



ATAM VALVES LIMITED

(FORMERLY ATAM VALVES PVT. LTD.)

1051, OUTSIDE INDUSTRIAL AREA, JALANDHAR CITY-144004, PUNJAB, INDIA.

T: 91-181-5001111, 5019616/617

F: 91-181-2290611

E-mail : sales@atamfebi.com

E-mail : marketing@atamfebi.com

Website : www.atamvalves.in

NOTICE OF POSTAL BALLOT

[Pursuant to Section 110 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014, read with Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 including any statutory modifications or amendments or re-enactments thereof and applicable circulars issued by the Ministry of Corporate Affairs, Government of India]

Dear Members,

Notice is hereby given pursuant to Section 108, 110 of the Companies Act, 2013 (the "Act") read with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 (the "Management Rules"), Clause 16 of Secretarial Standard-2 ("SS-2") issued by Institute of Company Secretaries of India, Regulation 44 of SEBI (Listing obligation and Disclosure Requirements) Regulations, 2015 including any statutory modification or re-enactment thereof for the time being in force and guidelines prescribed by the Ministry of Corporate Affairs ("MCA") for holding General Meeting/ conducting Postal Ballot through remote e-voting vide General Circular no. 14/2020 dated April 8, 2020 and 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020 read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular no.20/2021 dated December 8, 2021 and General Circular no.3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (hereinafter collectively referred to as "MCA Circulars") and other applicable laws, rules and regulations, if any, the Resolutions said forth below, as required under regulation 277 of the SEBI (ICDR) Regulations, 2018 is proposed to be passed by the member of **Atam Valves Limited** (hereinafter referred to as the "Company") through Postal Ballot only by way of voting through electronics means ("Remote e-voting").

In compliance with the provisions of Sections 108 and 110 of the Act read with Rules 20 and 22 of the Management Rules and Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements), Regulations, 2015 (hereinafter referred to as the "SEBI Listing Regulations") and as per the guidelines issued by the MCA vide MCA Circulars, the Notice would be sent in electronic mode only to all those shareholders who have registered their e-mail addresses with the Company or Depository Participant/ Depository/ M/s. Bigshare Services Private Limited, the Company's Registrar & Transfer Agent (hereinafter referred as "RTA"). Further, the members would have the option to vote only through remote e-voting and voting through physical ballot papers will not be provided. Therefore, members are requested to communicate their assent or dissent through remote e-voting system only.

The members holding equity shares of the Company are requested to carefully read all the instructions given in the notes.

The Explanatory Statement pursuant to the Section 102 of the Act pertaining to the said resolution setting out the material facts concerning item and the reasons thereof, is also appended. The said resolution and explanatory statement are being sent to you for your consideration pursuant to Rule 22 of the Management Rules.

The Board of Directors of the Company has appointed Parmindar Singh Rally, Proprietor – P.S Rally & Associates, Practising Company Secretary (FCS No. 6861 and CP No. 5712), as the Scrutinizer



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(hereinafter referred as the “Scrutinizer”) for conducting the Postal Ballot and e-voting process in a fair and transparent manner.

The Scrutinizer will submit his report to the Chairman of the meeting or to the person authorized by him after completion of scrutiny of the Postal Ballot (including e-voting) in a fair and transparent manner. The results of the postal ballot/e-voting will be announced not later than two working days of the closure of the e-voting i.e., on or before Monday, December 19, 2022, at the Registered Office of the Company and will be displayed at the Registered Office of the Company and intimated/communicated to BSE Limited (the “BSE”) (hereinafter collectively referred to as the “Stock Exchange”) where the equity shares of the Company are listed.

The results of the postal ballot will also be displayed on the Company’s website <http://atamvalves.in> and on the website of Bigshare Services Private Limited i.e. <https://www.bigshareonline.com/>

The resolution, if passed by requisite majority, will be taken as passed effectively on the last date specified by the Company for e-voting, i.e., Thursday, December 15, 2022. The members are requested to consider and, if thought fit, pass the following resolution: -

SPECIAL BUSINESS:

- 1. Migration of Equity Shares of the Company from SME Platform of BSE Limited (“BSE”) to the Main Board Platform of BSE Limited and/or simultaneously to the Main Board Platform of National Stock Exchange of India Limited (“NSE”).**

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

“RESOLVED THAT pursuant to the Regulation 277 of the SEBI (Issue of Capital and Disclosure Requirements) Regulations 2018, applicable SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 & other applicable provisions of the Companies Act, 2013 read with underlying Rules and Regulations as notified by MCA (including any statutory modifications or re-enactment thereof for the time being in force) and subject to the approval of BSE Limited, National Stock Exchange of India Limited, any other authorities as may be required, the consent of the Members of the Company be and is hereby accorded to migrate the Company, currently listed on SME Platform of BSE Limited to Main Board of BSE Limited and/or simultaneously to the Main Board Platform of National Stock Exchange of India Limited and to follow such procedures as specified by SEBI (Issue of Capital & Disclosure Requirements) Regulations, 2018 and other applicable regulations notified by SEBI or as may be required under Companies Act, 2013, as amended from time to time, to give effect to the this Resolution.

RESOLVED FURTHER THAT the Board of Directors and/or Company Secretary of the Company be and are hereby authorized jointly and severally to deal with any Government or quasi government authorities or any other concerned intermediaries including but not limited to BSE Limited, National Stock Exchange of India Limited, Securities and Exchange Board of India, Registrar of Companies, to apply, modify, rectify and submit any application and/or related documents on behalf of the Company for the purpose of migration of the Company’s present



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listing from SME Platform of BSE Limited to the Main Board of BSE Limited and/or to the Main Board of National Stock Exchange of India Limited.

RESOLVED FURTHER THAT any Directors and/or Company Secretary of the Company be and is/are hereby authorized jointly and severally to do all such acts and things as may be necessary and expedient to give effect to the above resolution on behalf of the Company.”

For **Atam Valves Limited**

Place: Jalandhar
Date: 14.11.2022

Natisha Choudhary
Company Secretary & Compliance Officer
Membership No. ACS-39201

NOTES:

1. Explanatory statement pursuant to the provisions of Section 102 read with Section 110 of the Act, setting out the material facts pertaining to the resolution is annexed hereto along with Postal Ballot Notice (“Notice”) for your consideration.
2. As per Section 110 and other applicable provisions of the Act read with Rule 22 of the Rules, cut-off date for the purpose of reckoning the Voting rights is **Friday, 11th November, 2022 (“Cut-off Date”)**. A person who is not a member as on the Cut-off Date should treat this Notice for information purposes only.
3. This Notice along with the instructions regarding e-voting is being sent only by e-mail to all those Members, whose e-mail addresses are registered with the Company or with the Depositories/Depository Participants and whose names appear in the Register of Members/list of Beneficial Owners as on the Cut-off Date, in accordance with the guidelines prescribed by the Ministry of Corporate Affairs (“MCA”) for holding general meetings/conducting postal ballot process through e-voting vide General Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020 and 39/2020 dated December 31, 2020, read with other relevant circulars, including General Circular No. 10/2021 dated June 23, 2021, General Circular No.20/2021 dated December 8, 2021 and General Circular No.3/2022 dated May 5, 2022 issued by the Ministry of Corporate Affairs (“MCA Circulars”). The Notice shall also be uploaded on the website of the Company i.e. <http://atamvalves.in> and on the e-voting website of CDSL i.e. www.evotingindia.com.
4. All the Members of the Company as on the Cut-off Date i.e. Friday November 11, 2022 (including those Members who may not have received this Notice due to non-registration of their e-mail address with the Company or the Depositories/Depository Participants) shall be entitled to vote in accordance with the process specified in the e-voting instructions. In view of the current circumstances prevailing due to COVID-19 pandemic and in furtherance to the MCA Circulars, the physical copy of Postal Ballot Notice, Postal Ballot Form and pre-paid business reply envelope are not being sent to the Members for this Postal Ballot.



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5. In compliance with the provisions of Sections 108 and 110 of the Act read with the Rules made thereunder, Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended ("the SEBI Listing Regulations") and in accordance with the MCA Circulars, the Company has engaged CDSL as the agency for facilitating remote e-voting to enable the Members to cast their votes electronically ("remote e-voting"). In accordance with the MCA Circulars, the Members can vote only through remote e-voting.
6. **E-voting shall commence on Wednesday, November 16, 2022 at 9.00 A.M. (IST) and end on Thursday, December 15, 2022 at 5.00 P.M. (IST). The e-voting module shall be disabled for voting thereafter.**
7. The Board of the Company has appointed Parmindar Singh Rally, Proprietor – P.S Rally & Associates, Practising Company Secretary (FCS No. 6861 and CP No. 5712) as the Scrutinizer for conducting the postal ballot process (including e-voting), in a fair and transparent manner.
8. Upon completion of scrutiny of the votes, the Scrutinizer will submit his final report to the Chairman of the meeting or to the person authorised by him as soon as possible after the last date of e-voting but not later than Monday, December 19, 2022. The Results of the E-voting/Postal Ballot will be declared on or before Monday, December 19, 2022, at the Registered office of the Company and on the website of the Company, on the website of RTA and intimated to the Stock Exchanges on which the equity shares of the Company are listed.
9. The Postal Ballot Notice is also being uploaded on the Company's website, <http://atamvalves.in> and of RTA i.e. <https://bigshareonline.com/>.
10. All the documents related to the resolution to be passed are available for inspection by the members at the Registered Office of the Company between 11:00 AM and 1:00 PM on all working days from Monday to Friday from the date of dispatch of this Notice till the last date fixed for e-voting i.e., Thursday, December 15, 2022.
11. Resolution passed by the members through postal ballot (e-voting) will be deemed to have been passed on December 15, 2022 as if it has been passed at a general meeting of the member.
12. Pursuant to the MCA Circulars, the Company has made arrangements for the shareholders to register their email addresses. Therefore, those shareholders who have not yet registered their email addresses are requested to register the same by sending e-mail at investor@bigshareonline.com or cs@atamfebi.com
13. Members who have not registered their e-mail address are requested to register the same in respect of shares held in electronic form with the Depository through their Depository Participant(s) and in respect of shares held in physical form by writing to the Company's Registrar and Share Transfer Agent, Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India. or may communicate at email id investor@bigshareonline.com



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14. Members are requesting to send all communication to our R&T Agents at the following address Office No S6-2, 6th floor Pinnacle Business Park, Next to Ahura Centre, Mahakali Caves Road, Andheri (East) Mumbai - 400093, India. or may communicate at email id investor@bigshareonline.com

15. The remote e-voting process shall be as under:

INFORMATION AND INSTRUCTIONS RELATING TO E-VOTING ARE AS UNDER:-

- The e-voting period commences on Wednesday November 09,2022at (9.00 A.M) and will end on Thursday, December15, 2022 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 of Friday,11November,2022, may cast their vote by e-voting. The e-voting module shall be disabled by CDSLfor voting thereafter. Once the vote on a resolution is cast by the member, the member shall not be allowed to change it subsequently.
- The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- Click on "Shareholder - login".
- Now Enter your User ID:
 - For CDSL: 16 digits beneficiary ID
 - For NSDL: 8 character DP ID Followed by 8 digits client ID
 - Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:

PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Members who have not updated their PAN with the Company / Depository Participant are requested to use the sequence number in the PAN field which is printed on the address sticker.
Dividend Bank details or Date of Birth (DOB)	Enter the dividend bank details or date of birth (in dd/mm/yyyy) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the Company/ Depository Participant, please enter the DP ID and Client ID/ Folio No. in the dividend bank details field as mentioned in instruction (4).



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8. After entering these details appropriately, click on "SUBMIT" tab.
9. Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
10. For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
11. Click on the EVSN for the relevant Company Name i.e. "ATAM VALVES LIMITED" on which you choose to vote.
12. On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
13. Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
14. After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
15. Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
16. You can also take out print of the voting done by you by clicking on "Click here to print" option on the Voting page.
17. If Demat account holder has forgotten the same password then enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
18. Shareholders can also use Mobile app - "m - Voting" for e voting. m - Voting app is available on Apple, Android and Windows based Mobile. Shareholders may log in to m - Voting using their e-voting credentials to vote for the company resolution(s).

Note for Non Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.



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- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cDSLindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login should be mailed to helpdesk.evoting@cDSLindia.com and on approval of the accounts they would be able to cast their vote.
 - A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
19. In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cDSLindia.com.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

1. Item No. 1 - Migration of Equity Shares of the Company from SME Platform of BSE Limited ("BSE") to the Main Board Platform of BSE Limited and/or simultaneously to the Main Board Platform of National Stock Exchange of India Limited ("NSE").

Pursuant to SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, an issuer, whose specified securities are listed on a SME Exchange and whose post issue face value capital is more than Rs. 10,00,00,000 (Rupees Ten Crores) and upto Rs. 25,00,00,000 (Rupees Twenty Five Crores), may migrate its securities to the Main Board Platform of BSE Limited and/or to the Main Board Platform of National Stock Exchange of India Limited, provided shareholders' approval is obtained in accordance to ICDR Regulations issued by SEBI and Company meets eligibility listing requirements of Stock Exchange on which Company is proposed to list. Since the paid up Capital of the Company as on date is INR 10,54,80,000/- and Company is also listed on SME platform of BSE for more than 2 Years. I.e. from October 06, 2020 till date, your management are of the view that Migration to main board of BSE Limited and National Stock Exchange of India Limited will act as a catalyst in the growth and expansion of the Company, enhanced recognition, increased participation of investors and also help the shareholders to enjoy sufficient return and/or liquidity on their investments.

In view of above, you are requested to grant your consent to the Special Resolution as set out in Postal Ballot notice of the Company.

Here special resolution shall be acted upon if and only if the votes cast by shareholders other than promoters in favour of the proposal amount to at least two times the number of votes cast by shareholders other than promoter shareholders against the proposal.

GST No. 03AABCA2863R1ZH



CIN-L27109PB1985PLC006476

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The Board of Directors of the Company propose the resolution for your approval.

None of the Directors and Key Managerial Persons or their relatives has any interest in the passing of the said resolution except to the extent of equity shares held by them in the Company.

By order of the Board of Directors
For **Atam Valves Limited**

Place: Jalandhar
Date: 14.11.2022

Natisha Choudhary
Company Secretary & Compliance Officer
Membership No. ACS-39201