



• Online • PoS • IVR • Mobile • Wallet

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE is hereby given that an Extraordinary General Meeting of the members of Atom Technologies Limited will be held on Friday, 8th November 2019 at the registered office of the Company at 10.00 am to transact the following business:

SPECIAL BUSINESS:

- 1. Approval of Preferential Offer and Allotment of 14,123,102 Equity Shares under Section 62(1)(C) read with Section 42 of the Companies Act, 2013 and the rules thereunder to Mr. Dewang Neralla:**

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

“RESOLVED THAT in accordance with the provisions of Section 62(1)(c) read with Section 42 and other applicable provisions, if any, of the Companies Act, 2013 read with Rule 14 of Companies (Prospectus and Allotment of Securities) Rules, 2014 and Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and other applicable rules framed under the Act (including any statutory modification thereto or re-enactment thereof for the time being in force) (**“Companies Act”**), the Memorandum and Articles of Association of the Company and the Shareholders Agreement dated 27th November 2018 and based on the valuation arrived at by the Registered Valuer, and subject to such terms, conditions and modifications as may be considered necessary or advisable by the Board of Directors of the Company (**“Board”**) or as may be prescribed or imposed while granting such approvals, permissions and sanctions which may be agreed to by the Board, the consent of the members of the Company be and is hereby accorded to the Board to create, issue, offer and allot 14,123,102 fully paid up equity shares of face value of INR 1 each at an issue price of INR 1 per equity share to Mr. Dewang Neralla, on payment of the subscription monies of INR 14,123,102 (Rupees One Crore Forty One Lacs Twenty Three Thousand One Hundred and Two Only).

RESOLVED FURTHER THAT the said equity shares to be issued to Mr. Dewang Neralla shall rank *pari passu* with the existing equity shares of the Company in all respects.

RESOLVED FURTHER THAT pursuant to Section 42(3) of the Companies Act, 2013 read with Rule 14(3) of Companies (Prospectus and Allotment of Securities) Rules, 2014, the private placement offer-cum-application letter, in the prescribed Form PAS-4, for the aforesaid preferential offer as placed before the meeting be and is hereby approved subject to any changes, directions, corrections or modifications as may be required by the Board.

RESOLVED FURTHER THAT for the purpose of making and completing the offer as aforesaid, any one of the Directors or Mr. Rahul Jain, CFO and the Company Secretary of the Company, be and are hereby severally authorized on behalf of the Company to take such steps and to do all such



• Online • PoS • IVR • Mobile • Wallet

other acts, deeds, matters and things and accept any alteration(s) or amendment(s) or correction(s) or modification(s) as it may deem fit and appropriate and give such directions/ instructions as may be necessary to settle any question, difficulty or doubt that may arise in regard to the issue and offer of the said equity shares, also to dispatch the said private placement offer-cum-application letter to Mr. Dewang Neralla, maintain necessary records in Form PAS-5 and to make all requisite filings with the Registrar of Companies including e-Form PAS-3 and e-Form GNL-2.”

For Atom Technologies Limited

**Sd/-
Rupali Chandak
Company Secretary**

Date: 05/11/2019

Place: Mumbai



• Online • PoS • IVR • Mobile • Wallet

NOTES:

1. **A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING OF THE COMPANY IS ENTITLED TO APPOINT ONE OR MORE PROXIES, TO ATTEND AND VOTE INSTEAD OF HIMSELF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. PROXIES IN ORDER TO BE EFFECTIVE MUST BE DEPOSITED AT THE REGISTERED OFFICE OF THE COMPANY NOT LATER THAN 48 HOURS BEFORE THE COMMENCEMENT OF THE MEETING.**
2. The explanatory statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto and forms part of this Notice.
3. Members and/or proxies should bring the attendance slips duly filled in at the meeting to avoid any inconvenience.
4. The meeting is being convened at a shorter notice, after obtaining the consent in writing of majority in number of members entitled to vote and who represent not less than 95% of the paid up capital of the Company, pursuant to the provisions of Section 101 of the Act.
5. In terms of the requirements of the Secretarial Standards-2 on “General Meetings” issued by the Institute of the Company Secretaries of India and approved and notified by the Central Government, Route Map for the location of the aforesaid meeting is enclosed.



• Online • PoS • IVR • Mobile • Wallet

EXPLANATORY STATEMENT UNDER SECTION 102 OF THE COMPANIES ACT, 2013

Item No.1: Approval of Preferential Offer and Allotment of 14,123,102 Equity Shares under Section 62(1)(C) read with Section 42 of the Companies Act, 2013 and the rules thereunder to Mr. Dewang Neralla:

It is proposed that pursuant to clause no. 14 of the Shareholders Agreement dated 27th November 2018 executed by and between NTT Data Corporation, 63 Moons Technologies Limited, Mr. Dewang Neralla and the Company, under, Mr. Dewang Neralla, CEO of the Company has a right to subscribe to 14,123,102 equity shares at a price of INR 1 per share within 30 days from the date of closing as per the Share purchase Agreement dated 27th November 2018 executed by and between entered amongst NTT Data Corporation, 63 Moons Technologies Limited (formerly known as Financial Technologies (India) Limited), Shreevakpati Shares and Securities Private Limited, Mr. Dewang Neralla and the Company. Mr. Dewang Neralla has availed the option and have given a notice to the Company for his willingness to subscribe for the shares. The issue price of INR 1 per equity share is based on the Valuation Report dated 4th November 2019 issued by Ms. Sudha Bhushan and in compliance with applicable provisions of law including the Companies Act, 2013 and rules framed.

The Board of Directors in their meeting held on 5th November 2019 have approved to create, issue and offer the said 14,123,102 fully paid up equity shares of face value of INR 1 each at an issue price of INR 1 per equity share to Mr. Dewang Neralla.

In accordance with Rule 13(2)(d) of the Companies (Share Capital and Debenture) Rules, 2014, your Directors make the following disclosures:

Sr. No.	Particulars	Disclosure
1.	Objects of the issue:	The object of the issue is pursuant to, and in terms of, the Share Holders Agreement dated 27 th November 2018, wherein it is proposed and agreed between the parties to issue, offer and allot on preferential basis 14,123,102 equity shares of the Company to Mr. Dewang Neralla.
2.	Total number of shares to be issued:	14,123,102 fully paid equity shares of face value of INR 1 each of the Company.
3.	Price / price band at which allotment is proposed:	Issue price of INR 1 per equity share.
4.	Basis at which price has been arrived at along with the report of the registered valuer:	Valuation of the Equity shares of the Company have been arrived at by averaging the value arrived by Asset Approach and Earning Approach (discounted cash flow) method of valuation and the valuation has been done by Ms. Sudha Bhushan and has submitted a Valuation Report dated 4 th November 2019.



• Online • PoS • IVR • Mobile • Wallet

5.	Class or classes of persons to whom the allotment is proposed to be made	Mr. Dewang Neralla, CEO of the Company residing at 501, 5th Floor, Rameshwaram Apts, K D Rd, Palkhe Wadi, Prabhadevi Mumbai 400028, Maharashtra.																														
6.	Intention of promoters, directors or key managerial personnel to subscribe to the offer:	The offer is being made to Mr. Dewang Neralla. Mr. Dewang Neralla, CEO of the Company who is a Key Managerial Personnel of the Company shall subscribe to the offer.																														
7.	Proposed time within which the allotment is to be completed:	The allotment will be completed within 60 days from the date of receipt of subscription money from Mr. Dewang Neralla.																														
8.	Names of the proposed allottee and the percentage of post preferential offer capital that may be held by them:	<p>Name of the Allottee: Mr. Dewang Neralla</p> <p>Percentage of post preferential offer capital:</p> <table border="1" data-bbox="550 1048 1394 1476"> <thead> <tr> <th data-bbox="550 1048 863 1081">Name of Shareholder</th> <th data-bbox="863 1048 1134 1081">No of Equity Shares</th> <th data-bbox="1134 1048 1394 1081">% of Equity Shares</th> </tr> </thead> <tbody> <tr> <td data-bbox="550 1081 863 1155">NTT Data Corporation (NTT Data)</td> <td data-bbox="863 1081 1134 1155">345,974,364</td> <td data-bbox="1134 1081 1394 1155">59.75%</td> </tr> <tr> <td data-bbox="550 1155 863 1189">Dewang Neralla (CEO)</td> <td data-bbox="863 1155 1134 1189">21,783,456</td> <td data-bbox="1134 1155 1394 1189">3.76%</td> </tr> <tr> <td data-bbox="550 1189 863 1263">63 Moons Technologies Limited (63 Moons)</td> <td data-bbox="863 1189 1134 1263">210,086,610</td> <td data-bbox="1134 1189 1394 1263">36.28%</td> </tr> <tr> <td data-bbox="550 1263 863 1296">Kedar Mankekar</td> <td data-bbox="863 1263 1134 1296">7,24,800</td> <td data-bbox="1134 1263 1394 1296">0.13%</td> </tr> <tr> <td data-bbox="550 1296 863 1330">Laxmi Mankekar</td> <td data-bbox="863 1296 1134 1330">3,62,400</td> <td data-bbox="1134 1296 1394 1330">0.06%</td> </tr> <tr> <td data-bbox="550 1330 863 1364">Prabhu Raju</td> <td data-bbox="863 1330 1134 1364">80,534</td> <td data-bbox="1134 1330 1394 1364">0.01%</td> </tr> <tr> <td data-bbox="550 1364 863 1397">Sushil Govind</td> <td data-bbox="863 1364 1134 1397">25,000</td> <td data-bbox="1134 1364 1394 1397">0.00%</td> </tr> <tr> <td data-bbox="550 1397 863 1431">Amit Doshi</td> <td data-bbox="863 1397 1134 1431">10,000</td> <td data-bbox="1134 1397 1394 1431">0.00%</td> </tr> <tr> <td data-bbox="550 1431 863 1476">Total</td> <td data-bbox="863 1431 1134 1476">579,047,164</td> <td data-bbox="1134 1431 1394 1476">100.0%</td> </tr> </tbody> </table>	Name of Shareholder	No of Equity Shares	% of Equity Shares	NTT Data Corporation (NTT Data)	345,974,364	59.75%	Dewang Neralla (CEO)	21,783,456	3.76%	63 Moons Technologies Limited (63 Moons)	210,086,610	36.28%	Kedar Mankekar	7,24,800	0.13%	Laxmi Mankekar	3,62,400	0.06%	Prabhu Raju	80,534	0.01%	Sushil Govind	25,000	0.00%	Amit Doshi	10,000	0.00%	Total	579,047,164	100.0%
Name of Shareholder	No of Equity Shares	% of Equity Shares																														
NTT Data Corporation (NTT Data)	345,974,364	59.75%																														
Dewang Neralla (CEO)	21,783,456	3.76%																														
63 Moons Technologies Limited (63 Moons)	210,086,610	36.28%																														
Kedar Mankekar	7,24,800	0.13%																														
Laxmi Mankekar	3,62,400	0.06%																														
Prabhu Raju	80,534	0.01%																														
Sushil Govind	25,000	0.00%																														
Amit Doshi	10,000	0.00%																														
Total	579,047,164	100.0%																														
9.	Change in control, if any, in the company that would occur consequent to the preferential offer:	The Preferential offer will not result in change in control in the Company.																														
10.	Number of persons to whom allotment of preferential basis have already been made during the year, in terms of securities as well as price:	46,559,676 Equity Shares were allotted to NTT Data Corporation at a price of INR 2.2811 (including a premium of INR 1.2811) on preferential basis on 27 th September 2019.																														



• Online • PoS • IVR • Mobile • Wallet

11.	Justification for the allotment proposed to be made for consideration other than cash together with the valuation report of the registered valuer:	The allotment is proposed to be made for consideration payable in cash. Hence, no disclosure is required to be made herein.
12.	The pre-issue and post-issue shareholding pattern of the Company in the prescribed format:	Set out herein below as Annexure A

Annexure A: pre-issue and post-issue shareholding pattern of the Company.

Sr. No.	Category	Pre-Issue		Post-Issue	
		No. of Shares held	% of share holding	No. of Shares held	% of share holding
A.	<u>Promoters' holding:</u>				
1.	Indian:				
	Individual	0	-	0	-
	Bodies Corporate	0	-	0	-
	Sub-Total	0	-	0	-
2.	Foreign Promoters	345,974,364	61.24%	345,974,364	59.75%
	Sub-Total (A)	345,974,364	61.24%	345,974,364	59.75%
B.	<u>Non-Promoters' Holding</u>				
1.	Institutional Investors	0	-	0	-
2.	Non-Institution:	0	-	0	-
	Private Corporate Bodies	210,086,610	37.19%	210,086,610	36.28%
	Directors and Relatives	0	-	0	-
	Indian Public	8,863,088	1.57%	22,986,190	3.97%
	Others (Including NRIs)	0	-	0	-
	Sub-Total (B)	218,949,698	38.76%	233,072,800	40.25%
	GRAND TOTAL	564,924,062	100%	579,047,164	100%

In terms of Section 62(1)(c) read with Section 42, the consent of the members by way of Special Resolution is required for approval of preferential offer and allotment of 14,123,102 equity shares to Mr. Dewang Neralla.



• Online • PoS • IVR • Mobile • Wallet

Your Directors recommend passing of this resolution by way of a Special Resolution. Except for Mr. Dewang Neralla, CEO of the Company, None of the Directors, Key Managerial Personnel or their relatives are interested or concerned, financially or otherwise, in the resolution.

By the order of the Board of Directors

**Sd/-
Rupali Chandak
Company Secretary**

**Date: 5th November 2019
Place: Mumbai**



• Online • PoS • IVR • Mobile • Wallet

ROUTE MAP TO THE EGM VENUE

Venue: FT Tower, CTS no. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai – 400093





• Online • PoS • IVR • Mobile • Wallet

ATOM TECHNOLOGIES LIMITED

Regd. Off: FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai -400093
Tel: +91-22-6686 4010 | Fax: +91-22-6686 4050 | E-mail: info@atomtech.in | Website: www.atomtech.in
CIN: U72900MH2005PLC156695

ATTENDANCE SLIP

**Extra Ordinary General Meeting
Friday, 8th November 2019, 10.00 a.m.**

I/ We hereby record my / our presence at the Extra Ordinary General Meeting of the Company held at FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai – 400093.

Member's Folio/
DP ID-Client ID

Member's/Proxy's name
in block letters

Member's/Proxy's Signature

Note: Please fill in this attendance slip and hand it over at the venue of the meeting.



• Online • PoS • IVR • Mobile • Wallet

ATOM TECHNOLOGIES LIMITED

Form No. MGT-11

PROXY FORM

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: U72900MH2005PLC156695

Registered Office: FT Tower, CTS 256 & 257, Suren Road, Chakala, Andheri (E), Mumbai -400093

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

I/We, being the member (s) of _____ shares of the above named company, hereby appoint

1. Name: _____ Address: _____
E-mail Id: _____ Signature: _____, or failing him/her;
2. Name: _____ Address: _____
E-mail Id: _____ Signature: _____, or failing him/her;
3. Name: _____ Address: _____
E-mail Id: _____ Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the Extra Ordinary General Meeting of the company, to be held on Friday, 8th November 2019, 10.00 a.m. at FT Tower, CTS No. 256 & 257, Suren Road, Chakala, Andheri (East), Mumbai – 400093 and at any adjournment thereof in respect of such resolutions as are indicated below:

Sr. no.	Resolution	Vote (Optional – See Note 2)		
		For	Against	Abstain
1	Approval of Preferential Offer and Allotment of 14,123,102 Equity Shares under Section 62(1)(C) read with Section 42 of the Companies Act, 2013 and the rules thereunder to Mr. Dewang Neralla			

Signed this _____ day of _____ 2019.

Signature of shareholder: _____

Signature of Proxy holder (s) : _____

Affix Revenue Stamp

Note:

- 1) This proxy form in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.
- 2) It is optional to put a ✓ in the appropriate column against the Resolutions indicated in the Box. If you leave the 'for', 'against' or 'abstain' column blank against any or all of the resolutions, your proxy will be entitled to vote in the manner as he/ she may deem appropriate.