

33RD ANNUAL REPORT
ATCOM TECHNOLOGIES LIMITED
2022-23

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CORPORATE INFORMATION - ATCOM TECHNOLOGIES LIMITED

Board of Directors

Vikram Doshi
(DIN : 00063455)
Managing Director

Leena Doshi
(DIN : 00404404)
Non-Executive Director

Tanvi Doshi
(DIN : 01277738)
Non-Executive Director

Ankur Jain
(DIN : 03306931)
Independent Director

Shreya Mehta
(DIN : 08058428)
Independent Director

Sumair Vidha
(DIN : 03523895)
Independent Director

Board Committees

Audit Committee

Ankur Jain(Chairman)
Sumair Vidha
Vikram Doshi

Stakeholder's Relationship Committee

Ankur Jain (Chairman)
Shreya Mehta
Leena Doshi

Nomination and Remuneration Committee

Ankur Jain (Chairman)
Shreya Mehta
Leena Doshi

Auditors

Gada Chheda & Co. LLP
Chartered Accountants (Firm's Registration No.W100059)

Bankers

IDFC Bank

Corporation Bank

Registrar and Transfer Agents**Bigshare Services Private Limited**

1ST Floor, Bharat Tin Works Building, Opp. Vasant Oasis, Makwana Road, Marol,
Andheri East, Mumbai - 400 059.

Phone: +91 22 62638200 | E-mail: rajeshm@bigshareonline.com

Registered Office

5, Sannidham, 145, Indulal D Bhuva Marg, Wadala Mumbai-31

CIN: L29299MH1989PLC054224 | Phone: 022 35566211

Email: contact@atcomtech.co.in | Website: www.atcomtech.co.in

CHAIRPERSON'S MESSAGE

Dear Stakeholders,

On behalf of the Board of Directors, it gives me great pleasure to present the 33rd Annual Report of the Company.

The year gone by was quieter than we would have liked as a Company. However, I am glad to tell you that our immediate roadmap for the forthcoming financial year involves strengthening our core investment activities, which is the primary business of the Company.

We have started expanding our reach through investing and mentoring young and innovative start-ups, and we also intend to dis-invest some of our stakes in present investee companies, after which we expect our revenue to be positive from core activities.

As we enter a new financial year full of opportunities, we at Atcom Technologies thank you for your continued support and for showing faith in us.

With warm regards,

Vikram Anantraï Doshi
Managing Director

NOTICE

Notice is hereby given that the **33rd Annual General Meeting** of the Members of Atcom Technologies Limited will be held on September 29, 2023 at 9.30 a.m. at 5, Sannidhan, Plot No. 145, Indulal D Bhuvra Marg, Wadala, Mumbai – 400 031 to transact the following businesses:

Ordinary Business

- 1) To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2023, together with the Reports of the Board of Directors and the Auditors thereon.
- 2) Re-appointment of Mr. Vikram Anantrai Doshi (DIN: 00063455) liable to retire by rotation as a Director of the Company, who has offered himself for re-appointment.

SPECIAL BUSINESS: -

- 3) To re-appoint Mr. Vikram Anantrai Doshi (DIN: 00063455) as Managing Director of the Company for a tenure of 5 years w.e.f. 13th February, 2024

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

“RESOLVED THAT pursuant to Sections 196, 197, 198, 203, Schedule V and other applicable provisions, if any of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, as amended from time to time, and applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof, for the time being in force), and the Articles of Association of the Company and based on the recommendation of the Nomination & Remuneration Committee and approval of the Board of Directors of the Company, the consent of the members of the Company be and is hereby accorded for the re-appointment of Mr. Vikram Anantrai Doshi (DIN: 00063455) as the Managing Director of the Company with effect from 13th February 2024 for a period of 5 (Five) years, i.e. up to 12th February 2029, on the following terms and conditions as set out hereunder –

1. Salary: Within the block of Rs.25,000/- to Rs.1,00,000/- p.m.

Increments: As determined by the Nomination & Remuneration Committee from time to time.

2. Perquisites:

Medical Reimbursement: As per Company Policy.

Insurance: As per Company Policy.

Company provided car, reimbursement of driver's wages & petrol expenses as per Company Policy.

3. Gratuity payable shall be calculated as per the provisions of the 'The Payment of Gratuity Act, 1972.
4. Ex-Gratia: As per the Company's Rule.
5. Leave Travel Allowance: As per the Company's Rule.
6. Notice Period: The agreement may be terminated by either party by giving the other party one month's notice or the Company paying one month's salary in lieu of the notice.”

RESOLVED FURTHER THAT the consent of the members be and is hereby accorded, that where in any Financial Year during the current tenure of Mr. Vikram Anantrai Doshi (DIN: 00063455) as Managing Director, the Company has no profits or its profits are inadequate, the above-mentioned remuneration be paid to her as minimum remuneration in accordance with the limits prescribed as per the provisions of Section II of Part II of Schedule V of the Companies Act, 2013.

RESOLVED FURTHER THAT in the event of any statutory amendment or modification or relaxation in the provisions of Schedule V of the Companies Act, 2013, relating to the payment of remuneration to the managerial personnel, the Board of Directors (hereinafter referred to as the 'Board') subject to the recommendations of the Nomination and Remuneration Committee be and is hereby authorized to vary the remuneration including commission and perquisites etc. within such prescribed limits.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to delegate all or any of the powers conferred on it by or under this resolution to Nomination and Remuneration Committee of the Company to give effect to this resolution including the filing of necessary forms/returns with the Ministry of Corporate Affairs."

- 4) To re-appoint Mr. Ankur Kunwarsen Jain (DIN: 03306931) as an Independent Director of the Company for a second term of 5 consecutive years

To consider and if thought fit, to pass with or without modification(s), the following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Mr. Ankur Kunwarsen Jain (DIN: 03306931), who was appointed and holds office as an Independent Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office for the second term of 5 consecutive years effective from 29th May, 2023 up to 28th May, 2028."

RESOLVED FURTHER THAT the Board of Directors/Company Secretary, be and are hereby authorised to do all such acts, deeds, matters and things as maybe considered necessary, desirable or expedient to give effect to this resolution."

- 5) To re-appoint Ms. Shreya ketanbhai mehta (DIN: 08058428) as an Independent Director of the Company for a second term of 5 consecutive years

To consider and if thought fit, to pass with or without modification(s), the following resolution as SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of sections 149, 150, 152 read with Schedule IV and other applicable provisions of the Companies Act, 2013 ("the Act") and the Companies (Appointment and Qualification of Directors) Rules, 2014 and the applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and basis the recommendation of the Nomination and Remuneration Committee and the Board of Directors, Ms. Shreya ketanbhai mehta (DIN: 08058428), who was appointed and holds

office as an Independent Director of the Company and who has submitted a declaration that he meets the criteria for independence as provided in Section 149(6) of the Companies Act, 2013 and who is eligible for reappointment, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold the office for the second term of 5 consecutive years effective from 29th May, 2023 up to 28th May, 2028.”

RESOLVED FURTHER THAT the Board of Directors/Company Secretary, be and are hereby authorised to do all such acts, deeds, matters and things as maybe considered necessary, desirable or expedient to give effect to this resolution.”

By order of the Board of Directors

Date : September 05, 2023
Place : Mumbai

Vikram Doshi

Managing Director
DIN - 00063455

Registered Office
Flat No 5, Sannidhan, Plot No. 145,
Indulal D Bhuva Marg,
Wadala Mumbai – 400 031
CIN: L29299MH1989PLC054224 | Phone: +91 22 35566211
Email: contact@atcomtech.co.in | 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.

Further additional information, pursuant to Regulations 26(4) and 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations") and Secretarial Standard on General Meetings ("SS-2") issued by the Institute of Company Secretaries of India (ICSI), in respect of Directors seeking appointment/reappointment at this AGM as mentioned in Item No. of this AGM Notice is also 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 Book of the Company shall remain closed from Friday, the September 22, 2023 to Friday, September 29, 2023 (both days inclusive) for the purpose of 33rd Annual General Meeting.

9. The Annual Report 2022-23, the Notice of the 33rd 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. 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.

11. 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.

12. 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 11:00 a.m. to 01:00 p.m. prior to the date of 33rd Annual General Meeting of the Company.

13. 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.

14. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from a cut-off date, to be notified. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.

15. 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.

16. 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.

17. 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 Board has appointed Vishal N. Manseta, Practicing Company Secretary as the Scrutinizer to scrutinize the e-voting / ballot process in a fair and transparent manner.

18. The e-voting period commences on Tuesday, 26th September, 2023 at 9:00 a.m. and ends on Thursday, 28th September, 2023 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 22nd, 2023, 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 22nd, 2023. 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.

19. 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