Experience of 29 years in payment industry. Has been heading various senior level positions at NTT Data group. Currently is President&CEO, NTT Data Hong Kong, Hong Kong	Rich experience of 24 years in payment industry. Currently serving as Head of ASEAN Business Group at NTTData HQ Global Payments & Services Division

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Terms and conditions of appointment or reappointment along with the details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Mr. Akihiro Ishizuka was appointed as additional Director of the Company on 27 th September 2019 and holds office till this AGM. It is proposed to appoint him as Non Executive Non Independent Director on the Board of Directors of the Company. Remuneration last drawn : Nil	Mr. Shinichiro Nishikawa was appointed as additional Director of the Company on 27 th September 2019 and holds office till this AGM. It is proposed to appoint him as Non Executive Non Independent Director on the Board of Directors of the Company. Remuneration last drawn : Nil
Date of first appointment on Board	27 th September, 2019	27 th September, 2019
Shareholding in the Company	Nil	Nil
Relationship with other Directors, Manager and Key Managerial Personnel	Nil	Nil
Number of Board Meetings attended during the year	5	4
Directorships held in other Companies	Nil	Nil
Chairmanship / Membership of Committees of other Companies	Nil	Nil

Particulars	Mr. Sunil Shah	Mr. Srinivasa Rao Kattakam
Age	60 years	53 years
Qualifications	Business Management degree with specialization in Marketing & Advertising from S P University. Alumni member of world famous management institute IIM A.	Bachelor's degree in Electronics and Communications Engineering and Master's degree in Digital Systems and Computer Electronics

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Experience	Having around 30+ years of experience in Products, Services, Solutions and Consultancy to several leading corporate houses, construction & engineering industries of Gujarat; and has earned a reputation as an authority in the areas of Insulation at construction, Structure re-strengthening and Roof ventilation. He is Managing Director of Motivation Engineers and Infrastructure Pvt Ltd. He is also a Strategic Advisor to few companies & government departments. He is a mentor at Power of Idea - IIM A, is founder Chairman of Gujarat Innovation Society.	Srini Katakam provides business leadership to NTT Data's business in India. He is responsible for the India domestic business P&L reporting to the NTT Data Corporation Japan. He is a sales and business management professional with over 30 years for experience in the IT products and services industry. He has worked with customers across India, APAC, MENA, Europe and North America.
Terms and conditions of appointment or reappointment along with the details of remuneration sought to be paid and the remuneration last drawn by such person, if applicable	Mr. Sunil Shah was appointed as additional Director of the Company on 27 th September 2019 and holds office till this AGM. It is proposed to appoint him as Non Executive Non Independent Director on the Board of Directors of the Company. Remuneration last drawn : Nil except Sitting fees	Mr. Srinivasa Rao Katakam was appointed as additional Director of the Company on 24 th October 2019 and holds office till this AGM. It is proposed to appoint him as Non Executive Non Independent Director on the Board of Directors of the Company. Remuneration last drawn : Nil
Date of first appointment on Board	27 th September, 2019	24 th October, 2019
Shareholding in the Company	Nil	Nil
Relationship with other Directors, Manager and Key Managerial	Nil	Nil

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Personnel		
Number of Board Meetings attended during the year	5	3
Directorships held in other Companies	<ol style="list-style-type: none"> 1. Motivation Engineers and Infrastructure Pvt Ltd 2. Vibrant Motivation and Development Foundation 3. 63 Moons Technologies Ltd 4. GIS Foundation 	Nil
Chairmanship / Membership of Committees of other Companies	Member, Governance & Investment Committee, 63 Moons Technologies Ltd	Nil

In terms of the Companies Act, 2013, the consent of the members by way of Ordinary Resolutions is required for appointment of the above-mentioned directors as Non-executive Directors of the Company.

Your Directors recommend passing of this resolution by way of an Ordinary Resolution.

Other than appointee Directors as mentioned above and their relatives, none of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise, in the said resolutions.

Item No. 7: Change in object clause of the Memorandum of Association of the Company

The Reserve Bank of India came out with Guidelines on Regulation of Payment Aggregators and Payment Gateways on 17th March 2020. The guidelines were issued under Section 18 read with Section 10(2) of the Payment and Settlement Systems Act 2007 and came into effect from 1st April 2020 other than for activities for which specific timelines are mentioned.

In the detailed guideline point No 3. 3 under point 3 –Authorisation specifies that the

“Payment Aggregator shall be a company incorporated in India under the Companies Act, 1956 / 2013. The Memorandum of Association (MoA) of the applicant entity must cover the proposed activity of operating as a Payment Aggregator.”

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Though the current main object clause of the Memorandum of Association of the Company cover the business of Payment Aggregator but the same does not include the word “Payment Aggregator” and some of the payments methods. Further to meet up the RBI Payment Aggregator & Payment Gateway guidelines, it is proposed to modify the main object clause of the Memorandum of Association of the Company.

The Board at its meeting held on 5th August 2020 has approved alteration of the MOA of the Company and the Board now seek Members’ approval for the same.

The proposed change of object clause requires the approval of shareholders through Special Resolution pursuant to the provisions of Section 13 of the Companies Act, 2013.

None of the Directors, Key Managerial Persons (KMPs) of the Company or any relatives of such Director or KMPs, shall be considered to be concerned or interested in the proposed Special Resolutions.

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

Item No. 8: Adoption of Memorandum of Association as per provisions of Companies Act, 2013

The Companies Act, 2013, has prescribed a new format of Memorandum of Association (“MOA”) for public companies limited by shares. Accordingly, with a view to align the existing MOA of the Company with Table A of the Schedule I of the Act and in accordance with Section 4 and 13 of the Act, it is proposed to alter the object clause of MOA of the Company by deleting Clause III(C) – Other objects of the Memorandum of Association of the Company in its entirety, renaming the Clause III (A) and III (B) of the Object Clause and by replacing clause 12,25, 43, 47 in clause III(B) of the MOA with new clauses 12,25, 43, 47.

The Board at its meeting held on 5th August 2020 has approved alteration of the MOA of the Company and the Board now seek Members’ approval for the same.

None of the Directors, Key Managerial Person(s) of the Company including their relatives are, in any way, concerned or deemed to be interested in the proposed resolution.

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The Board recommends the Special Resolution set forth in Item No. 8 of the Notice for approval of the Members.

By the order of the Board of Directors

Sd/-
Rupali Chandak
Company Secretary

Date: 5th August 2020

Place: Mumbai

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Note to the Annual General Meeting Notice

Under the Companies Act 2013, every year at the Annual General Meeting (AGM) of the Company, one-third of such of the directors who are liable to retire by rotation shall retire by rotation.

As you are aware, NTT Data Corporation acquired majority stake in your company on 27th September 2019. The existing Board members except Mr. Arun Rathi, independent Director were appointed pursuant to the said acquisition. They hold office until the ensuing Annual General Meeting (AGM) and being eligible offer themselves for appointment.

Mr. Arun Kant Rathi being Non-executive & Independent director is not liable to retire by rotation.

Thus, none of the directors would retire by rotation at the ensuing AGM.

The Company has received notice from Mr. Dewang Neralla, a shareholder, proposing the appointment of the aforesaid directors in the ensuing AGM. The NRC has also recommended the appointment of the said Directors in the ensuing AGM.

By the order of the Board of Directors

Sd/-
Rupali Chandak
Company Secretary

Date: 5th August 2020
Place: Mumbai

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