

# ATLANTIC COMMERCIAL COMPANY LIMITED

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## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 39<sup>th</sup> Annual General Meeting of the Company will be held on Monday, September 30<sup>th</sup>, 2024 at 02.30 P.M. at Unit No 2075, 2<sup>nd</sup> Floor, Plaza-II, Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi- 110006 for transacting the following business:

### ORDINARY BUSINESS

1. To receive, consider and adopt the audited financial statements of the Company for the financial year ended March 31, 2024, the Reports of the Board of Directors and Auditors thereon and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution(s) as an Ordinary Resolution(s):

“RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2024, and the reports of Board of Directors and Auditors thereon, as circulated to the Members, be and are hereby considered and adopted.”

2. To appoint Mr. Anshul Agrawal (DIN: 06862823), who retires by rotation as a Director and, in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT in accordance with the provisions of Section 152 and other applicable provisions of the Companies Act, 2013, Mr. Anshul Agrawal (DIN: 06862823), who retires by rotation at this meeting, be and is hereby appointed as a Director of the Company.”

3. To consider and approve the appointment of M/s V Sahai Tripathi & Co., Chartered Accountants, New Delhi (Registration no: 000262N), as Statutory Auditor of the Company and to fix their remuneration and to pass the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of sections 139, 142 and other applicable provisions, if any, of the Companies Act, 2013 read with Companies (Audit and Auditors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time

Regd. Office : Unit No. 2075, 2<sup>nd</sup> Floor, Plaza-II, Central Square, 20, Manohar Lal Khurana Marg, Bara Hindu Rao, Delhi-110006

CIN: L51909DL1985PLC020372 Website: [www.atlantic-commercial.com](http://www.atlantic-commercial.com)

E-mail id: [limitedatlantic@gmail.com](mailto:limitedatlantic@gmail.com), Phone No. : 011 - 41539140

being in force), and as recommended by the Audit Committee and Board of Directors , M/s V Sahai Tripathi & Co., Chartered Accountants, New Delhi (Registration no: 000262N) be and are hereby appointed as Statutory Auditor of the Company in place of M/s. Grewal & Singh, the retiring statutory Auditor, to hold the office from the conclusion of the 39<sup>th</sup> Annual General Meeting of the Company until the conclusion of the 44<sup>th</sup> Annual General meeting of the Company to be held in the financial year 2028-29.”

**“RESOLVED FURTHER THAT** the Board of Directors of the Company (including any Committee thereof which may be empowered by the Board of Directors in this regard), be and is hereby authorized to do all such acts, deeds and things including fixing the remuneration of Statutory Auditors, which may be deemed necessary and expedient to give effect to this resolution.”

#### **SPECIAL BUSINESS**

4. To consider and if thought fit, to pass the following resolution as a **Special Resolution**:

**“RESOLVED THAT** pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’) [including any statutory modification(s) or re-enactment(s) thereof for the time being in force], the Companies (Appointment and Qualifications of Directors) Rules, 2014 and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, and based on the recommendation of the Nomination & Remuneration Committee and the Board of Directors of the Company, Mr. Yashpal Rai Sharma (DIN: 08204925), who was appointed as an Independent Director of the Company for a term of five (5) consecutive years and who being eligible for re-appointment for a second term as an Independent Director and has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term of five (5) years with effect from August 14, 2024 upto August 13, 2029 (both days inclusive).

**RESOLVED FURTHER THAT** the Board of Directors of the Company be and is hereby authorised to settle any question, difficulty or doubt, that may arise in giving effect to the

aforesaid resolution including delegation of all or any of the powers conferred on it to any committee of Board of Directors and/or any other person as it deems fit and to do all such acts and take all such steps as may be considered necessary or expedient to give effect to the aforesaid resolution.”

**Registered Office**

Unit No 2075, 2<sup>nd</sup> Floor, Plaza-II,  
Central Square, 20, Manohar Lal  
Khurana Marg, Bara Hindu Rao Delhi-  
110006

**Place: Delhi**

**Date: August 14, 2024**

**By order of the Board of Directors  
For Atlantic Commercial Company Ltd.**

Sd/-

**Olive Pamela Jacob  
Company Secretary**

## Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item No. 3 to 4 of this notice is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

Pursuant to the provisions of Section 105 of the Companies Act, 2013 and rules made thereunder, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies etc. must be supported by an appropriate resolution / authority, as applicable.

3. The Register of Members and Share Transfer Books of the Company shall remain closed from Tuesday, September 24, 2024 to Monday, September 30, 2024 (both days inclusive).
4. Further, in accordance with the MCA General Circular No. 20/2020 dated 5th May, 2020, MCA General Circular No. 09/2023 dated 25th September, 2023, SEBI Circular No. SEBI/HO/CFD/CFD-PoD-2/P/CIR/2023/167 dated 7th October, 2023 and SEBI Circular No. SEBI/HO/ DDHS/P/CIR/2023/0164 dated 6th October, 2023, the Annual Report for Financial Year 2023-24, which interalia comprises of the Audited Financial Statements along with the Reports of the Board of Directors and Auditors thereon and Notice calling the AGM pursuant to section 101 of the Act read with the Rules framed thereunder, are being sent only in electronic mode to those Members whose e-mail addresses are registered with the Company/ MCS Share Transfer Agent Limited (RTA) or the DP(s).
5. Corporate Members intending to send their authorized representatives to attend the AGM are requested to send a certified copy of the Board Resolution to the Company, authorizing them to attend and vote on their behalf at the AGM.
6. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated through Attendance Slip. Members, Proxies and Authorised representatives are requested to bring the duly completed & signed Attendance Slip enclosed herewith to attend the AGM.
7. Members holding shares in physical form, in identical order of names, in more than one folio are requested to send to the Company or MCS, the details of such folios together with the share certificates for consolidating their holdings in one folio. A consolidated share certificate will be issued to such Members after making requisite changes.

8. In case of joint holders attending the AGM, the Member whose name appears as the first holder in the order of names as per the Register of Members of the Company will be entitled to vote.
9. Members are requested to bring their copy of Annual Report.
10. Members who are holding Company's shares in dematerialized form are requested to bring details of their Depository Account Number for identification.
11. Members desirous of asking any questions at the Annual General Meeting and desiring any information as regards the Accounts are requested to write to the Company at least ten days before the date of Annual General Meeting so as to enable the Management to keep the information ready.
12. Notice of the 39<sup>th</sup> AGM along with the Annual Report 2023-24 is being sent by electronic mode to those members whose email addresses are registered with the Company / Depositories. For Members who have not registered their email addresses, physical copies are being sent by the permitted mode. Members may note that the Notice and Annual Report 2023-24 will also be available on the Company's website [www.atlantic-commercial.com](http://www.atlantic-commercial.com) and on the website of NSDL <https://www.evoting.nsdl.com>.
13. As per Regulation 40 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time, ('SEBI Listing Regulations'), securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. In view of this and to eliminate all risks associated with physical shares, members holding shares in physical form are requested to consider converting their holdings to dematerialized form. Members are requested to get in touch with any Depository Participant ("DPs") having registration with SEBI to open a Demat account or alternatively, contact the Company or Company's Registrars and Transfer Agents, MCS Share Transfer Agents Limited (MCS) for assistance in this regard. You may visit website of depositories viz., NSDL or CDSL or websites of stock exchanges for further understanding about the demat procedure.
14. To support the 'Green Initiative', Members who have not yet registered their email addresses are requested to register the same with their DPs in case the shares are held by them in electronic form and with MCS in case the shares are held by them in physical form.
15. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agents, M/s MCS Share Transfer Agent Limited.

16. As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations'), for securities market transaction and/or for off-market or private transactions involving transfer of shares in physical form, the transferee(s) as well as transferor(s) (including joint holders) shall furnish copy of PAN card to the company for registration of such transfer of securities. Accordingly, all the shareholder/transferor(s) /Transferee(s) of shares (including joint holder) in physical form are requested to furnish a certified copy of their PAN card to the Company/ RTA while transacting in the securities market including transfer/transmission or any other corporate action.
17. As per SEBI Listing Regulations, it is mandatory for the Company to print the bank account details of the investors in dividend payment instrument. Hence, you are requested to register/update your correct bank account details with the Company/ RTA/ DPs, as the case may be.
18. Members are requested to intimate changes, if any, pertaining to their name, postal address, email address, telephone/mobile numbers, Permanent Account Number (PAN), mandates, nominations, power of attorney, bank details such as, name of the bank and branch details, bank account number, MICR code, IFSC code, etc., to their DPs in case the shares are held in electronic form and to MCS in case the shares are held in physical form.
19. As per the provisions of Section 72 of the Companies Act, 2013, 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. The said form can be downloaded from the Company's website [www.atlantic-commercial.com](http://www.atlantic-commercial.com). Members are requested to submit the said form to their DP in case the shares are held in electronic form and to MCS in case the shares are held in physical form.
20. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays & Public Holidays) during business hours up to the date of the Meeting.
21. The relevant details as required under Regulation 36(3) and 36(5) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), in respect of directors seeking appointment /re-appointment at and statutory auditor proposed to be appointed in this 39<sup>th</sup> AGM under Item No. 2, 3 and 4 of Notice of this 39<sup>th</sup> AGM, are provided as **Annexure-I** of this Notice of AGM.
22. Mrs. Pragnya Parimita Pradhan, Company Secretary in whole time practice, (COP: 12030) Proprietor of M/s Pragnya Pradhan & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting at AGM in a fair and transparent manner.

23. Any person, who acquires shares of the Company and becomes Member of the Company after dispatch of the Notice and holding shares as on the cut-off date i.e. September 23, 2024 may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or Registrar and Transfer Agent (RTA) of the Company. The Individual Shareholders holding securities in demat mode, may follow steps mentioned in the Notice of the AGM under "Access to NSDL e-Voting system".
24. The route map to the venue of the 39<sup>th</sup> AGM is given at **Annexure- II** of this Notice of AGM.
25. **Voting through electronic means:**
- I. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules made thereunder and the regulation 44 of the SEBI (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 National Securities Depository Limited ('NSDL'), on all the resolutions set forth in this Notice. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting).

**THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-**

The remote e-voting period begins on September 27, 2024 at 9:00 A.M. IST and ends on September 29, 2024 at 5:00 P.M. IST. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. September 20, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being September 23, 2024.

**How do I vote electronically using NSDL e-Voting system?**

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Access to NSDL e-Voting system**

**A) Login method for e-Voting for Individual shareholders holding securities in demat mode**

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<ol style="list-style-type: none"><li data-bbox="472 352 1326 1213">1. Existing <b>IDeAS</b> user can visit the e-Services website of NSDL Viz. <a href="https://eservices.nsd.com">https://eservices.nsd.com</a> either on a Personal Computer or on a mobile. On the e-Services home page click on the “<b>Beneficial Owner</b>” icon under “<b>Login</b>” which is available under ‘<b>IDeAS</b>’ section , this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on “<b>Access to e-Voting</b>” under e-Voting services and you will be able to see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period If you are not registered for IDeAS e-Services, option to register is available at <a href="https://eservices.nsd.com">https://eservices.nsd.com</a>. Select “<b>Register Online for IDeAS Portal</b>” or click at <a href="https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp">https://eservices.nsd.com/SecureWeb/IdeasDirectReg.jsp</a></li><li data-bbox="472 1241 1326 1915">2. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <a href="https://www.evoting.nsd.com/">https://www.evoting.nsd.com/</a> either on a Personal Computer or on a mobile. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or <b>e-Voting service provider i.e. NSDL</b> and you will be redirected to e-Voting website of NSDL for casting your vote during</li></ol>



the remote e-Voting period.

3. Shareholders/Members can also download NSDL Mobile App “NSDL Speede” facility by scanning the QR code mentioned below for seamless voting experience.

**NSDL Mobile App is available on**



Individual Shareholders holding securities in demat mode with CDSL

1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.
2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers’ website directly.
3. If the user is not registered for Easi/Easiest, option to register is available at CDSL website [www.cdslindia.com](http://www.cdslindia.com) and click on login & New System Myeasi Tab and then click on registration option.
4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on [www.cdslindia.com](http://www.cdslindia.com)

	home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period.

**Important note:** Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

**Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.**

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at <a href="mailto:evoting@nsdl.com">evoting@nsdl.com</a> or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at <a href="mailto:helpdesk.evoting@cdslindia.com">helpdesk.evoting@cdslindia.com</a> or contact at toll free no. 1800-21-09911

**B) Login Method for e-Voting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.**

**How to Log-in to NSDL e-Voting website?**

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

<b>Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical</b>	<b>Your User ID is:</b>
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- c) How to retrieve your 'initial password'?
  - (i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.
  - (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the “Initial password” or have forgotten your password:
  - a) Click on “**Forgot User Details/Password?**” (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - b) **Physical User Reset Password?** (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - c) If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.com](mailto:evoting@nsdl.com) mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
  - d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

## **Step 2: Cast your vote electronically on NSDL e-Voting system.**

### **How to cast your vote electronically on NSDL e-Voting system?**

1. After successful login at Step 1, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
3. Now you are ready for e-Voting as the Voting page opens.
4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
5. Upon confirmation, the message “Vote cast successfully” will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

### **General Guidelines for shareholders**

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [pragnyap.pradhan@gmail.com](mailto:pragnyap.pradhan@gmail.com) with a copy marked to [evoting@nsdl.com](mailto:evoting@nsdl.com). Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "[Forgot User Details/Password?](#)" or "[Physical User Reset Password?](#)" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.
3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on : 022 - 4886 7000 or send a request to (Ms. Pallavi Mhatre) at [evoting@nsdl.com](mailto:evoting@nsdl.com)

### **Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to [limitedatlantic@gmail.com](mailto:limitedatlantic@gmail.com) .
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [limitedatlantic@gmail.com](mailto:limitedatlantic@gmail.com). If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to [evoting@nsdl.com](mailto:evoting@nsdl.com) for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

## E-VOTING RESULT

1. The Scrutinizer shall immediately after the conclusion of e-voting at the Annual General Meeting, count the votes cast at the meeting thereafter unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company and make, not later than two days of the conclusion of the meeting, a consolidated scrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same.
2. The Results shall be declared not later than 48 hours from conclusion of this Annual general Meeting. The result declared shall be communicated to Metropolitan Stock Exchange of India Limited (MSEI), National Securities Depository Limited (NSDL), MCS Share Transfer Agent Limited (Registrar & Share Transfer Agent of the Company) and shall also be displayed on the website of the Company i.e. [www.atlantic-commercial.com](http://www.atlantic-commercial.com).

## EXPLANATORY STATEMENT

[Pursuant To Provisions of Section 102 of the Companies Act, 2013 and the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015]

### Item No. 3

**M/s Grewal & Singh, Chartered Accountants (Registration No. 012322N)** was appointed as Statutory Auditor of the company in the Board meeting held on May 12, 2023 to hold office as Statutory Auditor till the conclusion of the forthcoming 39<sup>th</sup> Annual General Meeting of the Company to fill up the casual vacancy caused by the resignation of **M/s RCB & Co., Chartered Accountants, New Delhi (Registration No. 033585N)** vide their resignation letter dated May 12, 2023. Accordingly, M/s Grewal & Singh, Chartered Accountants is retiring as Statutory Auditor in the ensuing Annual General Meeting for FY 2023-24

The Board of Directors based on the recommendation of the audit committee, at its meeting held on August 14, 2024, proposed the appointment of **M/s V Sahai Tripathi & Co., Chartered Accountants, New Delhi (Registration No.: 000262N)**, as Statutory Auditors of the Company, for the first term of 5 (Five) consecutive years i.e. from conclusion of the forthcoming 39<sup>th</sup> Annual General Meeting upto the conclusion of the 44<sup>th</sup> Annual General Meeting to be held in the financial year 2028-29, subject to approval of the Shareholders of the Company in place of existing Statutory Auditors, M/s. Grewal & Singh, Chartered Accountants (Registration No. 012322N), whose term shall expire at the conclusion of forthcoming 39<sup>th</sup> Annual General Meeting (AGM) of the Company.

M/s V Sahai Tripathi & Co. have given their consent to the aforesaid appointment and confirmed that their appointment, if made, will be in accordance with the provisions of section 137, 141 and other relevant provisions of the act and the Companies (Audit and Auditors) rules, 2024

**Details as required under Regulation 36(5) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 are as under;**

The fees proposed to be paid to M/s. V Sahai Tripathi & Co. towards the statutory audit for the financial year 2024-25 shall be Rs. 45,000/- (Rupees forty five thousand only) plus out of pocket expenses.

The said proposed fees of Rs. 45,000/- to be paid to M/s. V Sahai Tripathi & Co. for the financial year 24-25 is at the same as paid to outgoing auditor.

The audit committee and the board of directors, while recommending the appointment of M/s V Sahai Tripathi & Co. as the statutory auditor of the Company, have taken into consideration, among other things, the credentials of the firm and partners and eligibility criteria prescribed under the Act.

M/s V Sahai Tripathi & Co., Chartered Accountants, is an ICAI Registered Firm having Firm Registration No. 000262N. The Firm was established in the year 1935 Standing with multi-industry and multi-disciplinary experience. The firm is engaged in consultancy and professional services which include Statutory Audits, Internal Audits, Bank Audits, Company Law Advisory, Taxation including International Taxation, Financial Consultancy etc.

None of the Directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed **Ordinary Resolution** as set out in Item No. 3 of this Notice.

#### **Item No. 4**

Mr. Yashpal Rai Sharma was appointed as an Independent Director of the Company by the Board of Directors of the Company, for period of five (5) years. As per Section 149 of the Companies Act, 2013 ('Act'), an Independent Director may hold office for two terms of up to five (5) consecutive years each. Mr. Yashpal Rai Sharma has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent for his re-appointment for a second term of five (5) consecutive years as an Independent Director on the Board of the Company.

The Board of Directors of the Company in their meeting held on August 14, 2024, based on recommendation of Nomination and Remuneration Committee, have re-appointed Mr. Yashpal Rai Sharma as an Independent Director of the Company for a second term of five (5) consecutive years commencing from August 14, 2024 upto August 13, 2029 (both days inclusive), not liable to retire by rotation, subject to approval of the Members of the Company by way of a Special Resolution.

The Company has in terms of Section 160(1) of Act received a notice from a Member proposing his candidature for the office of Independent Director of the Company. The Company has received a declaration from Mr. Yashpal Rai Sharma confirming that he meets the criteria of independence as prescribed under Section 149(6) of the Companies Act, 2013 and Regulation 16(1)(b) of SEBI Listing Regulations. In terms of Regulation 25(8) of the SEBI Listing Regulations, Mr. Yashpal Rai Sharma has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. Mr. Yashpal Rai Sharma has also confirmed that he is not debarred from holding the office of Director to enforcement of SEBI Orders regarding appointment of Directors by the listed companies. Mr. Yashpal Rai Sharma is also registered with the data bank of independent directors maintained by the Indian Institute of Corporate Affairs.

In the opinion of the Board, Mr. Yashpal Rai Sharma fulfills the conditions specified in the Companies Act, 2013 and SEBI Listing Regulations for appointment as an Independent Director and is independent of the management of the Company.



Mr. Yashpal Rai Sharma (DIN: 08204925) holds diploma in Mechanical Engineering and having 42 years of Experience in the Field of Commercial and Engineering.

Brief resume of Mr. Yashpal Rai Sharma, nature of his expertise in specific functional areas, names of other companies in which he holds directorships and committee memberships, his shareholding in the Company, relationships amongst directors inter-se and name of entities from which he has resigned in the past three years as required under Regulation 36(3) of SEBI Listing Regulations, 2015 and Secretarial Standards-2 on General Meetings issued by the Institute of Company Secretaries of India (ICSI), are provided in the Annual Report.

None of the Directors or Key Managerial Personnel ('KMP') of the Company or their relatives, except Mr. Yashpal Rai Sharma and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of this Notice.

**DETAILS OF DIRECTORS SEEKING RE-APPOINTMENT AT 39<sup>TH</sup> ANNUAL GENERAL MEETING OF THE COMPANY**

Name of Director	: Mr. Anshul Agrawal	Mr. Yashpal Rai Sharma
Director Identification Number (DIN)	: 06862823	08204925
Date of Birth	: 06.07.1976	10.08.1959
Date of first Appointment on the Board	: Appointed as an Additional Director w.e.f. 12.08.2021	Appointed as an Additional Director w.e.f. 14.08.2019
Qualification	: Commerce Graduate	Diploma in Mechanical Engineering
Experience and Expertise in specific functional area	: He has 20 years of experience in the Field of Accounts & Finance	He has 42 years of experience in the Field of Commercial and Engineering.
Profile of Director	: Mr. Anshul Agrawal is a Commerce Graduate, having around 20 years of work experience in the field of Accounts & Finance	Mr. Yashpal Rai Sharma holds diploma in Mechanical Engineering and having 42 years of experience in the field of Commercial & Engineering.
Terms and Conditions of appointment/re-appointment along with detail of remuneration sought to be paid and last drawn by them	: Please refer respective Resolution No. 2. Mr. Anshul Agrawal, in his capacity as director is liable to retire by rotation, being eligible, offers himself for re-appointment at the ensuing Annual General Meeting of the Company.  He is not entitled to any remuneration.	Please refer respective Resolution No. 4 Re-appointment of Mr. Yashpal Rai Sharma as a Non-Executive, Independent Director.  He is not entitled to any remuneration
Shareholding in the Company as on 31.03.2024	: 100	50
Relationship with other Directors, Manager and other KMPs of the Company.	: he is not related to any other directors, Manager and other KMPs of the Company other than Ms. Shweta Agrawal, Chief	He is not related to any other directors, Manager and other KMPs of the Company.

	Executive Officer (CEO), wife of Mr. Anshul Agrawal,	
No. of Meetings of Board attended during the Year	: Five (5)	Five (5)
List of Company in which outside directorship held	: 1. Unison International IT Services Limited 2. Juhi Developers Private Limited 3. Shreshtha Real Estates Private Limited 4. Teak Farms Private Limited 5. Aggresar Leasing & Finance Private Limited 6. Calipro Real Estates Private Limited	NIL
Chairmanship/Membership of committee of Board of Directors of Indian Companies	: Atlantic Commercial Company Limited: 1. Stakeholders Relationship Committee - <b>Member</b> 2. Audit Committee - <b>Member</b> 3. Nomination & Remuneration Committee - <b>Member</b>	Atlantic Commercial Company Limited: 1. Stakeholders Relationship Committee - <b>Member</b> 2. Audit Committee - <b>Chairman</b> 3. Nomination & Remuneration Committee - <b>Chairman</b>
Name of listed entities from which the person has resigned in the past three years	Nil	Nil

**Registered Office**

Unit No 2075, 2<sup>nd</sup> Floor, Plaza-II,  
Central Square, 20, Manohar Lal  
Khurana Marg, Bara Hindu Rao  
Delhi- 110006

**Place: Delhi**

**Date: August 14, 2024**

**By order of the Board of Directors  
For Atlantic Commercial Company Ltd.**

Sd/-  
**Olive Pamela Jacob**  
Company Secretary

**Route map for the venue of 39<sup>th</sup> Annual General Meeting**

