

ATLANTA INFRASTRUTCURE AND FINANCE LIMITED

REGISTERED OFFICE:

**OFFICE NO. 351, S.K.S.C BUILDING,
POPATBHAI SORATHIA BHAVAN,
SADAR BAZAR, RAJKOT GJ 360001 IN**

(CIN: L45400GJ1992PLC017520)

**ANNUAL
REPORT**

2022-23

➤ **BOARD OF DIRECTORS**

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

➤ **AUDITORS:**

STATUTORY AUDITOR: M/S. V B L & ASSOCIATES
CHARTERED ACCOUNTANTS
201, YOGI TOWER, NEAR MOTI TANK,
RAJKOT -360001

SECRETARIAL AUDITOR: A. SHAH & ASSOCIATES
PRACTICING COMPANY SECRETARIES
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:**

BSE LIMITED :25THFLOOR, P. J. TOWERS, DALAL STREET, FORT, MUMBAI – 400001

➤ **CONTACT DETAILS:**

CIN: L45400GJ1992PLC017520

REGISTERED OFFICE ADDRESS: OFFICE NO. 351, S.K.S.C BUILDING, POPATBHAI
SORATHIA BHAVAN, SADAR BAZAR, RAJKOT GJ 360001 IN

EMAIL ID: atlantainfrafin@yahoo.com

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 30TH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD AT THE REGISTERED OFFICE OF THE COMPANY AT OFFICE NO. 351, S.K.S.C BUILDING, POPATBHAI SORATHIA BHAVAN, SADAR BAZAR, RAJKOT GJ 360001 IN ON 30th SEPTEMBER, 2023 AT 03.30 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, 2023, including the audited Balance Sheet as at March 31, 2023, 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.

SPECIAL BUSINESS:

3. APPOINTMENT OF MRS. BHAVNA MANISH ASHAR, MANAGING DIRECTOR OF THE COMPANY

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 Sections 196, 197, 203 and Other Applicable provision if any, of the Companies Act, 2013 read with Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mrs. BHAVNA ASHAR, (DIN: 02258407) be and is hereby appointed as Managing Director of the Company for a consecutive period of 5 (five) years with effect from 04th September, 2023 at a remuneration as may be mutually agreed between Mrs. BHAVNA ASHAR and Board of Directors of the Company.

"RESOLVED FURTHER THAT pursuant to S.197,198,199 and all other applicable provisions of the Companies Act 2013, if any, and Schedule V of the said act as amended up to date, consent of the shareholders of the Company, be and is hereby accorded for a remuneration as mutually agreed between Mrs. BHAVNA ASHAR and Board of Directors of the Company as specified under Schedule V of the act and or any amendment that may be notified by the government for the Companies having

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inadequate profits / no profits with permission to the Board of Directors to increase, reduce or alter or vary the terms of remuneration.”

PLACE: RAJKOT
DATE: 12/08/2023

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

____SD____
MR. SURESH MAVANI
DIRECTOR
(DIN: 01556518)

____SD____
MR. MANISH ASHAR
DIRECTOR
(DIN- 02406252)

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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, 25TH August, 2023**. 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 **24th SEPTEMBER, 2023** to **30TH SEPTEMBER, 2023** (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. Members are requested to quote Folio number in all their correspondences.

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9. Members are requested to inform the company immediately the changes, if any, in their address specifying full address in Block Capital Letters with Pin code of the post office.
10. Documents referred to in the Notice attached hereto are available for inspection by the shareholders at the Registered Office of the Company during business hours on any working day up to and including the date of the Annual General Meeting of the Company.
11. The Register of Directors and Key Managerial Personnel and their Shareholding maintained under Section 170 and Register of Contract or Arrangements in which Directors are interested maintained under Section 189 of the Act are open for inspection at the Registered Office of the Company during the office hours on all working days, except Saturdays between 11.00 a.m. and 1.00 p.m. up to the date of the AGM and will be open for inspection during the AGM also.
12. 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 any transfer. Only the requests for transmission and transposition of securities in physical form, will be accepted by the company / RTAs.
13. 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.
14. As per SEBI Circular **SEBI/HO/MIRSD/MIRSD-PoD-1/P/CIR/2023/37** dated 16th March, 2023, it shall be **mandatory for all holders of physical securities** in listed companies **to furnish PAN, Nomination, Contact details, Bank A/c details and Specimen signature** for their corresponding folio numbers to RTA.

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The **folios** wherein if any one of the **cited document**/details as **mentioned in above** Para are **not made available to RTA on or before September 30, 2023**, said folios shall be **frozen by the RTA**.

The corresponding folio numbers shall **remain frozen until** all the documents mentioned above are **received by concerned RTA**.

15. 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. **Saturday, September 23, 2023** may request to the Company on registered mail ID of the company i.e. atlantainfrafin@yahoo.com to obtain the User ID & Password.
16. The relevant details, pursuant to Regulation 36(3) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as applicable provisions of the Companies Act, 2013 and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking appointment/ re-appointment at this AGM are also annexed to this Notice.
17. Members who hold shares in physical form in multiple folios in identical names or joint holding in the same order of names are requested to send the share certificates to RTA for consolidation into a single folio. 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.
18. Corporate / Institutional Members (i.e., other than Individuals, HUFs, NRIs, etc.) are also required to send legible scanned certified true copy (in PDF Format) of the Board Resolution / Power of Attorney / Authority Letter, etc., together with attested specimen signature(s) of the duly authorized representative(s), to the Company: atlantainfrafin@yahoo.com
19. 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 at the Meeting.

PLACE: RAJKOT
DATE: 12/08/2023

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

____SD_____
MR. SURESH MAVANI
DIRECTOR
(DIN: 01556518)

____SD_____
MR. MANISH ASHAR
DIRECTOR
(DIN- 02406252)

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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 special business:

ITEM NO.3

The Board of Directors has appointed **MRS. BHAVNA ASHAR** as Managing Director of the Company for a consecutive period of 5 (five) years with effect from 04th September, 2023, on the term and conditions of remuneration as may be mutually agreed by the company in consultation with **MRS. BHAVNA ASHAR**, subject to the approval of shareholders in general meeting.

Hence, the appointment of **MRS. BHAVNA ASHAR** as a Managing Director of the Company for the term of five consecutive years with effect from 04th September, 2023 is now being placed before the Members for their approval. The Board is confident that with his extensive business knowledge and expertise she would definitely enhance the Board's strength and dynamism.

The Board recommends the enabling Ordinary Resolution for shareholders' approval.

None of the Directors or Key Managerial Personnel (KMP) of the Company or their relatives except Mr. Manish Ashar (DIN: 02406252) and Mrs. Bhavna Ashar, (DIN: 02258407) is concerned or interested, financial or otherwise, in the resolution.

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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	MRS. BHAVNA ASHAR
Director Identification Number (DIN)	02258407
Designation	NON EXECUTIVE DIRECTOR
Date of Appointment	30/09/2014
Date of Birth	28/03/1973
Education qualification & Brief Profile/ Nature of Expertise	Mrs. Bhavna Ashar holds the degree of Bachelor of Commerce and have expertise in administrative work.
Names of other companies in which the person also holds the directorship	N.A.
Names of companies in which the person also holds the membership of Committees of the Board	N.A.
Number of Equity Shares held in the Company & %	NIL
Relationship between directors inter-se	Wife of Mr. Manish Ashar, Director of the Company
Details of remuneration	NIL
Number of meetings of the board attended during the year	She has attended all the meetings held during the year

PLACE: RAJKOT
DATE: 12/08/2023

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

MR. SURESH MAVANI
DIRECTOR
(DIN: 01556518)

MR. MANISH ASHAR
DIRECTOR
(DIN- 02406252)

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OFFICE NO. 351, S.K.S.C BUILDING, POPATBHAI SORATHIA BHAVAN,
SADAR BAZAR, RAJKOT GJ 360001 IN.

ATTENDANCE SLIP

Name of the attending Member (In Block Letters): _____

Folio No/ DPID / Client ID : _____

Name of the Proxy : _____

(To be filled in if the Proxy attends instead of the Member)

No. of Shares held: _____

(In words) _____

I hereby record my presence at Annual General Meeting of the Company at OFFICE NO. 351, S.K.S.C BUILDING, POPATBHAI SORATHIA BHAVAN, SADAR BAZAR, RAJKOT GJ 360001 IN. on 30th day of September, 2023 and at any adjournment thereof.

Signature of Shareholder / Proxy

Form No. MGT-11

Proxy form

[Pursuant to section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

CIN: L45400GJ1992PLC017520

Name of the company: **ATLANTA INFRASTRUCTURE AND FINANCE LIMITED**

Registered office: OFFICE NO. 351, S.K.S.C BUILDING, POPATBHAI SORATHIA BHAVAN,
SADAR BAZAR, RAJKOT GJ 360001 IN.

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

I/We, being the member (s) of shares of the above named company, hereby appoint

1. Name:

Address:

E-mail Id:

Signature:

2. Name:

Address:

E-mail Id:

Signature: