

ATCOM TECHNOLOGIES LIMITED

2016-2017

CONTENTS

1. Notice
2. Directors Report
3. Annexures to Directors Report
4. Auditors Report
5. Standalone Financial Statements
6. Consolidated Auditors Report
7. Consolidated Financial Statements

BOARD OF DIRECTORS

Mr. Vickram Anantrai Dosshi	Director
Mr. Mahendra Sanghvi	Director
Mr. Sanjay Shah	Director
Mr. Sanjay Nimbalkar	Director

CIN: L29299MH1989PLC054224

Registered Office: 6A, Lalwani Industrial Estate
14, G. D. Ambekar Road
Wadala
Mumbai - 31

Telephone No's: +91 22 24117080/ 24117082

Fax No.: +91 22 24117085

E-mail: atcom1989co@gmail.com

Registrar and Transfer Agents: Big shares Services Pvt. Ltd.
1st Floor, Bharat Tin Works Building,
Opp. Vasant Oasis, Makwana Road, Marol,
Andheri (East), Mumbai- 400059

Telephone Nos. +91 22 62638200

E-mail rutika@bigshareonline.com

BANKERS: Dena Bank
State Bank of India

NOTICE

Notice is hereby given that the **27th Annual General Meeting** of the Members of Atcom Technologies Ltd will be held on Thursday, September 28, 2017 at 05.00 p.m. at 6A, Lalwani Industrial Estate, 14 G.D. Ambekar Road, Wadala, Mumbai 400031 to transact the following business:

ORDINARY BUSINESS

1. To receive, consider and adopt the Audited Financial Statements of the Company i.e. Standalone and Consolidated for the financial year ended March 31, 2017 together with the report of the Auditors and Board of Directors thereon; and
2. To appoint a Director in place of Mr. Sanjay Shah (DIN- 02416723), who retires by rotation in terms of section 152(6) of the Companies Act, 2013 and, being eligible, offers himself for reappointment.
3. Re-appointment of Auditors

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 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Accounts) Rules, 2014 framed as amended from time to time, the Company hereby re-appoints M/s. G.C. Patel & Co., Chartered Accountants (Firm Registration No. 113693W), as Auditors of the Company to hold office from the conclusion of this Annual General Meeting (AGM) till the conclusion of the 29th AGM of the Company (subject to ratification of their appointment at every AGM), to examine and audit the accounts of the Company, at such remuneration plus service tax, out-of-pocket, travelling and living expenses, etc., as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

By Order of Board of Directors



Vickram Dosshi
Chairman

Place: Mumbai
Date: 26th July 2017

NOTES:

1. **A Member entitled to attend and vote at the Annual General Meeting (AGM) is entitled to appoint a proxy to attend and vote instead of himself and the proxy need not be a Member of the Company.** The instrument appointing the proxy, in order to be effective, must be deposited at the Company's Registered Office, duly completed and signed, not less than FORTY-EIGHT HOURS before the meeting. **A person can act as proxy on behalf of Members not exceeding fifty (50) and holding in the aggregate not more than 10% of the total share capital of the Company.**
2. Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No
3. The details of the person seeking re-appointment as Director under Item No. 2 of the Notice are annexed.
4. Members desirous of obtaining any information concerning the accounts and operations of the Company are requested to address their questions in writing to the Company Secretary at least one week before the date of the Meeting, so that the information required may be made available at the Meeting, to the extent possible.
5. The Registers under the Companies Act, 2013 will be available for inspection at the Registered Office of the Company on all working days during business hours between 9.00 a.m. and 12 noon except holidays
6. Members holding shares in dematerialized form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Service (ECS), mandates, nominations, power of attorney, change of address, change of name, e-mail address, contact numbers, etc., to their Depository Participant (DP). Changes intimated to the DP will then be automatically reflected in the Company's records which will help the Company and the Company's Registrars and Transfer Agents, Big Shares Services Private Limited to provide efficient and better services. Members holding shares in physical form are requested to intimate such changes to Big Shares Services Pvt. Ltd.

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 electronic form are, therefore, requested to submit the PAN to their depository participants with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to Big Shares Services Pvt. Ltd.

- 7.** Members, Proxies and Authorized Representatives are requested to bring to the meeting, the Attendance Slip enclosed herewith, duly completed and signed, mentioning therein details of their DP ID and Client ID / Folio No.
- 8.** Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or Big Shares Services Pvt. Ltd., the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.
- 9.** In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
- 10.** Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, companies can serve Annual Reports and other communications through electronic mode to those Members who have registered their email address either with the Company or with the Depository Participant(s). We regret the inconvenience caused to the members for not being able to provide these services due to our pending liabilities with the depositories and the RTA which will be resolved under our BIFR settlement scheme.
- 11.** We regret our inability to provide e voting services to pursuant to Section 108 of the Companies Act, 2013 and the Rules framed thereunder, pending our liability settlement with the depositories and the RTA. Shareholders will be appointed as the Scrutinizer to scrutinize the voting in a fair and transparent manner.
- 12.** The Register of Members and share transfer books will remain closed from 22nd September, 2017 to 28th September, 2017, (both days inclusive).

PROFILE OF DIRECTOR

DETAILS OF DIRECTORS SEEKING APPOINTMENT /REAPPOINTMENT AT THE FORTHCOMING ANNUAL GENERAL MEETING

Particulars	Mr. Sanjay Shah
Date of Birth	20/10/1961
Date of Appointment	03/02/2012
Qualification	B.Com
Expertise in Specific Area	Accounts, Finance, Taxation
Directorships held in other public companies (excluding foreign companies and Section 8 companies)	1.C2M Technologies Limited 2. Smart Sensors And Transducers Limited 3. Kimaya Wellness Limited 4. Atco Water Technologies Limited 5. Ancient Traders Limited 6. Edesk Services Limited 7. Atco Limited
Directorships held in private companies	1. Asset Resolution Services India Private Limited 2. Anewera Marketing Private Limited
Number of shares held in the Company	1210

For other details such as number of meetings of the board attended during the year, remuneration drawn and relationship with other directors and key managerial personnel in respect of Mr. Sanjay Shah, please refer to the Report.

DIRECTOR'S REPORT

DIRECTOR'S REPORT

To The Members,

The Directors submit the 27th Annual Report of Atcom Technologies Limited along with the audited financial statements for the financial year (FY) ended March 31, 2017. Consolidated performance of the Company and its subsidiaries has been referred to wherever required.

1. FINANCIAL RESULTS & PERFORMANCE:

Particulars	(Rupees in Lacs)		(Rupees in Lacs)	
	Standalone		Consolidated	
	2016-17	2015-16	2016-17	2015-16
Sales & Other Income	39.94	95.88	39.94	95.88
Profit/(Loss) before Depreciation & Tax				
Less: Depreciation				
Profit (Loss) Before tax	-2.32	-5.89	-2.35	-6.20
Less: Provision for Taxation	0	0	0	0
Add/(Less): Provision for deferred tax	0	0	0	0
Add/(Less): Prior Year Expenses	0	0	0	0
Add: Extra Ordinary Item				
Profit (Loss) for the year	-2.32	-5.89	-2.35	-6.20
Debit/Credit balance of profit & loss account brought forward	-19626.43	-19620.53	-19818.11	-19811.90
Balance Carried Forward to Balance Sheet	-19649.72	-19626.43	-19841.70	-19818.11

PERFORMANCE:

In view of the loss, no dividend is recommended.

SUBSIDIARY COMPANY:

The company has one subsidiary as on 31st March, 2017 which is engaged Research and Development. There are no associate companies within the meaning of Sec 2(6) of the Companies Act; 2013. There has been no material change in the nature of the business of subsidiaries.

Pursuant to the provisions of section 129(3) of the Act, a statement containing salient features of the financial statements of the Company's subsidiaries in Form AOC-1 is attached as **Annexure-I** to the Director's Report of the company. The statement also provides details of performance and financial position of the subsidiaries and associates.

Sr.No.	Subsidiary	Business
1.	C2M Technologies India Limited	Research and Development

FIXED DEPOSITS

Pursuant to Chapter V of the Companies Act, 2013, the Company has not accepted any "deposits" from the public during the period under review.

DIRECTORS

The Directors have furnished a declaration to the board at the first meeting to the effect that they are not disqualified to act as directors under Section 164 of the Companies Act, 2013.

DIRECTOR'S RESPONSIBILITY STATEMENT:

Pursuant to section 134(5) of the Companies Act, 2013, with respect to Directors' Responsibility Statement, it is hereby confirmed:

- (i) In the preparation of the annual accounts, the applicable accounting standards have been followed and there are no material departures;
- (ii) they have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of

affairs of the Company at the end of the financial year and of the profit of the Company for that period;

(iii) They have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;

(iv) They have prepared the annual accounts on a going concern basis;

(v) They have laid down internal financial controls to be followed by the Company and such internal financial controls are adequate and operating effectively;

(vi) They have devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively

Based on the framework of internal financial controls and compliance systems established and maintained by the Company, work performed by the internal, statutory and secretarial auditors and external consultants, including audit of internal financial controls over financial reporting by the statutory auditors, and the reviews performed by management and the relevant board committees, including the audit committee, the board is of the opinion that the Company's internal financial controls were adequate and effective during FY 2016-17.

DIRECTORS AND KEY MANAGERIAL PERSONS

In the opinion of the Board, the independent directors are persons of integrity and possess relevant expertise and experience. Your Company has received the necessary declaration from the independent directors as required under Section 149(7) of the Companies Act, 2013 stating that they meet the criteria of independence under Section 149(6) of the Companies Act, 2013.

Mr. Sanjay Shah retires by rotation and being eligible has offered himself for re-appointment.

During the year, the non-executive directors of the Company had no pecuniary relationship or transactions with the Company, other than the sitting fees, commission and reimbursement of expenses incurred by them for the purpose of attending meetings of the Company.

NUMBER OF MEETINGS OF THE BOARD

Four meetings of the board were held on 30th May, 2016 ; 12th August 2016 ; 11th November, 2016 and 10th February, 2017 during the year. The maximum interval between any two meetings did not exceed 120 days, as prescribed in the Companies Act, 2013.