

PROXY FORM

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

ATCOM TECHNOLOGIES LIMITED

Regd. Office: 2F Court Chambers, New Marine Lines 35, Behind Income Tax Office, Churchgate, Mumbai 400 020
CIN: L29299MH1989PLC054224 | Phone: +91 22 2200 7001 | Email: atcomcs@gmail.com | Website: www.atcomtech.co.in

Name of member(s): _____

Registered address: _____

Email ID: _____

Folio Number/ DP ID- Client ID: _____

I / We, being the Member(s) holding _____ shares of Atcom Technologies Limited, hereby appoint:

1. Name: _____

Address: _____

Signature: _____

or failing him / her

2. Name: _____

Address: _____

Signature: _____

or failing him / her

3. Name: _____

Address: _____

Signature: _____

as my / our proxy to attend and vote (on a poll) for me / us and on my / our behalf at the 29th Annual General Meeting of Atcom Technologies Limited to be held on Thursday, September 26, 2019, at 09:00 a.m. at 2F Court Chambers, New Marine Lines 35, Behind Income Tax Office, Churchgate, Mumbai 400 020 and at any adjournment(s) thereof, in respect of such resolutions as are indicated below:

ORDINARY BUSINESS

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated

financial statement of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon (Ordinary Resolution).

2. To consider and approve the appointment of Statutory Auditors of the Company to hold office for a period of five years until the conclusion of the 34th Annual General Meeting and to fix their remuneration (Ordinary Resolution).

SPECIAL BUSINESS

3. Appointment of Mrs. Leena Doshi (DIN 00404404) as Non-Executive Director (Ordinary Resolution).
4. Appointment of Mr. Vikram Doshi (DIN 00063455) as a Managing Director (Special Resolution).
5. Approval of Related Party Transaction under Section 188 of the Companies Act, 2013 (Ordinary Resolution).
6. Approval of borrowings under Section 180(1)(c) of the Companies Act, 2013 (Special Resolution).
7. Approval to make loans and investments under Section 186 of the Companies Act, 2013 (Special Resolution).

Signed this.....day of, 2019

Signature of Shareholder:

Signature of Proxy holder(s):

Affix Revenue
Stamp of not
less than Rs. 1

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATTENDANCE SLIP

(To be presented at the entrance of the meeting venue)

ATCOM TECHNOLOGIES LIMITED

Regd. Office: 2F Court Chambers, New Marine Lines 35, Behind Income Tax Office, Churchgate, Mumbai 400 020
CIN: L29299MH1989PLC054224 | Phone: +91 22 2200 7001 | Email: atcomcs@gmail.com | Website: www.atcomtech.co.in

I / We hereby record my / our presence at the 29th Annual General Meeting (AGM) of the Company held on Thursday, the September 26, 2019 at 09:00 a.m. at 2F Court Chambers, New Marine Lines 35, Behind Income Tax Office, Churchgate, Mumbai 400 020 and at any adjournment(s) thereof.

Folio No. _____

DP ID No. _____

Client ID No. _____

Name of the Member _____

Name of the Proxyholder _____

Member's / Proxy's Signature

Notes:

1. Only member / Proxyholder can attend the Meeting.
Members are requested to bring their copy of the Annual Report and this Attendance Slip at the AGM.

NOTICE

Notice is hereby given that the **29th Annual General Meeting** of the Members of Atcom Technologies Limited will be held on Thursday, September 26, 2019 at 9:00 A.M. at 2F Court Chambers, New Marine Lines 35, Behind Income Tax Office, Churchgate, Mumbai - 400020 to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

(a) **"RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted."

(b) **"RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted."

2. To consider and approve the appointment of Statutory Auditors of the Company to hold office for a period of five years until the conclusion of the 34th Annual General Meeting and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s. Gada Chheda & Co. LLP, Chartered Accountants, Mumbai, with Firm Registration No. W100059, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s. Jayesh Dadia & Associates LLP, Chartered Accountants, Mumbai, at a remuneration as may be mutually agreed to between the Board of Directors and M/s. Gada Chheda & Co. LLP, plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them, to hold office of Statutory Auditor till the conclusion of the Thirty-fourth Annual General Meeting of the Company."

SPECIAL BUSINESS

3. To regularise the appointment of Mrs. Leena Doshi as a Director of the Company and in this regard, 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 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Leena Doshi (DIN:00404404), who was appointed as Additional Director on April 8, 2019 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Board of Directors of Company, be and are hereby authorized to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to the aforesaid resolution.”

4. To appoint Mr. Vikram Doshi as a Managing Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Mr. Vikram Doshi (DIN: 00063455) as a Managing Director, for a period of 5 (five) years with effect from March 12, 2019 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give effect to this resolution.”

5. 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 2(76), 184, 188, other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of the Board and Its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 as may be applicable, the Leave and License Agreement entered with Hata Bevtch Private Limited, to provide premises situated at Unit III, Sr. No. 101/3, Daman Industrial Estate, Village - Kadaiya, Daman - 396 210, on lease for a period of five years from August 31, 2019 to August 31, 2024 or such extended time as the Board of Directors of the Company and Leasee mutually agreed, and on such other terms and conditions as mentioned in the said agreement, be and is hereby approved.

RESOLVED FURTHER THAT Board of Directors of Company, be and are hereby authorized to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

6. To consider, and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the members of the Company be accorded to the Board of Directors of the Company, to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of INR

500Crores(Indian Rupees Five Hundred Crores) (both funded and non-funded) at any one point of time.

RESOLVED FURTHER THATthe Board of Directors be and is hereby authorized to negotiate all the terms and conditions with the Bankers for availing the funded and non-funded limits from banks and/or any other financial institution (including guarantees facilities), determine the terms and conditions including fixing the rate of interest, tenure etc. for each borrowing and for such purpose, create and place fixed deposits as collateral, execute loan agreement, demand promissory notes, Pledge/ Hypothecation agreement, and other documents and deeds, receipts, acknowledgements and discharge in connection with the borrowings of the Company within the funded and non-funded borrowing limits as prescribed above.

RESOLVED FURTHER THATthe Board of Directors of the Company be and is hereby authorized to do all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any otherperson as it may deem fit subject to the provisions of the Companies Act, 2013.”

7. To consider, and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013, if any, and in supersession of the earlier resolution passed with regard to investment activity of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

1. Make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
2. give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by any body corporate; and
3. acquire by way of subscription, purchase or otherwise the securities of any other body corporate,in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of INR 100 Crores(Indian Rupees One Hundred Crore only).

RESOLVED FURTHER THATthe Board of Directors of the Company be and is hereby authorized to do all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any otherperson as it may deem fit subject to the provisions of the Companies Act, 2013.”

By order of the Board of Directors

Date : August 12, 2019
Place : Mumbai

Vikram Doshi
Managing Director

Registered Office

2F Court Chambers, New Marine Lines 35,
Behind Income Tax Office, Churchgate, Mumbai 400 020
CIN: L29299MH1989PLC054224 | Phone: +91 22 2200 7001
Email: atcomcs@gmail.com | Website: www.atcomtech.co.in
NOTES

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Annual General Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder. The holder of proxy shall prove his identity at the time of attending the Annual General Meeting. Attendance Slip, Proxy Form and the Route Map of the venue of the Meeting are annexed hereto.

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send certified copy of Board Resolution or other governing body authorizing their representatives to attend and vote on their behalf at the meeting.
4. Members / proxies / authorized representatives should bring their copy of the Annual Report and Accounts along with duly filled Attendance Slip enclosed herewith to attend the Meeting.
5. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID Numbers and those who hold shares in Physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
6. 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.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ('the Act') and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the Annual General Meeting.
8. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, September 19, 2019 to Thursday, September 26, 2019 (both days inclusive) for the purpose of 29th Annual General Meeting.
9. The Annual Report 2018-19, the Notice of the 29th Annual General Meeting and instructions for e-voting, along with the attendance slip and proxy form, are being sent by electronic mode to members whose email addresses are registered with the Company / depository participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.

10. Mrs. Leena Doshi is interested in the Ordinary Resolution set out at Item No. 3 of the Notice with regard to her appointment. Except Mrs. Leena Doshi and Mr. Vikram Doshi and their relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 3 of this Notice.
11. Mr. Vikram Doshi is interested in the Ordinary Resolution set out at Item No. 4 of the Notice with regard to his appointment as Managing Director. Except Mr. Vikram Doshi and Mrs. Leena Doshi and their relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 4 of this Notice.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN details to Bigshare Services Private Limited.
13. As per Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to Bigshare Services Private Limited. Members holding shares in electronic form may submit the same to their respective depository participant.
14. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company on all working days, except Saturday between 11:00a.m. to 01:00p.m. prior to the date of 29th Annual General Meeting of the Company. Prior intimation to the company by any member wishing to visit and inspect these documents is necessary.
15. Any member desiring any clarification/explanation in respect of the information given in this annual report is requested to submit query to the company at least 10 days in advance before the meeting so as to enable the management to keep information ready.
16. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from 31st March 2019. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
17. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs or RTA of the Company.
18. Additional Information, pursuant to Regulation 36 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment / reappointment at the AGM, forms part of the Notice.
19. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are annexed to the Notice. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM. The Board has appointed Kushla Rawat & Associates, Practicing Company

Secretaries, as the Scrutinizers to scrutinize the e-voting / ballot process in a fair and transparent manner.

20. The e-voting period commences on Monday, September 23, 2019 at 9:00 a.m. and ends on Wednesday, September 25, 2019 at 5:00 p.m. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date i.e. September 19, 2019, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the e-voting module will be disabled by NSDL for voting thereafter. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. September 19, 2019. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
21. The facility for voting through ballot papers will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot process. The Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
22. If Members are opting for remote e-voting, they shall not vote by poll paper and vice versa. However, in case Members cast their vote both by poll paper and by remote e-voting, then voting done through remote e-voting shall prevail and voting done by poll paper will be treated as invalid.
23. The Scrutinizers shall immediately after the conclusion of the voting at the meeting, first count the votes of the valid poll paper cast at the 29th Annual General Meeting. They shall then proceed to unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizers thereafter shall submit their report to the Chairperson after completion of their scrutiny. The result of the voting will be announced within forty-eight hours of the conclusion of the 29th Annual General Meeting at the Registered Office of the Company.
24. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.atcomtech.co.in and on the website of NSDL and shall also be intimated to the BSE Limited and National Stock Exchange of India Limited where shares of the Company are listed.
25. The prominent landmark near the venue is Income Tax Office (Churchgate Railway Station).
26. A detailed list of instructions for e-voting is annexed to this Notice.

By order of the Board of Directors

Date : August 12, 2019
Place : Mumbai

Vikram Doshi
Managing Director

Registered Office
2F Court Chambers, New Marine Lines 35,
Behind Income Tax Office, Churchgate, Mumbai 400 020
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