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**ATLANTA INFRASTRUCTURE AND FINANCE LIMITED**

**REGISTERED OFFICE:**

**822, STAR CHAMBERS, HARIHAR  
CHOWK, RAJKOT – 360001**

**(CIN: L45400GJ1992PLC017520)**

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**ANNUAL  
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19**

➤ **BOARD OF DIRECTORS**

NAME OF DIRECTOR	DIN	DESIGNATION
MR. SURESH MAVANI	01556518	INDEPENDENT DIRECTOR
MRS. BHAVNA ASHAR	02258407	NON EXECUTIVE - WOMAN DIRECTOR
MR. MANISH ASHAR	02406252	INDEPENDENT DIRECTOR

➤ **AUDITORS:**

**STATUTORY AUDITOR: 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 SECRETARY**

D- 413, SHIROMANI COMPLEX, OPP. OCEAN PARK,  
NEHRUNAGAR, SATELLITE, AHMEDABAD- 380015

➤ **REGISTRAR AND SHARE TRANSFER AGENT:**

**M/S. LINK INTIME SHARE REGISTRY 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:**

**I. BSE LIMITED :25<sup>TH</sup> FLOOR, P. J. TOWERS, DALAL STREET, FORT, MUMBAI – 400001**

➤ **CONTACT DETAILS:**

**CIN:** L45400GJ1992PLC017520

**REGISTERED OFFICE ADDRESS:** 822, STAR CHAMBERS, HARIHAR CHOWK,  
RAJKOT – 360001

**EMAIL ID:** atlantainfrafin@yahoo.com

# **ATLANTA INFRASTRUCTURE AND FINANCE LIMITED**

## **NOTICE**

**NOTICE IS HEREBY GIVEN THAT THE 26<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 822, STAR CHAMBERS, HARIHAR CHOWK, RAJKOT – 360001 ON 28<sup>TH</sup> DAY OF SEPTEMBER, 2019 AT 05.00 P.M. FOR TRANSACTING 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 Mrs. Bhavna Ashar, Director (Din: 02258407), who retires by rotation, in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers herself 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 to conduct the audit of the Company for the financial year 2019-20 ,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. MANISH ASHAR, 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**:

**"RESOLVED THAT** pursuant to Section-149, 152(5), 161 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and

## **ATLANTA INFRASTRUCTURE AND FINANCE LIMITED**

Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Manish Ashar (DIN: 02406252) , who was appointed as an additional director of the Company and who 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, be and is hereby appointed as a Non – Executive Independent Director of the Company for a term of consecutive period of five years.”

**5. RE APPOINTMENT OF MR. SURESH MAVANI, AS A NON EXECUTIVE INDEPENDENT DIRECTOR 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**:

“**RESOLVED THAT** pursuant to Section-149, 152(5), 161 and any other applicable provisions of the Companies Act, 2013 read with the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modifications or re-enactment thereof for the time being in force), Mr. Suresh Mavani (DIN: 01556518) , who was appointed as an additional director of the Company and who 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, be and is hereby appointed as a Non – Executive Independent Director of the Company for a term of consecutive period of five years.”

**PLACE: RAJKOT**  
**DATE: 23/08/2019**

**BY ORDER OF THE BOARD OF DIRECTORS,**  
**FOR, ATLANTA INFRASTRUCTURE & FINANCE LIMITED**

_____sd/-_____	_____sd/-_____
<b>MR. SURESH MAVANI</b>	<b>MR. MANISH ASHAR</b>
<b>DIRECTOR</b>	<b>DIRECTOR</b>
<b>(DIN: 01556518)</b>	<b>(DIN- 02406252)</b>

## ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

### **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 **23<sup>RD</sup> 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 **22<sup>nd</sup> 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

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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 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 Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, 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. **21<sup>ST</sup> 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 25<sup>TH</sup> SEPTEMBER, 2019 and end at 5:00 P.M. on 27<sup>TH</sup> 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.

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12. The Member who transfers his / her shares after the Cut-off date i.e. **21<sup>ST</sup> 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. **21<sup>ST</sup> SEPTEMBER, 2019**, may request to the Company on registered mail ID of the company i.e. [atlantainfracin@yahoo.com](mailto:atlantainfracin@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 **05:00 P.M. on 30<sup>TH</sup> SEPTEMBER, 2019** and communicated to the BSE Limited where the shares of the Company are listed.

# **ATLANTA INFRASTRUCTURE AND FINANCE LIMITED**

## **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 & 5 of the accompanying Notice:***

### **Item No. 4 & 5:**

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 **14<sup>th</sup> August, 2019** re appointed Mr. Manish Ashar and Mr. Suresh Mavani 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. Manish Ashar and Mr. Suresh Mavani is concerned or interested, financial or otherwise, in the resolution set out at Item No. 4 & 5 with respect to their reappointments.

**PLACE: RAJKOT**  
**DATE: 23/08/2019**

**BY ORDER OF THE BOARD OF DIRECTORS,**  
**FOR, ATLANTA INFRASTRUCTURE & FINANCE LIMITED**

_____sd/-_____	_____sd/-_____
<b>MR. SURESH MAVANI</b>	<b>MR. MANISH ASHAR</b>
<b>DIRECTOR</b>	<b>DIRECTOR</b>
<b>(DIN: 01556518)</b>	<b>(DIN- 02406252)</b>

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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:**

<b>Name of the Director</b>	<b>MRS. BHAVNA ASHAR</b>	<b>MR. SURESH MAVANI</b>	<b>Mr. MANISH ASHAR</b>
<b>Director Identification Number (DIN)</b>	02258407	01556518	02406252
<b>Designation</b>	DIRECTOR	INDEPENDENT DIRECTOR	INDEPENDENT DIRECTOR
<b>Date of Appointment</b>	30-09-2014	30/09/2008	02/12/2008
<b>Date of Birth</b>	28/03/1973	21/02/1966	19/07/1968
<b>Education qualification &amp; Brief Profile/ Nature of Expertise</b>	Mrs. Bhavna Ashar holds the degree of Bachelor of Commerce and have expertise in administrative work.	He is having degree of B.COM. As he is associated with the company since long he is having good knowledge and experience of the workings of the Company.	Mr. Manish Ashar has done graduation in commerce field. He possesses the skill and technical knowledge which is beneficial to the company.
<b>Names of other companies in which the person also holds the directorship</b>	N.A.	N.A.	N.A.
<b>Names of companies in which the person also holds the membership of Committees of the Board</b>	N.A.	N.A.	N.A.
<b>Number of Equity Shares held in the Company &amp; %</b>	NIL	NIL	NIL
<b>Relationship between directors inter-se</b>	Wife of Mr. Manish Ashar, Director of the Company	NA	Husband of Mrs. Bhavana Ashar, Director of the Company
<b>Details of remuneration</b>	NIL	NIL	NIL
<b>Number of meetings of the board attended during the year</b>	She has attended all the 5 meetings held 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 27<sup>TH</sup> 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 21<sup>st</sup> 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](http://www.evotingindia.com).
- (iv) Click on Shareholders.
- (v) 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.
- (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](http://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:

	<b>For Members holding shares in Demat Form and Physical Form</b>
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"><li>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.</li></ul>