

ATLANATA DEVCON LIMITED

(CIN: L45200GJ1994PLC061328)

REGISTERED OFFICE:

**1009 HEMKUNTH, BEHIND LIC OFFICE,
ASHRAM ROAD, AHMEDABAD,
GUJARAT- 380009**

ANNUAL REPORT

2014-15

BOARD OF DIRECTOR:MR. HEMANSHU MEHTA DIRECTOR

MR. ASWINKUMAR BAGDAI MANAGING DIRECTOR & CFO

MR. PRANAV VIJAY SAMPAT INDEPENDENT DIRECTOR

MR. RAJ BALDEVSINGH JHALA DIRECTOR

MR. DHARMESH SOLANKI INDEPENDENT DIRECTOR

MR. PRADEEP SWAIN DIRECTOR

MR. AKASH DESAI INDEPENDENT DIRECTOR

MRS. VASANTI NAGDAWOMAN DIRECTOR

AUDITORS:PRAFUL N. SHAH & CO.

CHARTERED ACCOUNTANTS

13-B, VISHRAM PARK SOCIETY,

SUGAM FLATS ROAD,

OPP. R. C. PATEL SCHOOL,

VASNA, AHMEDABAD - 380 007

REGISTRAR AND SHAREM/S. LINK INTIME SHARE REGISTRY PVT. LTD

TRANSFER AGENT:NO.C-13, PANNALAL SILK MILLS COMPOUND,

LAL BAHADUR SHASTRI ROAD, BHANDUP WEST,

MUMBAI, MAHARASHTRA 400078

Tele: [+ \(91\)-22-25963838](tel:+(91)-22-25963838), [25946970](tel:+(91)-22-25946970)

STOCK EXCHANGE

WHEREIN THE SHARES

OF THE COMPANY

ARE LISTED:

THE BOMBAY STOCK EXCHANGE LIMITED

25TH FLOOR, P.J.TOWERS,

DALAL STREET, FORT,

MUMBAI – 400001

NOTICE

Notice is hereby given that 20TH Annual General Meeting of ATLANTA DEVCON LIMITED will be held at Regd. Office at 1009, Hemkunth, Behind LIC Office, Ashram Road, Ahmedabad – 380009 on 30th September, 2015 at 10.00 A.M. to transact the following business:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2015, including the audited Balance Sheet as at March 31, 2015, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. To appoint a Director in place of Mr. Hemanshu Mehta (DIN: 01843210), who retires by rotation, in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditors and to fix their remuneration and in this regards pass with or without modification(s), the following resolution as an **Ordinary Resolution:**

“RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed thereunder, as amended from time to time, pursuant to recommendation of the Audit Committee of Board of Directors and pursuant to resolution passed by members at the AGM held on 30th September, 2014, the appointment of , M/s. Praful N. Shah & Co., Chartered Accountants (Firm Registration No.108057W), as Statutory Auditors of the company to hold office from the conclusion of this Annual General Meeting for a consecutive period of two (2) financial years till the conclusion of its Annual General Meeting of F.Y. – 2016-17, be and is hereby ratified at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors.”

SPECIAL BUSINESS:

4. To consider and if thought fit to pass with or without modification, the following resolution as a **Ordinary resolution**:

“RESOLVED THAT pursuant to the provisions of the section 161 and other applicable provisions ,if any, of the Companies Act, 2013, **MR. PRANAV SAMPAT (DIN: 03637046)**, who was appointed as an additional Director of the Company, be and is hereby appointed as a director of the company.”

**PLACE: AHMEDABAD
DATE: 14/08/2015**

**BY ORDER OF THE BOARD OF DIRECTORS,
FOR, ATLANTA DEVCON LIMITED**

**Sd/-
MR. ASHWIN BAGDAI
MANAGING DIRECTOR
(DIN- 03614681)**

NOTES:

1. A Member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the company. Instrument of proxy in order to be effective must be received by the company not less than 48 hours before the meeting.
2. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, the Notice is being sent to all the members, whose names appear in the Register of Members / List of Beneficial Owners, received from NSDL / CDSL as on close of business hours on **FRIDAY, 14TH AUGUST, 2015**. The Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding).
3. For Members whose email IDs are not registered, physical copies of the Notice are being sent by permitted mode. The Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.

4. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain closed from **Wednesday, 23rd September, 2015 to Wednesday, 30th September, 2015** (both days inclusive) in connection with AGM.
5. As a measure of economy, Annual Report will not be distributed at the Meeting. So, members are requested to bring their copy of Annual Report with them to the Annual General Meeting.
6. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.
7. Information as required under clause 49 (VIII) (E) (1) of the Listing Agreement regarding appointment / reappointment of Directors are annexed hereto.
8. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Clause 35B of Listing Agreement, the Company is providing E-Voting facility to all the members whose names appear in the Register of Members / beneficial owners as on the Cut-Off Date i.e. **23RD SEPTEMBER, 2015**, who may cast their vote by electronic mode on all resolutions in respect of business set forth in the notice through e-voting services provided by CDSL, through their portal <http://www.evotingindia.com> in this regard, members are notified that (i) the company has completed the dispatch of Notice through permitted mode to all the members of the company individually and (ii) voting through electronic means shall commence from **09.00 A.M. on 27TH SEPTEMBER, 2015 and end at 5:00 P.M. on 29TH SEPTEMBER, 2015.**

9. Please note that e-voting is optional. In case a member has voted through e-voting facility, he/she is not allowed to vote at the Venue of Annual General Meeting.
10. The Member who transfers his / her shares before the Cut-off date i.e. **23RD SEPTEMBER, 2015**, is not eligible to vote to the extent of transfer made by him/her, on the Resolutions mentioned in the Notice.
11. Any person who acquires the Shares of the Company after dispatch of the Notice of the General Meeting and holding the Shares on the Cut-off Date i.e. **23RD SEPTEMBER, 2015**, may request to the Company on registered mail ID of the company i.e. **info@seaxglobal.net** to obtain the User ID & Password.
12. The Results of E-voting along with the Scrutinizer's Report shall be declared and placed on the Company's website and on the website of CDSL <https://www.evotingindia.co.in> on or before **6:00 P.M. on 30TH SEPTEMBER, 2015** and communicated to the BSE Limited where the shares of the Company are listed.

Explanatory Statement

(Pursuant to section 102 of the Companies Act, 2013)

As required by section 102 of the Companies Act, 2013 (The 'Act'), the following explanatory statement sets out all material facts relating to the business mentioned under Item No. 4 to 9 of the accompanying Notice:

Item No- 4:

The Board of Directors of the Company, at its meeting held on 04th October, 2011 had appointed Mr. PranavSamapt(Din: 03637046), as an Additional Director of the Company. The Board is confident that with his extensive business knowledge, experience and expertise in the field of shares & stock market, he would definitely enhance the Board's strength and dynamism. Since, the tenure of appointment of Mr. PranavSamaptas an Additional Director is going to expire at this Annual General Meeting, approval of members of the Company is being sought in order to confirm his directorship pursuant to Section 161 and other applicable provisions of the Companies Act, 2013.

Your Directors recommend passing of the enabling Resolution in item no. 4 as an Ordinary Resolution.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. PranavSamaptis concerned or interested, financially or otherwise, in the resolution set out at Item No.4.

**PLACE: AHMEDABAD
DATE: 14/08/2015**

**BY ORDER OF THE BOARD OF DIRECTORS,
FOR, ATLANTA DEVCON LIMITED**

**Sd/-
MR. ASHWIN BAGDAI
MANAGING DIRECTOR
(DIN- 03614681)**

Information pursuant to Clause 49 of the Listing Agreement with regard to Directors seeking appointment / re-appointment as the forthcoming Annual General Meeting

➤ **MR. HEMANSHU MEHTA (DIN: 01843210)- NON EXECUTIVE DIRECTOR**

Mr. Hemanshu Mehta is a director of the Company from 4 years and has degree of bachelor of Commerce. Below is a list of other companies in which Mr. Hemanshu Mehta is a Director and chairman / member of Board Committees of other companies:

| No. | List of other directorship | Chairmanship / Membership of Committees of the Board of other companies |
|------------|--|--|
| 1 | KRISHNA CAPSHARES PVT LTD | - |
| 2 | OM EDUCATION (IT) PRIVATE LIMITED | - |
| 3 | ATLANTA PROCON PRIVATE LIMITED | - |
| 4 | AYODHYAPATI INVESTMENT PRIVATE LIMITED | - |

Shareholding in the Company: NIL.

➤ **MR. PRANAV SAMPAT (DIN: 03637046)- INDEPENDENT DIRECTOR**

Mr. PranavSamapthas degree of bachelor of Commerce. Below is a list of other companies in which Mr. PranavSamaptis a Director and chairman / member of Board Committees of other companies:

| No. | List of other directorship | Chairmanship / Membership of Committees of the Board of other companies |
|------------|-------------------------------------|--|
| 1 | JAISU SHIPPING CO PRIVATE LIMITED | - |
| 2 | JAISU DREDGING AND SHIPPING LIMITED | - |

Shareholding in the Company: NIL.

THE INSTRUCTIONS FOR E-VOTING:

SECTION A - E-VOTING PROCESS:

- (i) The voting period begins on 27TH SEPTEMBER, 2015 FROM 9:00 A.M. TO 29TH SEPTEMBER, 2015 at 5:00 P.M. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 23RD SEPTEMBER, 2015 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID.
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - c. Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) 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.
- (viii) If you are a first time user follow the steps given below:

| | For Members holding shares in Demat Form and Physical Form |
|-----|--|
| 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 first two letters of their name and the 8 digits of the sequence number in the PAN field. In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field. |
| Dividend Bank Details OR Date of Birth (DOB) | <p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none"> If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (v). |

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN i.e. "150811025" for the relevant Company Name i.e. **ATLANTA DEVCON LIMITED** on which you choose to vote.