



ATLANTA DEVCON LIMITED

(CIN: L45200GJ1994PLC061328)

REGISTERED OFFICE:

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

ANNUAL REPORT - 2018-19

➤ **BOARD OF DIRECTORS:**

<u>NAME OF DIRECTOR</u>	<u>DIN</u>	<u>DESIGNATION</u>
MR. ASWINKUMAR BAGDAI	03614681	MANAGING DIRECTOR & CFO
MR. DHARMESH SOLANKI	03637136	INDEPENDENT DIRECTOR
MR. PRADEEP SWAIN	05116867	NON EXECUTIVE DIRECTOR
MRS. VASANTI NAGDA	06983165	NON EXECUTIVE DIRECTOR (WOMAN DIRECTOR)

➤ **AUDITORS:**

STATUTORY AUDITORS: **PRAFUL N. SHAH & CO.**
CHARTERED ACCOUNTANTS
13-B, VISHRAM PARK SOCIETY,
SUGAM FLATS ROAD,
OPP. R. C. PATEL SCHOOL,
VASNA, AHMEDABAD - 380 007

SECRETARIAL AUDITOR: **A. SHAH & ASSOCIATES**
PRACTICING COMPANY SECRETARIES
D-413, SHIROMANI COMPLEX,
OPP. OCEAN PARK, NEHRUNAGAR,
SATELLITE, AHMEDABAD- 380 015

➤ **REGISTRAR AND SHARE TRANSFER AGENT:**

M/S. LINK INTIME INDIA PVT. LTD.
5th floor, 506 to 508 Amarnath Business
Centre I (ABC I), Beside Gala Business
Centre, Nr. St. Xavier's College Corner Off
C G Road, Navarangpura, Ahmedabad – 380009, Gujarat
PH. No 07926465179

➤ **STOCK EXCHANGES WHERE THE SHARES OF THE COMPANY ARE LISTED:**

BSE LIMITED - 25TH FLOOR, P. J. TOWERS, DALAL STREET, FORT, MUMBAI – 400001

➤ **CONTACT DETAILS:**

CIN: L45200GJ1994PLC061328

REGISTERED OFFICE ADDRESS: 1009 HEMKUNTH, BEHIND LIC OFFICE
ASHRAM ROAD AHMEDABAD GJ 380006 IN

EMAIL ID: atlantadevcon@yahoo.com



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NOTICE

NOTICE IS HEREBY GIVEN THAT 24th ANNUAL GENERAL MEETING OF ATLANTA DEVCON LIMITED WILL BE HELD AT REGD. OFFICE AT 1009, HEMKUNTH, BEHIND LIC OFFICE, ASHRAM ROAD, AHMEDABAD - 380009 ON 28TH SEPTEMBER, 2019 AT 10.30 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, 2019, including the audited Balance Sheet as at March 31, 2019, 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. Pradeep Swain (DIN: 05116867), who retires by rotation, in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.
3. **APPOINTMENT OF STATUTORY AUDITOR OF THE COMPANY AND TO FIX THEIR**

REMUNERATION:

To consider and if thought fit to pass with or without modification, 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 there under, as amended from time to time, pursuant to recommendation of the Audit Committee and Board of Directors, **M/S. V B L & ASSOCIATES**, Chartered Accountants, (F.R.NO. 148158W), be and are hereby appointed as Statutory Auditors of the company for the term of five financial years to hold office till the conclusion of the Annual General meeting for the Financial Year 2023-24 ,at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditor."

SPECIAL BUSINESS:

4. **RE APPOINTMENT OF MR. DHARMESH SOLANKI, AS A NON EXECUTIVE INDEPENDENT DIRETOR OF THE COMPANY FOR FIVE CONSECUTIVE YEARS:**

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



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“RESOLVED THAT pursuant to the provisions of Sections 149 (10) , 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Act, as amended from time to time, Mr. Dharmesh Solanki (DIN: 03637136), a Director of the Company, who has submitted a declaration under Section 149(7) of the Companies Act, 2013 read with Regulation 25(8) of SEBI (LODR) Regulation, 2015 to the effect that he meets the criteria for independence as provided in Section 149(6) of the Act read with Regulation 16(b) of SEBI (LODR) Regulations, 2015 and who is eligible for appointment, be and is hereby appointed as an Independent Director of the Company for a consecutive period of five (5) financial years with effect from 28th September, 2019 .”

PLACE: AHMEDABAD

DATE: 14/08/2019

BY ORDER OF THE BOARD OF DIRECTORS,

FOR, ATLANTA DEVCON LIMITED

____sd/-_____
MR. PRADEEP SWAIN
DIRECTOR
(DIN: 05116867)

____sd/-_____
MR. ASHWIN BAGDAI
MANAGING DIRECTOR
(DIN- 03614681)



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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. Information as required under Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and regarding appointment / reappointment of Directors is annexed hereto.
3. 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, 23TH AUGUST, 2019**. 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).
4. 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.
5. 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, **22ND September, 2019 to 28TH September, 2019** (both days inclusive) in connection with AGM.
6. 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.
7. The Securities and Exchange Board of India (SEBI) has **mandated the submission of the Permanent Account Number (PAN) and updates of bank account details by every investors holding securities in physical or electronic mode with the Registrar and Share Transfer Agent.**
8. Since shares of the company are traded on the stock exchanges compulsorily in demat mode, members holding shares in physical mode are advised to get their shares dematerialized. Effective 1 April, 2019, SEBI has disallowed listed companies from accepting request for transfer of securities which are held in physical form. The shareholders who continue to hold shares in physical form after this date, will not be able to lodge the shares with company / its RTA for further transfer. Shareholders shall mandatorily convert them to demat form if they wish to effect



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- any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the company / RTAs.
9. 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.
 10. 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. **21ST SEPTEMBER, 2019**, 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 25TH SEPTEMBER, 2019 and end at 5:00 P.M. on 27TH SEPTEMBER, 2019.**
 11. 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.
 12. The Member who transfers his / her shares before the Cut-off date i.e. **21ST SEPTEMBER, 2019**, is not eligible to vote to the extent of transfer made by him/her, on the Resolutions mentioned in the Notice.
 13. 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. **21ST SEPTEMBER, 2019**, may request to the Company on registered mail ID of the company i.e. **atlantadevcon@yahoo.com** to obtain the User ID & Password.
 14. 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 **10:30 A.M. on 30TH SEPTEMBER, 2019** and communicated to the BSE Limited where the shares of the Company are listed.



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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 of the accompanying Notice:

Item No. 4:

Pursuant to the recommendation of Nomination and Remuneration Committee the members of the Board of the Company had, vide their resolution passed at the Board Meeting of the Company held on **14th August, 2019** re appointed Mr. Dharmesh Solanki as an Independent Director of the Company for the term of five consecutive years, is now being placed before the Members for their approval.

The brief profile and nature of expertise of the Director has been mentioned in the table of Information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015. The chairman further informed that he has submitted declaration under Section 149(7) of the Companies Act, 2013 to the effect that he fulfilled the conditions mentioned in Section 149(6) of the Companies Act, 2013 and is not disqualified to become Director of the Company under Section 164 of the Companies Act, 2013

The Board recommends enabling Special resolution for shareholders' approval.

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

PLACE: AHMEDABAD

DATE: 14/08/2019

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

____sd/-_____
MR. PRADEEP SWAIN
DIRECTOR
(DIN: 05116867)

____sd/-_____
MR. ASHWIN BAGDAI
MANAGING DIRECTOR
(DIN- 03614681)



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Information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 with regard to Directors seeking appointment / re-appointment as the forthcoming Annual General Meeting:

Name of the Director	MR. DHARMESH SOLANKI	MR. PRADEEP SWAIN
Director Identification Number (DIN)	03637136	05116867
Designation	INDEPENDENT DIRECTOR	NON EXECUTIVE DIRECTOR
Date of Appointment	04/10/2011	10/11/2011
Date of Birth	03/01/1976	08/02/1985
Education qualification Brief Profile/ Nature of Expertise	Graduate. Mr. Dharmesh Solnki is having good knowledge and experience of the working of the Company.	Graduate. He is having skills and technical knowledge in the industry specific work. His experience is beneficial to the Company from so many years.
Names of other companies in which the person also holds the directorship	N.A.	N.A.
Names of companies in which the person also holds the membership of Committees of the Board	N.A.	N.A.
Number of Equity Shares held in the Company & %	NIL	NIL
Relationship between directors inter-se	NA	NA
Details of remuneration	NA	NA
Number of meetings of the board attended during the year	He has attended all the 5 meetings held during the year	He has attended all the 5 meetings held during the year



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THE INSTRUCTIONS FOR E-VOTING:

SECTION A - E-VOTING PROCESS:

- (i) The voting period begins on **25TH SEPTEMBER, 2019 FROM 9:00 A.M. TO 27th SEPTEMBER, 2019 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 **21st SEPTEMBER, 2019** 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	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <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



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	RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	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. <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 for the relevant Company Name i.e. **ATLANTA DEVCON LIMITED** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xv) 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.