

**ATLANTIC
COMMERCIAL
COMPANY
LIMITED**

**ANNUAL REPORT
2014-2015**

BOARD OF DIRECTORS

Mr. Narendra Kishore Gaur
Mr. Ashok Kumar Aggarwal
Mr. Shyam Sunder Gupta
Mrs. Priya Dhingra

COMPANY SECRETARY

Mrs. Olive Pamela Kumar

AUDITORS

Grewal & Singh
Chartered Accountants
New Delhi

REGISTERED OFFICE

606, 6th Floor, Vikrant Tower,
4, Rajendra Place,
New Delhi - 110008

ATLANTIC COMMERCIAL COMPANY LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 30th Annual General Meeting of the Company will be held on Wednesday, September 30, 2015 at 11.00 A.M. at 606, 6th Floor, Vikrant Tower, 4, Rajendra Place, New Delhi - 110008 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, 2015, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Narendra Kishore Gaur, (holding DIN 00168265), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint the Auditors of the Company 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 M/s Grewal & Singh, Chartered Accountants, New Delhi (Firm Registration No. 012322N), be and are hereby appointed as Statutory Auditors of the Company to hold office from the conclusion of this 30th Annual General Meeting till the conclusion of the 31st Annual General Meeting of the Company at such remunerations as may be fixed by the Audit Committee of the Board of Directors of the Company."

Registered Office
606, 6th Floor, Vikrant Tower,
4, Rajendra Place,
New Delhi - 110008

Place: New Delhi
Date: May 29, 2015

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



Narendra Kishore Gaur
Director

Notes:

1. **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, 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.

2. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, September 28, 2015 to Wednesday, September 30, 2015 (both days inclusive).
3. Shareholders, who are holding shares in identical order of name in more than one folio, are requested to write to the Company enclosing their share certificates to enable the Company to consolidate their holding in one folio.
4. Members are requested to bring their copy of Annual Report.
5. The members intending to seek any information on Annual Accounts at the meeting are requested to kindly inform the Company at least 7 days before the date of the meeting.
6. For convenience of the members and proper conduct of the meeting, entry to the meeting venue will be regulated by Attendance Slip. Members are requested to sign at the place provided on the Attendance Slip and hand it over at the registration counter.
7. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members are requested to submit their PAN details to the Company.
8. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made thereunder, Companies can serve Annual Reports and other communications through electronic mode to those members who have registered their e-mail address either with the Company or with the Depository. Members

who have not registered their e-mail address with the Company can now register the same by submitting a request letter in this respect to the Company.

9. The Register of Directors' and Key Managerial Personnel and their shareholding maintained under Section 170 of the Companies Act, 2013, the Register of contracts or arrangements in which the directors are interested maintained under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM venue.

ATLANTIC COMMERCIAL COMPANY LIMITED

DIRECTORS' REPORT

Your Directors have pleasure in presenting this 30th Annual Report together with the Audited Financial Statements of your Company for the year ended March 31, 2015.

COMPANY'S AFFAIRS

The Company is engaged in the real estate business deriving income from brokerage / commission etc. from real estate activities.

FINANCIAL HIGHLIGHTS

The profit before tax of the Company for the current financial year is Rs. 1,63,529/- (Rs. One Lakh Sixty Three Thousand Five Hundred and Twenty Nine only) and after taking into account income tax of Rs. 59,150/- (Rs. Fifty Nine Thousand One Hundred and Fifty only), the net profit for the current Financial Year is Rs. 1,04,379/- (Rs. One Lakh Four Thousand Three Hundred and Seventy Nine only).

TRANSFER TO RESERVES

No amount is proposed to be transferred to reserve for the financial year ended March 31, 2015.

DIVIDEND

No Dividend has been recommended for the financial year ended March 31, 2015.

MATERIAL CHANGES AND COMMITMENTS

There were no material changes and commitments affecting the financial position of the Company occurring between March 31, 2015 and the date of this Report.

SUBSIDIARY OR JOINT VENTURE OR ASSOCIATE COMPANIES

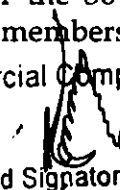
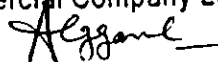
The Company has no subsidiary or joint venture or associate company therefore disclosures in this regard are not required to be provided in this Report.

DIRECTORS

Mr. Narendra Kishore Gaur retires by rotation at the ensuing Annual General Meeting and being eligible, offers himself for re-appointment as a director of the Company. Accordingly, a resolution is included in the notice of the 30th Annual General Meeting of the Company for seeking approval of members for his appointment as a director of the Company.

For Atlantic Commercial Company Ltd.

For Atlantic Commercial Company Ltd.



Authorised Signatory/Director
Regd. Office : 606, 6th Floor, Vikrant Tower, 4, Rajendra Place, New Delhi - 110008

CIN: L51909DL1985PLC020372 Website: www.atlantic-commercial.com

E-mail Id: limitedatlantic@gmail.com, Phone No. : 011 - 41539140 Fax : 011 - 25765214

Pursuant to the provision of Sections 149(1) & 161 of the Companies Act, 2013, Mrs. Priya Dhingra has been appointed as an additional director of the Company by the Board in its meeting held on August 20, 2014, and holds office up to date of 29th Annual general Meeting of the Company.

The members of the Company at 29th Annual general Meeting of the Company held on September 30, 2014 had appointed Mr. Shyam Sunder Gupta and Mrs. Priya Dhingra as Independent Directors of the Company to hold office for a term upto five consecutive years commencing from September 30, 2014.

KEY MANAGERIAL PERSONNEL

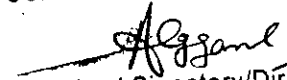
Pursuant to the provisions of Section 203 of the Companies Act, 2013 and Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, Mr. Shiv Charan Verma has been appointed as Chief Executive Officer (CEO) of the Company and Mrs. Mickey Sharma has been appointed as Chief Financial Officer (CFO) of the Company with effect from August 20, 2014.

DIRECTORS' RESPONSIBILITY STATEMENT

As required by Section 134(3)(c) read with section 134(5) of the Companies Act, 2013, your directors state that:

- i) in the preparation of annual accounts, the applicable accounting standards had been followed along with proper explanation relating to material departures;
- ii) the directors had selected such accounting policies and applied them consistently and made judgements and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit and loss of the Company for that period;
- iii) That the directors had taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 2013 for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- iv) That the directors had prepared the annual accounts on a going concern basis; and
- v) the directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems were adequate and operating effectively.

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

NUMBER OF BOARD MEETINGS

7 (Seven) meetings of the Board of Directors of your Company were held during the year under review on 29th May 2014, 5th August 2014, 20th August 2014, 4th November 2014, 3rd February 2015, 16th March 2015 and 27th March 2015.

INTERNAL FINANCIAL CONTROL

The Company has adequate internal control system in place to ensure proper recording of financial and operational information and regulatory/statutory compliances.

STATUTORY AUDITORS

The Statutory Auditors of the Company, M/s Grewal & Singh, Chartered Accountants (Firm Registration No. 012322N), were appointed as Auditors of the Company from the conclusion of 29th Annual General Meeting (AGM) till the conclusion of ensuing 30th Annual General Meeting of the Company.

The Statutory Auditors of the Company, M/s Grewal & Singh, Chartered Accountants have confirmed their eligibility and willingness to act as Statutory Auditors of the Company from the conclusion of ensuing 30th Annual General Meeting till the conclusion of 31st Annual General Meeting of the Company. Accordingly, a resolution for their re-appointment as Statutory Auditors of the Company and to fix their remuneration for financial year 2015-16 has been included in the notice of Annual General Meeting of the Company.

The Statutory Audit Report does not contain any qualification, reservation or adverse remark or disclaimer by the Statutory Auditors.

FIXED DEPOSITS

Your Company has not accepted any deposit from the public, and as such, there are no outstanding in terms of Companies (Acceptance of Deposit) Rules, 2014.

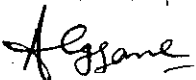
RISK MANAGEMENT

In order to manage & control financial & accounting risk, regulatory and operational risk, the Company has adequate risk management process in place.

AUDIT COMMITTEE

The Board of Directors of your Company has reconstituted the Audit Committee and has revised its terms of reference to make it in line with the requirements of Section 177 of the Companies Act, 2013. The Audit Committee of the Company consists of

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

Mr. Shyam Sunder Gupta, Chairman, Mr. Ashok Kumar Aggarwal and Mrs. Priya Dhingra.

Company Secretary of the Company acts as Secretary of said Committee.

NOMINATION AND REMUNERATION COMMITTEE

In terms of requirements of Section 178 and clause 49 of the listing agreement, the Board of Directors of your Company has constituted a 'Nomination and Remuneration Committee' comprising of Mr. Shyam Sunder Gupta, Chairman, Mr. Ashok Kumar Aggarwal and Mrs. Priya Dhingra, as member of the Committee.

This Committee is entrusted with the power and responsibility by the Board of identifying and recommending to the Board appointment & removal of Directors, Key Managerial Personnel and Senior Management Personnel of the Company and to formulate and monitor their Remuneration Policy.

Company Secretary of the Company acts as Secretary of said Committee.

CORPORATE SOCIAL RESPONSIBILITY

The provisions of Section 135 of the Companies Act, 2013 and Rules issued thereunder in respect of constitution of Corporate Social Responsibility Committee and making contribution towards Corporate Social Responsibility activities are not applicable to the Company, hence disclosures in this regard are not provided in this Report.

CONSERVATION OF ENERGY, TECHNOLOGY ABSORPTION, FOREIGN EXCHANGE EARNINGS AND OUTGO

The Company does not have any manufacturing activity and are in the business of real estate, deriving income from brokerage / commission etc. from real estate activities. Hence disclosures in this regard are not provided in this Report.

There was no foreign exchange inflow or Outflow during the year under review.

PARTICULARS OF EMPLOYEES AND RELATED DISCLOSURES

In terms of the provisions of Section 197(12) of the Companies Act, 2013 read with Rules 5(2) and 5(3) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, there were no employees drawing remuneration in excess of the limits set out in the said rules throughout the financial year. Therefore the disclosures in this regard are not provided in this Report.

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

A statement showing details pertaining to remuneration and other details as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is enclosed as Annexure - I and forms part of this Report.

PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS U/S 186

The Company has not made any loan, investment or provided any guarantee or security as specified under Section 186 of the Companies Act, 2013, during the year under review.

PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES REFERRED TO IN SUB-SECTION (1) OF SECTION 188

There was no contracts / arrangements / transactions entered into by the Company during the financial year with related parties. Therefore the disclosures in this regard is not provided in this Report.

EXTRACT OF ANNUAL RETURN

The details forming part of Extract of Annual Return in prescribed form MGT-9 is enclosed as Annexure- II and forms part of this Report.

SECRETARIAL AUDIT

The Board has appointed M/s Pragnya Pradhan & Associates, Company Secretaries, to conduct Secretarial Audit for the financial year 2014-15. The Secretarial Audit Report for the financial year 2014-15 is enclosed herewith as Annexure - III and forms part of this Report. The Secretarial Audit report does not contain any qualifications, reservation or adverse remark.

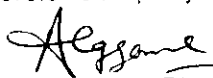
CORPORATE GOVERNANCE

Pursuant to Clause 49 of the listing agreement with stock exchange, Corporate Governance Report alongwith Auditors Certificate thereon and Management Discussion & Analysis Reports are enclosed and form part of the Annual Report.


DISCLOSURE REQUIREMENTS

1. The Company's Remuneration Policy is enclosed as Annexure - IV and form part of this Report.
2. There were no significant or material orders passed by the Regulators or Courts or Tribunals which impact the going concern status and Company's operations in future.

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

For Atlantic Commercial Company Ltd.

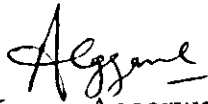

Authorised Signatory/Director

3. During the year under review, there were no cases reported under the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

ACKNOWLEDGEMENTS

The Directors wish to acknowledge and thanks the Statutory Authorities and all regularity bodies for their continued support and guidance. The Directors thanks the shareholders, business associates and Banks for the faith reposed in the Company and its management.

For and on behalf of the Board
For Atlantic Commercial Company Limited



Ashok Kumar Aggarwal
(Director)



Narendra Kishore Gaur
(Director)

Place: New Delhi
Date: May 29, 2015

Annexure - I

Statement of Particulars as required under Section 197 of the Companies Act, 2013 read with rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014

- (i) The ratio of the remuneration of each director to the median remuneration of the employees of the Company for the financial year:

Sr. No.	Particulars	Ration to median remuneration#
1	Mr. Ashok Kumar Aggarwal	NA
2	Mr. Narendra Kishore Gaur	NA
3	Mr. Shyam Sunder Gupta	NA
4	Mrs. Priya Dhingra	NA

None of the Directors of the Company were paid any remuneration. Therefore, the said ratio of remuneration of each director to median remuneration of the employees of the company is not applicable.

- (ii) The percentage increase in remuneration of each Director, Chief Executive Officer, Chief Financial Officer, Company Secretary in the financial year

Directors

Sr. No.	Particulars	% increase in remuneration in the financial year#
1	Mr. Ashok Kumar Aggarwal	NA
2	Mr. Narendra Kishore Gaur	NA
3	Mr. Shyam Sunder Gupta	NA
4	Mrs. Priya Dhingra	NA

None of the Directors of the Company were paid any remuneration. Therefore, the said percentage increase in remuneration of Directors is not applicable.

Chief Executive Officer, Chief Financial Officer and Company Secretary

Sr. No.	Particulars	% increase in remuneration in the financial year#
1	Mr. Shiv Charan Verma, Chief Executive Officer*	NA
2	Mrs. Mickey Sharma, Chief Financial Officer*	NA
3	Mrs. Olive Pamela Kumar, Company Secretary**	NA


* No remuneration has been paid. Therefore, the said percentage increase in their remuneration is not applicable.

** Remuneration paid to Company Secretary has been same for financial year 2013-14 & 2014-15

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

- (iii) The percentage increase in the median remuneration of employees in the financial year: **NIL**
- (iv) The number of permanent employees on the rolls of Company: **NIL**
- (v) The explanation on the relationship between average increase in remuneration and Company performance:

There was no increase in remuneration of the employees, hence this point is not applicable.

- (vi) Comparison of the remuneration of the Key Managerial Personnel against the performance of the Company:

Aggregate remuneration of Key Managerial Personnel (KMP) in FY 2014-15 (In Rs.) (Company Secretary)	72,000
Revenue (In Rs.)	4,00,000
Remuneration of KMPs (as % of revenue)	18
Profit before Tax (PBT) (In Rs.)	1,63,529
Remuneration of KMP (as % of PBT)	44.03

- (vii) Variations in the market capitalization of the Company, price earnings ratio as at the closing date of the current financial year and previous financial year and Percentage increase over decrease in the market quotations of the shares of the Company in comparison to the rate at which the Company came out with the last public offer:

Company's shares have not been traded during the financial year 2013-14 & 2014-15, hence not applicable.

- (viii) Average percentile increase already made in the salaries of employees other than the managerial personnel in the last financial year and its comparison with the percentile increase in the managerial remuneration and justification thereof and point out if there are any exceptional circumstances for increase in the managerial remuneration:

No managerial remuneration had been paid to the Directors in the financial year 2013-14 and 2014-15. Therefore, the said comparison of average percentile increase in the salaries of employees other than the managerial personnel with the percentile increase in the managerial remuneration is not applicable.

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

- (ix) Comparison of each remuneration of the Key Managerial Personnel against the performance of the Company:

	Mr. Shiv Charan Verma, Chief Executive Officer	Mrs. Mickey Sharma, Chief Financial Officer	Mrs. Olive Pamela Kumar, Company Secretary
Remuneration in FY 2014-15 (In Rs.)	NIL	NIL	72,000
Revenue (In Rs.)	4,00,000		
Remuneration (as % of revenue)	NIL	NIL	18
Profit before Tax (PBT) (In Rs.)	1,63,529		
Remuneration (as % of PBT)	NIL	NIL	44.03

- (x) The key parameters for any variable component of remuneration availed by the directors: NA
- (xi) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year:

The directors of the company were not paid any managerial remuneration in the financial year 2013-14 and 2014-15. Therefore, the said ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year is not applicable.

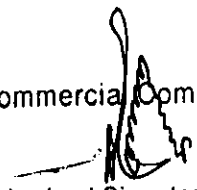
- (xii) Affirmation that the remuneration is as per the remuneration policy of the Company:

The Company affirms that remuneration is as per the remuneration policy of the Company.

For Atlantic Commercial Company Ltd,


Authorised Signatory/Director

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

Form No. MGT-9

EXTRACT OF ANNUAL RETURNas on the financial year ended on 31st March, 2015

[Pursuant to section 92(3) of the Companies Act, 2013 and rule 12(1) of the Companies (Management and Administration) Rules, 2014]

I. REGISTRATION AND OTHER DETAILS

CIN	:	L51909DL1985PLC020372
Registration Date	:	06/03/1985
Name of the Company	:	Atlantic Commercial Company Limited
Category / Sub - Category of the Company	:	Company limited by shares/ Indian Non-Government Company
Address of the Registered office and Contact details	:	606, 6 th Floor, Vikrant Tower, 4, Rajendra Place, New Delhi-110008
Whether Listed Company Yes / No	:	Yes (Delhi Stock Exchange Limited and the Company has been transferred to Dissemination Board of Bombay Stock Exchange)
Name, Address and Contact Details of Registrar and Transfer Agents	:	N.A.

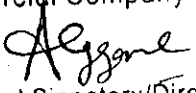
II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY

The principal business of the Company is the real estate business deriving income from brokerage / commission from real estate activities.

III. PARTICULARS OF HOLDING, SUBSIDIARY AND ASSOCIATE COMPANIES

S. No	Name and Address of the Company	CIN/GLN	Holding/ Subsidiary/ Associate	% of Shares held	Applicable Section
	N.A.	N.A.	N.A.	N.A.	N.A.

For Atlantic Commercial Company Ltd.


 Authorised Signatory/Director

For Atlantic Commercial Company Ltd


 Authorised Signatory/Director

IV. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity)

i) Category-wise Share Holding

Category of Shareholders	No. of Shares held at the beginning of the year i.e. 01.04.2014				No. of Shares held at the end of the year i.e. 31.03.2015				% change during the year
	Demat	Physical	Total	% of total shares	Demat	Physical	Total	% of total shares	
A. Promoters									
(1) Indian									
a) Individual/HUF	0	0	0	0	0	0	0	0	0.00
b) Central Govt	0	0	0	0	0	0	0	0	0.00
c) State Govt (s)	0	0	0	0	0	0	0	0	0.00
d) Bodies Corp.	0	509600	509600	69.33	0	509600	509600	69.33	0.00
e) Banks / FI	0	0	0	0	0	0	0	0	0.00
f) Any Other....	0	0	0	0	0	0	0	0	0.00
Sub-total (A) (1):-	0	509600	509600	69.33	0	509600	509600	69.33	0.00
(2) Foreign									
a) NRIs - Individuals	0	0	0	0	0	0	0	0	0.00
b) Other – Individuals	0	0	0	0	0	0	0	0	0.00
c) Bodies Corp.	0	0	0	0	0	0	0	0	0.00
d) Banks / FI	0	0	0	0	0	0	0	0	0.00
e) Any Other....	0	0	0	0	0	0	0	0	0.00
Sub-total (A) (2):-	0	0	0	0	0	0	0	0	0.00
Total shareholding of Promoter (A) = (A)(1)+(A)(2)	0	509600	509600	69.33	0	509600	509600	69.33	0.00
B. Public Shareholding									0.00
1. Institutions									0.00
a) Mutual Funds	0	0	0	0	0	0	0	0	0.00

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

b) Banks/ FI	0	0	0	0	0	0	0	0	0.00
c) Central Govt	0	0	0	0	0	0	0	0	0.00
d) State Govt (s)	0	0	0	0	0	0	0	0	0.00
e) Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
f) Insurance Companies	0	0	0	0	0	0	0	0	0.00
g) FIs	0	0	0	0	0	0	0	0	0.00
h) Foreign Venture Capital Funds	0	0	0	0	0	0	0	0	0.00
i) others (specify)	0	0	0	0	0	0	0	0	0.00
Sub-Total (B) (1):-	0	0	0	0	0	0	0	0	0.00
2. Non - Institutions									0.00
a) Bodies Corp.									0.00
i) Indian	0	0	0	0	0	0	0	0	0.00
ii) Overseas	0	0	0	0	0	0	0	0	0.00
b) Individuals									
i) Individual Shareholders holding nominal share capital upto Rs. 1 Lakh	0	225400	225400	30.67	0	225400	225400	30.67	0.00
ii) Individual Shareholders holding nominal Share capital in excess of Rs. 1 Lakh	0	0	0	0	0	0	0	0	0.00
c) Others									
c-i) Trust and Foundation	0	0	0	0	0	0	0	0	0.00
c-ii) Non Resident Individual	0	0	0	0	0	0	0	0	0.00
Sub -total (B)(2):-	0	225400	225400	30.67	0	225400	225400	30.67	0.00

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

Total Public Shareholding (B)= (B)(1) + (B)(2)	0	225400	225400	30.67	0	225400	225400	30.67	0.00
C. Shares held by Custodian for GDRs & ADRs	0	0	0	0	0	0	0	0	0.00
Grand Total (A+B+C)	0	735000	735000	100	0	735000	735000	100	0.00

For Atlantic Commercial Company Ltd.


 Authorised Signatory/Director

For Atlantic Commercial Company Ltd.


 Authorised Signatory/Director


(ii) Shareholding of Promoters

S.No.	Shareholder's Name	Shareholding at the Beginning of the Year i.e. 01.04.2014			Shareholding at the end of the year i.e. 31.03.2015			% change in shareholding during the year
		No. of Shares	% of total shares of the Company	% of Shares Pledged/encumbered to total shares	No. of Shares	% of total shares of the Company	% of Shares Pledged/encumbered to total shares	
1	Aggresar Leasing & Finance Private Limited	130800	17.80	NIL	130800	17.80	NIL	NIL
	Betterways Finance & Leasing Private Limited	130800	17.80	NIL	13800	17.80	NIL	NIL
3	Xonix Enterprises Private Limited	64741	8.81	NIL	64741	8.81	NIL	NIL
4	Lotte Trading & Allied Services Private Limited	62748	8.54	NIL	62748	8.54	NIL	NIL
5	Lotus Finance & Investments Private Limited	61751	8.40	NIL	61751	8.40	NIL	NIL
6	Midopa Holdings Private Limited	58760	7.98	NIL	58760	7.98	NIL	NIL
	TOTAL	509600	69.33	NIL	509600	69.33	NIL	NIL

For Atlantic Commercial Company Ltd.


 Authorised Signatory/Director

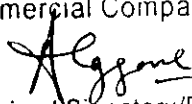
For Atlantic Commercial Company Ltd.


 Authorised Signatory/Director

(iii) Change in Promoters Shareholding (please specify, if there is no change)

S. No.	Particulars	Shareholding at the beginning of the year i.e. 01.04.2014		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Aggresar Leasing & Finance Private Limited				
	At the beginning of the year i.e. 01.04.2014	130800	17.80		
	Date wise increase/ decrease in promoters shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc):-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	130800	17.80	130800	17.80
2	Betterways Finance & Leasing Private Limited				
	At the beginning of the year i.e. 01.04.2014	130800	17.80		
	Date wise increase/ decrease in promoters shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc):-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	130800	17.80	130800	17.80
3	Xonix Enterprises Private Limited				
	At the beginning of the year i.e. 01.04.2014	64741	8.81		
	Date wise increase/ decrease in promoters shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc):-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	64741	8.81	64741	8.81
4	Lotte Trading & Allied Services Private Limited				
	At the beginning of the year i.e. 01.04.2014	62748	8.54		
	Date wise increase/ decrease in promoters shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc):-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	62748	8.54	62748	8.54

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

5	Lotus Finance & Investments Private Limited				
	At the beginning of the year i.e. 01.04.2014	61751	8.40		
	Date wise increase/ decrease in promoters shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc):-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	61751	8.40	61751	8.40
6	Midopa Holdings Private Limited				
	At the beginning of the year i.e. 01.04.2014	58760	7.98		
	Date wise increase/ decrease in promoters shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc):-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	58760	7.98	58760	7.98

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

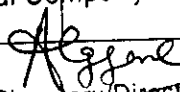
For Atlantic Commercial Company Ltd.


Authorised Signatory/Director


(iv) Shareholding Pattern of top 10 shareholders (other than directors, promoters and holders of GDRs and ADRs)

S. No.	Shareholder's Name	Shareholding at the beginning of the year i.e. 01.04.2014		Date	Increase/Decrease in Shareholding	Reason for Increase/Decrease	Cumulative Shareholding during the year		Shareholding at the end of the year i.e. 31.03.2015	
		No. of Shares	% of total shares of the Company				No. of Shares	% of total shares of the Company	No. of Shares	% of total shares of the Company
1	Shyam Sunder Kinger	10000	1.36	24.04.2008						
						No Change in shareholding during the year				
							10000	1.36	10000	1.36
2	Ashwari Singhal	10000	1.36	08.04.2008						
						No Change in shareholding during the year				
							10000	1.36	10000	1.36
3	Ashutosh Goel	10000	1.36	05.05.2008						
						No Change in shareholding during the year				
							10000	1.36	10000	1.36
4	Anil Gupta	9850	1.34	17.04.2008						
						No Change in shareholding during the year				
							9850	1.34	9850	1.34
5	N Gopala Krishnan	9800	1.33	04.11.1996						
						No Change in shareholding during the year				
							9800	1.33	9800	1.33

For Atlantic Commercial Company Ltd.


Authorized Signatory/Director

For Atlantic Commercial Company Ltd.


Authorized Signatory/Director

6	Varun Sarin	9800	1.33	02.05.2008							
						No Change in shareholding during the year					
							9800	1.33	9800	1.33	
7	Harish Chandra Singh	9500	1.29	17.04.2008							
						No Change in shareholding during the year					
							9500	1.29	9500	1.29	
8	Ravi S. Thakur	9350	1.27	26.03.2008							
						No Change in shareholding during the year					
							9350	1.27	9350	1.27	
9	Atul Tandon	9000	1.22	04.11.1996							
						No Change in shareholding during the year					
							9000	1.22	9000	1.22	
10	Ajay Kumar khanna	8800	1.20	10.04.2008							
						No Change in shareholding during the year					
							8800	1.20	8800	1.20	

For Atlantic Commercial Company Ltd.

Algeane
 Authorised Signatory/Director

For Atlantic Commercial Company Ltd.


 Authorised Signatory/Director

(v) Shareholding of Directors and Key Managerial Personnel (KMP)

S.No.	Particulars	Shareholding at the beginning of the year i.e. 01.04.2014		Cumulative Shareholding during the year	
		No. of Shares	% of total shares of the company	No. of Shares	% of total shares of the company
1	Mr. Shyam Sunder Gupta (Independent Director)				
	At the beginning of the year i.e. 01.04.2014	9800	1.33		
	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	9800	1.33	9800	1.33
2	Mr. Ashok Kumar Aggarwal (Director)				
	At the beginning of the year i.e. 01.04.2014	10000	1.36		
	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	10000	1.36	10000	1.36
3	Mr. Narendra Kishore Gaur (Director)				
	At the beginning of the year i.e. 01.04.2014	0	0		
	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	0	0	0	0
4	Mrs. Priya Dhingra* (Independent Director)				
	At the beginning of the year i.e. 01.04.2014	0	0		
	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the year i.e. 20 th August 2014 to 31 st March 2015			
	At the end of the year i.e. 31.03.2015	0	0	0	0

* Appointed as Additional Director of the Company w.e.f. 20th August 2014

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

5	Mrs. Olive Pamela Kumar (Company Secretary)				
	At the beginning of the year i.e. 01.04.2014	0	0		
	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the year			
	At the end of the year i.e. 31.03.2015	0	0	0	0
6	Mr. Shiv Charan Verma** (Chief Executive Officer)				
	At the beginning of the year i.e. 01.04.2014	0	0		
	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the year i.e. 20 th August 2014 to 31 st March 2015			
	At the end of the year i.e. 31.03.2015	0	0	0	0
7	Mrs. Mickey Sharma** (Chief Financial Officer)				
	At the beginning of the year i.e. 01.04.2014	0	0		
	Date wise increase/ decrease in shareholding during the year specifying the reasons for increase/ decrease (e.g/. Allotment / transfer / bonus / sweat equity etc) :-	No Change in shareholding during the year i.e. 20 th August 2014 to 31 st March 2015			
	At the end of the year i.e. 31.03.2015	0	0	0	0

** Appointed on 20th August 2014

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

For Atlantic Commercial Company Ltd.

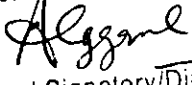

Authorised Signatory/Director

V. INDEBTEDNESS


Indebtedness of the Company including interest outstanding/accrued but not due for payment

Particulars	(Amount in Rs.)			
	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year i.e. 01.04.2014				0
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0
Change in indebtedness during the financial year				
Addition	0	0	0	0
Reduction	0	0	0	0
Net Change	0	0	0	0
Indebtedness at the end of the financial year i.e. 31.03.2015				
i) Principal Amount	0	0	0	0
ii) Interest due but not paid	0	0	0	0
iii) Interest accrued but not due	0	0	0	0
Total (i+ii+iii)	0	0	0	0

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

VI REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL

A. Remuneration to Managing Director, Whole-time director and / or Manager:

(Amount in Rs.)

S. No.	Particulars of Remuneration	Name of MD/ WTD/Manager*	Total Amount
1.	Gross Salary	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3.	Sweat Equity	NIL	NIL
4.	Commission - as % of profit - others, specify....	NIL	NIL
5.	Others -Sitting Fee for Board & Committee Meetings	NIL	NIL
	Total (A) Ceiling as per the Act (5% of the profits calculated u/s 198 of the Companies Act, 2013)		5219

* The Company was not having any Managing Director, Whole-time director and / or Manager during the financial year 2014-15.

B. Remuneration to other Directors

(Amount in Rs.)

S. No.	Particulars of Remuneration	Name of Directors		Total Amount
1	Independent Directors	Mr. Shyam Sunder Gupta	Mrs. Priya Dhingra	
	-Fee for attending board and committee meetings	NIL	NIL	NIL
	- Commission	NIL	NIL	NIL
	-Others, please specify	NIL	NIL	NIL
	Total (1)	NIL	NIL	NIL
2	Other Non-Executive Directors	Mr. Ashok Kumar Aggarwal	Mr. Narendra Kishore Gaur	
	-Fee for attending board and committee meetings	NIL	NIL	NIL
	- Commission	NIL	NIL	NIL
	-Others, please specify	NIL	NIL	NIL
	Total (2)	NIL	NIL	NIL
	Total (B) = (1+2)	NIL	NIL	NIL
	Overall Ceiling as per the Act (1% of the profits calculated u/s 198 of the			1044

For Atlantic Commercial Company Ltd.

Aggarwal
Authorized Signatory/Director

For Atlantic Commercial Company Ltd.

KC
Authorized Signatory/Director

	Companies Act, 2013)			
	Total Managerial Remuneration (A+B)	NIL	NIL	NIL
	Overall Ceiling as per the Act (11% of the profits calculated u/s 198 of the Companies Act, 2013)##			11482

Directors of the Company were not paid any remuneration during the financial year 2014-15.

C. Remuneration to Key Managerial Personnel other than MD/Manager/WTD:

(Amount in Rs.)

S. No	Particulars of Remuneration	Mrs. Olive Pamela Kumar	Total Amount
1	Gross salary		
	(a) Salary as per provisions contained in section 17(1) of the Income - tax Act, 1961	72000	72000
	(b) Value of perquisites u/s 17(2) Income - tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit - others, specify....	NIL	NIL
5	Others, please specify	NIL	NIL
	- Bonus	NIL	NIL
	- PF and Superannuation Contribution	NIL	NIL
	Total	72000	72000

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director


VII. PENALTIES / PUNISHMENT / COMPOUNDING OF OFFENCES

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty					
Punishment					
Compounding					
B. DIRECTORS					
Penalty					
Punishment			NIL		
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty					
Punishment					
Compounding					

For Atlantic Commercial Company Ltd.


 Authorised Signatory/Director

For Atlantic Commercial Company Ltd.


 Authorised Signatory/Director



PRAGNYA PRADHAN & ASSOCIATES

PRACTICING COMPANY SECRETARIES

Deliver the best at the earliest

Form No. MR-3

SECRETARIAL AUDIT REPORT

FOR THE FINANCIAL YEAR ENDED 31st March 2015

[Pursuant to Section 204(1) of the Companies Act, 2013 and Rule No. 9 of the Companies (Appointment and Remuneration Personnel) Rules, 2014]

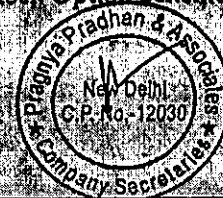
To,
The Members,
Atlantic Commercial Company Limited
606, 6th Floor, Vikrant Tower,
4, Rajendra Place,
New Delhi - 110008

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by Atlantic Commercial Company Limited, (hereinafter called "the Company"). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing our opinion thereon.

Based on our verification of the Company's books, papers, minute books, forms and returns filed and other records maintained by the Company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the Company has, during the audit period covering the financial year ended on 31st March, 2015 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by Atlantic Commercial Company Limited ("the Company") for the financial year ended 31st March, 2015 according to the provisions of:

- (i) The Companies Act, 1956 (the old Act) and the rules made thereunder, to extent applicable;
- (ii) The Companies Act, 2013 (the Act) and the rules made thereunder;
- (iii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made thereunder;
- (iv) The Depositories Act, 1996 and the Regulations and Bye-laws framed thereunder;
- (v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-
 - a) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;
 - b) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 1992;
 - c) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;
 - d) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;



- e) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;
- f) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;
- g) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and
- h) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998.

We have also examined compliance with the applicable clauses of the Listing Agreements entered into by the Company with Delhi Stock Exchange Limited.

We have not examined compliances of the Secretarial Standards issued by The Institute of Company Secretaries of India, as provisions were not in place till 31st March, 2015.

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

I/we further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

I/we further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

For Pragnya Pradhan & Associates
Company Secretaries



Pragnya Parimita Pradhan

Pragnya Parimita Pradhan
ACS No: 32778
C.P.No: 12030

Place: New Delhi
Date: 29th May, 2015

NOMINATION AND REMUNERATION POLICY

INTRODUCTION

This policy on nomination and remuneration of Directors, Key Managerial Personnel and Senior Management has been formulated by the Nomination and Remuneration Committee and approved by the Board of Directors.

OBJECTIVE

The Policy relates to designing the remuneration for the Directors, Key Managerial Personnel (KMP), Senior Management Personnel (SMP) and other employees of the Company.

DEFINITIONS

"Board":-Board means Board of Directors of the Company.

"Director":-Directors means Directors of the Company.

"Committee":-Committee means Nomination and Remuneration Committee of the Company as constituted or reconstituted by the Board, from time to time.

"Independent Director":- As provided under clause 49 of the Listing Agreement and/or under the Companies Act, 2013 and relevant rules thereto.

"Key Managerial Personnel":- Key Managerial Personnel (KMP) means-

- (i) the Chairman and Managing Director;
- (ii) the Company Secretary;
- (iii) the Chief Financial Officer; and
- (iv) such other officer as may be prescribed.

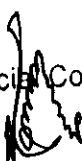
"Remuneration" means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

"Senior Management Personnel":- shall mean the personnel of the Company who are members of its Core Management team, excluding the Board of Directors, comprising all members of management that are one level below the Executive Directors, including the functional heads.

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

APPOINTMENT AND REMOVAL OF DIRECTOR, KEY MANAGERIAL PERSONNEL AND SENIOR MANAGEMENT

- i. The Committee shall consider the ethical standards of integrity and probity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and accordingly recommend to the Board his / her appointment.
- ii. The Company should ensure that the person so appointed as Director/ Independent Director/ KMP/ Senior Management Personnel shall not be disqualified under the Companies Act, 2013, rules made thereunder, Listing Obligations or any other enactment for the time being in force.
- iii. The Director/ Independent Director/ KMP/ Senior Management Personnel shall be appointed as per the procedure laid down under the provisions of the Companies Act, 2013, rules made thereunder, Listing Obligations or any other enactment for the time being in force.
- iv. Due to reasons for any disqualification mentioned in the Companies Act, 2013, rules made thereunder or under any other applicable Act, rules and regulations or any other reasonable ground, the Committee may recommend to the Board for removal of a Director, KMP or Senior Management Personnel subject to the provisions and compliance of the said Act, rules and regulations.

REMUNERATION

The Committee will recommend the remuneration to be paid to the Managing Director, Whole-time Director, KMP and Senior Management Personnel to the Board for their approval.

The level and composition of remuneration so determined by the Committee shall be reasonable and sufficient to attract, retain and motivate directors, Key Managerial Personnel and Senior Management of the quality required to run the company successfully. The relationship of remuneration to performance should be clear and meet appropriate performance benchmarks. The remuneration should also involve a balance between fixed and incentive pay reflecting short and long-term performance objectives appropriate to the working of the company and its goals:

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

1. Director/ Managing Director

Besides the above Criteria, the Remuneration/ compensation/ commission etc to be paid to Director/ Managing Director etc shall be governed as per provisions of the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

2. Non-Executive Independent Directors

The Non- Executive Independent Directors may receive sitting fees and such other remuneration as permissible under the provisions of Companies Act, 2013. The amount of sitting fees shall be such as may be recommended by the Nomination and Remuneration Committee and approved by the Board of Directors.

3. KMPs/ Senior Management Personnel etc

The Remuneration to be paid to KMPs/ Senior Management Personnel shall be based on the experience, qualification and expertise of the related personnel and governed by the limits, if any prescribed under the Companies Act, 2013 and rules made thereunder or any other enactment for the time being in force.

EVALUATION

The Committee shall carry out evaluation of performance of every Director, KMP and Senior Management Personnel at regular interval.

RETIREMENT

The Director, KMP and Senior Management Personnel shall retire as per the applicable provisions of the Companies Act, 2013. The Board and / or Committee will have the discretion to retain the Director, KMP, Senior Management Personnel in the same position / remuneration or otherwise even after attaining the retirement age, for the benefit of the Company.

AMENDMENTS

The Committee may recommend amendments to this Policy from time to time as it deems appropriate.

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

ATLANTIC COMMERCIAL COMPANY LIMITED

CORPORATE GOVERNANCE REPORT

Your Company has been adopting the principles of good Corporate Governance and best practices which comprises all activities that result in the control of the Company in a regulated manner, aiming to achieve transparent, accountable and fair management.

The details of the Corporate Governance compliance by the Company as per Clause 49 of the Listing Agreement with Stock Exchange are as under:

1. COMPANY'S PHILOSOPHY ON CODE OF GOVERNANCE

Corporate Governance is about commitment to values and ethical business conduct by the Company. This includes its corporate and other structures, its culture, policies and the manner in which it deals with various stakeholders. The Company firmly believes that only good corporate governance will generate value on a sustained basis to all its stakeholders. Corporate Governance primarily concerns transparency, full disclosure of material facts, independence of the Board and fair play with all stakeholders. The Company will endeavor to constantly comply with and to continuously improve on these aspects with an overall view to earn the trust and respect of the Members, lenders and other stakeholders.

2. BOARD OF DIRECTORS

(A) Composition of the Board:

As on March 31, 2015, the Board comprised of four (4) directors, namely, Mr. Narendra Kishore Gaur, Mr. Ashok Kumar Aggarwal, Mr. Shyam Sunder Gupta and Mrs. Priya Dhingra.

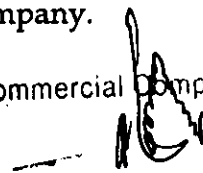
The Board of Directors of the Company consists of appropriate number of Non-Executive Directors and Independent Directors in conformity with the provisions of Listing Agreement. Mr. Shyam Sunder Gupta and Mrs. Priya Dhingra are Independent Directors. Mr. Narendra Kishore Gaur and Mr. Ashok Kumar Aggarwal are Non-Executive Non Independent Directors of the Company. All the directors bring with them rich and varied experience in different facets of the corporate functioning. They play an active role in the meetings of the Board. None of the directors have any pecuniary relationship with the Company.

For Atlantic Commercial Company Ltd.



Authorised Signatory/Director

For Atlantic Commercial Company Ltd.



Authorised Signatory/Director

Regd. Office : 606, 6th Floor, Vikrant Tower, 4, Rajendra Place, New Delhi - 110008

CIN: L51909DL1985PLC020372 Website: www.atlantic-commercial.com

E-mail Id: limitedatlantic@gmail.com, Phone No. : 011 - 41539140 Fax : 011 - 25765214

S. No	Name	Category of Director	DIN	Appointed as director on	Ceased to be director on
1.	Mr. Narendra Kishore Gaur	NI-NED	00168265	02/02/2012	-
2.	Mr. Ashok Kumar Aggarwal	NI-NED	02080657	06/09/2012	-
3.	Mr. Shyam Sunder Gupta	I-NED	06428473	19/11/2012	-
4.	Mrs. Priya Dhingra	I-NED	06862847	20/08/2014	-

NI-NED Non Independent-Non-Executive-Director

I-NED - Independent-Non-Executive-Director

No director of the Company is inter-se related to any other director on the Board.

(B) Board Meeting:

During the year from April 01, 2014 to March 31, 2015, Seven (7) Board Meetings were held on 29th May 2014, 5th August 2014, 20th August 2014, 4th November 2014, 3rd February 2015, 16th March 2015 and 27th March 2015.

The attendance of each director at these meetings and at the last Annual General Meeting was as follows:

S. No	Name	No. of meeting held during 2014-15	No. of Meeting attended	Last AGM (on 30.09.2014) attended
1.	Mr. Narendra Kishore Gaur	7	7	Yes
2.	Mr. Ashok Kumar Aggarwal	7	7	Yes
3.	Mr. Shyam Sunder Gupta	7	7	Yes
4.	Mrs. Priya Dhingra	7	5	Yes

(C) CODE OF CONDUCT

The Board of Directors has laid down a code of Conduct for all Board members and senior management of the Company which is widely circulated amongst Members of the Board and Senior Management Personnel. The members of the Board and Senior Management Personnel have affirmed compliance to the said Code of Conduct. A declaration signed by the Chief Executive Officer to this effect is enclosed as Annexure - A and forms part of this report.

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

(D) Number of Directorships / Chairmanships held in other Companies as on March 31, 2015:

S. No.	Director	No. of Other Directorships	No. of Other Committee memberships	
			Member	Chairman
1.	Mr. Ashok Kumar Aggarwal	2	NIL	NIL
2.	Mr. Narendra Kishore Gaur	9	NIL	NIL
3.	Mr. Shyam Sunder Gupta	NIL	NIL	NIL
4.	Mrs. Priya Dhingra	NIL	NIL	NIL

3. AUDIT COMMITTEE

The Audit Committee of the Board comprised of Mr. Shyam Sunder Gupta, Chairman, Mrs. Priya Dhingra and Mr. Ashok Kumar Aggarwal, as members of committee. The Board of Directors of your Company has revised its terms of reference to make it in line with the requirements of Section 177 of the Companies Act, 2013 and clause 49 of the listing agreement.

All the members of Audit Committee are Independent directors except Mr. Ashok Kumar Aggarwal.


The terms of reference of the Audit Committee cover all areas mentioned under Clause 49(III) of the listing agreement with the stock exchange and Section 177 of the Companies Act, 2013. The broad terms of reference of the Audit Committee, as on March 31, 2015 include, *inter-alia*, systematic review of Accounting policies & practices, financial reporting process, adequacy of internal control systems and internal audit function, quarterly/half-yearly financial statements. It also recommends appointment of Statutory Auditors and fixation of their audit fees. Mr. Ashok Kumar Aggarwal and Mrs. Priya Dhingra have finance and accounting knowledge. Mr. Shyam Sunder Gupta have expertise in accounting or related financial management.

During the year April 01, 2014 to March 31, 2015, Six (6) meetings of the Audit Committee were held on 29th May 2014, 5th August 2014, 20th August 2014, 4th November 2014, 3rd February 2015 and 27th March 2015. The attendance of each director at these meetings was as follows:

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

S. No	Name	Designation	No. of meeting held during 2014-15	No. of Meeting attended
1.	Mr. Shyam Sunder Gupta	Chairman	6	6
2.	Mr. Ashok Kumar Aggarwal	Member	6	6
3.	Mrs. Priya Dhingra*	Member	4	4
4.	Mr. Narendra Kishore Gaur#	Chairman	2	2

* became member of the Audit Committee with effect from 20.08.2014 due to reconstitution of the said committee and four meetings of the said committee were held during her tenure.

ceased to be member of the Audit Committee with effect from 20.08.2014 due to reconstitution of the said committee and two meetings of the said committee were held during his tenure.

The composition and terms of reference of the Audit Committee are in conformity with the Listing Agreement and the Companies Act, 2013. The minutes of the meetings of the Audit Committee are placed before the Board for its information.

4. NOMINATION AND REMUNERATION COMMITTEE

The Board of Directors of your Company has constituted 'Nomination and Remuneration Committee' and its terms of reference to make it in line with the requirements of Section 178 of the Companies Act, 2013 and clause 49 of the listing agreement. At present, the 'Nomination and Remuneration Committee' comprised of Mr. Shyam Sunder Gupta, Chairman, Mrs. Priya Dhingra and Mr. Ashok Kumar Aggarwal, as members of committee.

Terms of Reference

The terms of reference of the Nomination and Remuneration Committee cover all areas mentioned under Clause 49(IV) of the listing agreement with the stock exchanges and Section 178 of the Companies Act, 2013. The broad terms of reference of the Nomination and Remuneration Committee inter-alia include recommending a policy relating to remuneration of directors and senior management personnel, formulation of criteria and identify persons who may be appointed as directors or senior management of the Company, Board diversity and any other matters which the Board of Directors may direct from time to time.

During the year April 01, 2014 to March 31, 2015, One (1) 'Nomination and Remuneration Committee' meetings have taken place on 20th August 2014. The attendance of each director at that meeting was as under:

Sr. No.	Name	Designation	No. of meeting during FY 2014-15	Number of meeting attended
1	Mr. Shyam Sunder Gupta	Chairman	1	1
2	Mrs. Priya Dhingra	Member	1	1
3	Mr. Ashok Kumar Aggarwal	Member	1	1

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

Remuneration Policy

The Remuneration Policy recommended by the Nomination and Remuneration Committee has been accepted by the Board of Directors. The Remuneration policy is enclosed as Annexure-IV to the Directors Report.

During the year under review, there was no pecuniary relationship or transactions of the non-executive directors vis-à-vis the Company. No remuneration were paid to any director of the Company for the financial year 2014-15.

5. SHARE TRANSFER & STAKEHOLDERS RELATIONSHIP COMMITTEE

The Board of Directors of your Company has renamed and reconstituted its existing 'Investors' Grievance Committee' as 'Share Transfer & Stakeholders Relationship Committee' in terms of requirements of Section 178 of the Companies Act, 2013 and clause 49 of the listing agreement. At present, 'Share Transfer & Stakeholders Relationship Committee' comprised of Mr. Shyam Sunder Gupta, Chairman, Mrs. Priya Dhingra and Mr. Ashok Kumar Aggarwal, as members of committee.

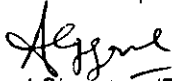
During the year from April 01, 2014 to March 31, 2015, Four (4) 'Share Transfer & Stakeholders Relationship Committee' meetings have taken place on 29th May 2014, 5th August 2014, 4th November 2014 and 3rd February 2015. The attendance of each director at that meeting was as under:

Sr. No.	Name	Designation	No. of meeting during FY 2014-15	Number of meeting attended
1	Mr. Shyam Sunder Gupta*	Chairman	2	2
2	Mrs. Priya Dhingra*	Member	2	2
3	Mr. Ashok Kumar Aggarwal	Member	4	4
4.	Mr. Narendra Kishore Gaur#	Chairman	2	2

* became member of the Share Transfer & Stakeholders Relationship Committee with effect from 20.08.2014 due to reconstitution of the said committee and two meetings of the said committee were held during their tenure.

ceased to be member of the Share Transfer & Stakeholders Relationship Committee with effect from 20.08.2014 due to reconstitution of the said committee and two meetings of the said committee were held during his tenure.

For Atlantic Commercial Company Ltd.


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For Atlantic Commercial Company Ltd.


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The status of complaints received, disposed off & pending during the year ended March 31, 2015 is as under:

No. of Complaints Received	No. of Complaints not solved to the satisfaction of shareholders' / Investors'	No. of pending Complaints
NIL	NIL	NIL

The minutes of 'Shareholders/Investors Grievance Committee' are placed before the Board for its information.

Compliance Officer

The Company Secretary of the Company acts as Compliance Officer of the Company.

6. GENERAL BODY MEETINGS

Details of last three AGMs

Year	Location	Date	Time	Details of Special Resolution Passed
2014	29 th AGM 606, 6 th Floor, Vikarnt Tower, 4, Rajendra Place, New Delhi - 110008	30.09.2014	11.00 A.M.	Alteration of Articles of Association
2013	28 th AGM 606, 6 th Floor, Vikarnt Tower, 4, Rajendra Place, New Delhi - 110008	21.08.2013	11.00 A.M.	NIL
2012	27 th AGM 606, 6 th Floor, Vikarnt Tower, 4, Rajendra Place, New Delhi - 110008	05.09.2012	11.00 A.M.	NIL

POSTAL BALLOT

During the Financial year 2014-15, no Resolution was passed through postal ballot.

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

7. Disclosures

- (i) Related party transactions as per AS-18 have been dealt with in note 2 to the Financial Statements annexed. There is no related party transactions during the year.
- (ii) The Company has not been imposed with any penalty by the Stock Exchanges, SEBI or any other statutory authority on any matter relating to Capital Markets during the last three years.
- (iii) The Secretarial Department is responsible for compliances in respect of Company Law, SEBI, Stock Exchange rules and regulations and other related laws.
- (iv) As a matter of transparency and good governance, key operational & financial data is furnished to the directors in every meeting of the Board. Management Discussion and Analysis report forming part of the Annual Report is enclosed.
- (v) Disclosure regarding appointment or re-appointment of directors

Pursuant to the requirements of the listing agreements with the stock exchanges, on Corporate Governance, the information required to be given, in case of the appointment of a new director or re-appointment of a director, is enclosed as Annexure - B and forms part of this report.

- (vi) Risk Management

The Company has laid down procedures to inform the Board members about the Risk Assessment and Risk Minimization. These procedures are being revised from time to time to ensure appropriate Risk Management and control.

- (vii) CEO/CFO Certification

The certificate in compliance with Clause 49 V of the Listing Agreement was placed before the Board of Directors in its meeting.

8. Means of communication

The quarterly / half yearly / annual financial results are announced within the stipulated period and are generally published in Financial Express (English) and Jansatta (Hindi) newspapers and are also

For Atlantic Commercial Company Ltd.


Authorized Signatory/Director

For Atlantic Commercial Company Ltd.


Authorized Signatory/Director

forwarded to the Stock Exchanges as per Listing Agreement. All financial results and other shareholder information are also available at the website of the Company at www.atlantic-commercial.com The quarterly/ half yearly financial results are not sent to shareholders individually.

No presentation of financial results has been made to Financial Institutions/analysts during the year ended March 31, 2015.

9. GENERAL SHAREHOLDER INFORMATION

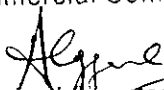
- a. AGM: Date, Time & Venue: 30th Annual General Meeting,
30th September 2015 at 11.00 A.M. at
606, 6th floor, Vikrant Tower, 4,
Rajendra Place, New Delhi-110008
- b. Date of book closure : 28th September 2015 to 30th September 2015
(both days inclusive)
- c. Financial Year : April 01 to March 31
- d. Dividend Payment Date : No Dividend is proposed by the
Board of Directors for the financial year
2014-15
- e. Listing in Stock Exchanges : Delhi Stock Exchange Limited

Securities and Exchange Board of India (SEBI) vide its Circulars dated May 30, 2012 has given exit option to stock exchanges whose annual trading turnover on its own platform is less than Rs 1000 Crore. The said Stock Exchanges can apply to SEBI for voluntary surrender of recognition and exit, at any time before the expiry of two years from the date of issuance of this Circular.


The Companies which are listed on the said Stock Exchanges shall list on any other recognized stock exchange and Companies fail to obtain listing on any other stock exchange, will cease to be a listed company and will be moved to the dissemination board by the exiting stock exchange.

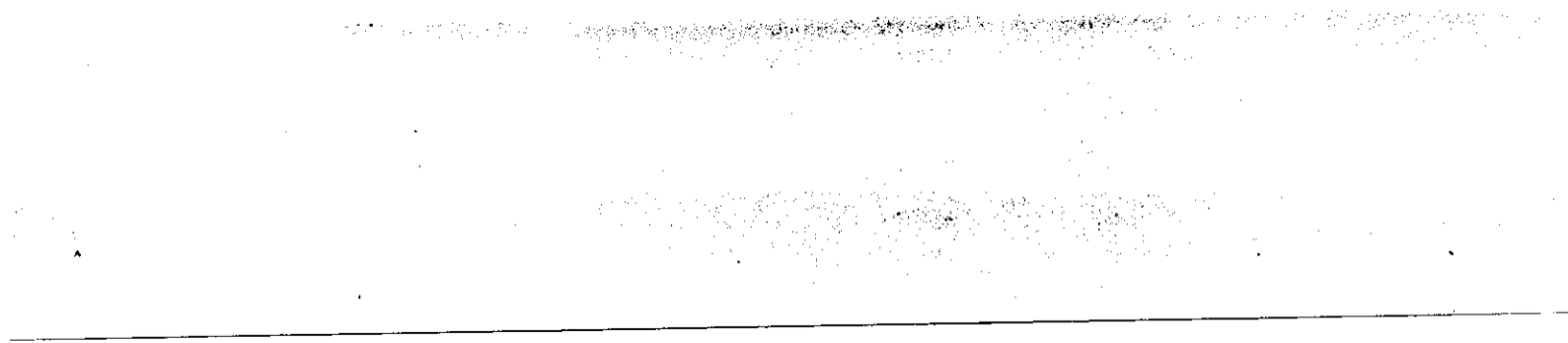
Pursuant to the said SEBI circular, Delhi Stock Exchange Limited has applied to SEBI for surrender of its recognition and the same has been approved by the SEBI. Delhi Stock Exchange Limited vide its letter dated May 18, 2015 has informed that the Company has been shifted to the Dissemination Board of BSE Limited.

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director

For Atlantic Commercial Company Ltd.


Authorised Signatory/Director



- j. Dematerialisation of Shares and Liquidity: The shares of the Company are in physical mode.
- k. Deposits : The Company has not raised any deposits from the public during the financial year 2014-15.
- l. Outstanding ADR/GDR/warrants or any convertible instruments, conversion date and likely impact on equity : NIL
- m. Investors Correspondence : The shareholders may address their communication to the Company Secretary, 606, 6th Floor, Vikrant Tower, 4, Rajendra Place, New Delhi - 110008

By order of the Board
For Atlantic Commercial Company Limited



Ashok Kumar Aggarwal
DIRECTOR



Narendra Kishore Gaur
DIRECTOR

Place: New Delhi
Date: May 29, 2015

ATLANTIC COMMERCIAL COMPANY LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS REPORT

ECONOMIC & INDUSTRY SCENERIO AND OUTLOOK

The year 2014-15 proven to be a challenge for the real estate sector mainly due to poor macroeconomic conditions slowing income growth, continuing high borrowing cost both for industry and the consumer.

The new government has provided signals of moving along development agenda that will push for reform that were so far left on the back burner and are much needed to revitalize the economy.

Going forward, we believe that the Indian real estate sector would benefit from the formation of a stable government, positive market sentiment and growth prospects for all business.

RISKS & CONCERNS

The real estate market is inherently a cyclical market and is affected by macroeconomic conditions, changes in applicable governmental schemes, changes in supply and demand for projects, availability of consumer financing and illiquidity.

OPPORTUNITIES

- Announcement in Union Budget 2014-15 of various tax incentives and a scheme to create 100 smart cities in the country have added to the optimism of industry towards revival and growth in the Sector.
- Reserve Bank of India, in order to encourage infrastructure development has relaxed norms of priority sector lending by announcing exemption for long terms bonds from mandatory regulatory norms.
- In the coming year interest rate are expected to witness a downward trend which can positively impact affordability and consumer sentiments. Also availability of funds at a lower cost will help timely project completion in the sector.

THREATS

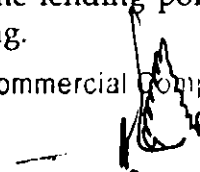
- Depressed demand, together with increased construction costs - both material and labour which has been putting pressure on the cost of projects and profit margins.
- Any adverse move by the banking sector towards the lending policy on the real estate loans may increase the cost of borrowing.

For Atlantic Commercial Company Ltd.

For Atlantic Commercial Company Ltd.



Authorised Signatory/Director



Authorised Signatory/Director

Regd. Office : 606, 6th Floor, Vikrant Tower, 4, Rajendra Place, New Delhi - 110008

CIN: L51909DL1985PLC020372 Website: www.atlantic-commercial.com

E-mail Id: limitedatlantic@gmail.com, Phone No. : 011 - 41539140 Fax : 011 - 25765214

- The delay in approvals of projects and amendments in various Rules and Regulations can adversely impact new launches and increase in the cost of the projects.

SEGMENT AND PRODUCTWISE PERFORMANCE

Company's main business is real estate activities and all other activities of the Company revolve around the main business. As such there is no separate reportable segment.

FINANCIAL HIGHLIGHTS

The Income from real estate operations for the Financial Year ended March 31, 2015 is Rs. 4,00,000/- (Rupees Four Lakh only).

The Net Profit of the Company for the current financial year is Rs. 1,04,379/- (Rs. One Four Thousand Three Hundred and Seventy Nine only) after providing income tax of Rs. 59,150/- (Rs. Fifty Nine Thousand One Hundred and Fifty only).

INTERNAL CONTROL SYSTEMS

The Company has proper and adequate Internal Control system to ensure that its assets are safeguarded and that the transactions are properly authorised, reported and recorded.

Cautionary Statement


Statements made in the Management Discussion and Analysis Report may be forward looking statements within the meaning of applicable laws and regulations, based on beliefs of the management of your Company. Such statements reflect the Company's current views with respect to the future events and are subject to risks and uncertainties.

Many factors could cause the actual result to be materially different from those projected in this report. The Company does not undertake any obligation to publicly update any forward looking statements, whether as a result of new information, future events or otherwise.

By order of the Board
For Atlantic Commercial Company Limited

Place: New Delhi
Date: May 29, 2015


Ashok Kumar Aggarwal
DIRECTOR


Narendra Kishore Gaur
DIRECTOR

CHIEF EXECUTIVE OFFICER DECLARATION

I, Shiv Charan Verma, Chief Executive Officer of Atlantic Commercial Company Limited, certify based on annual disclosure received, that all Board members and senior management personnel have abided by the code of conduct laid down by the Company.

Date: 29-05-2015
Place: New Delhi



Shiv Charan Verma
(Chief Executive Officer)

ANNEXURE-B

PURSUANT TO THE REQUIREMENTS OF THE CLAUSE 49 OF THE LISTING AGREEMENT WITH THE STOCK EXCHANGE, ON CORPORATE GOVERNANCE, THE INFORMATION REQUIRED TO BE GIVEN, IN CASE OF THE APPOINTMENT OF A NEW DIRECTOR OR RE-APPOINTMENT OF A DIRECTOR, IS GIVEN AS FOLLOWS:

Name of the Director	Mr. Narendra Kishore Gaur	Mrs. Priya Dhingra
Date of Birth	04.07.1961	14.03.1974
Date of Appointment	02.02.2012	20.08.2014
Qualification	B.COM and (PGDBA) from YMCA	B.COM and MBA
Nature of Expertise in Specific functional area	Marketing & Investors Relations	Administration and General Management
Profile of the Director	Mr. Narendra Kishore Gaur has experience of more than 30 years in marketing, Investors Relations and General administration.	Mrs. Priya Dhingra has around 18 years of experience in Administration and General Management.
Name of the other Companies in which he holds Directorship	<ol style="list-style-type: none"> 1. Unison International IT Services Ltd. 2. Aggresar Leasing & Finance Pvt. Ltd. 3. Lotus Finance & Investments Pvt. Ltd. 4. Lotte Trading & Allied Services Pvt. Ltd. 5. Midopa Holdings Pvt. Ltd. 6. Xonix Enterprises Pvt. Ltd. 7. Utkrist Leasing Pvt. Ltd. 8. Calipro Real Estates Pvt. Ltd. 9. Parimahal Holdings Pvt. Ltd. 	NIL
Name of the Committees of other Companies of which he holds Memberships / Chairmanships	NIL	NIL
Number of Equity Shares held in the Company	NIL	NIL
Relationship between directors inter-se	NIL	NIL

For Atlantic Commercial Company Ltd.

Authorised Signatory/Director

For Atlantic Commercial Company Ltd.

Authorised Signatory/Director



GREWAL & SINGH Chartered Accountants

A-17, L.G.F., Lajpat Nagar-III, New Delhi - 110 024

Tel. : 011-29842641, 29833394, 29839823

Fax : 011-29849331

E-mail : mail@cagrewalsingh.com

Independent Auditor's Report For the year ended 31st March 2015

To the Members of ATLANTIC COMMERCIAL COMPANY LIMITED

Report on the Financial Statements

We have audited the accompanying standalone financial statements of Atlantic Commercial Company Limited ("the Company") which comprise the Balance Sheet as at March 31, 2015, the Statement of Profit and Loss and Cash Flow Statement for the year ended, and a summary of significant accounting policies and other explanatory information.

Management Responsibility for the Standalone Financial Statements

The Company's Board of Directors is responsible for the matters stated in Section 134 (5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these standalone financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial controls, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these standalone financial statements based on our audit.

We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made thereunder.

We conducted our audit in accordance with the Standards on Auditing specified under Section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and the disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements; whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give a true and fair view in order to design audit procedures that are appropriate in the circumstances. An audit also includes evaluating the appropriateness of the accounting policies used and the reasonableness of the accounting estimates made by the Company's Directors, as well as evaluating the overall presentation of the financial statements.



CHANDIGARH OFFICE :
699, Sector 43A, Chandigarh-160036
Tel.: 9888856791, 9810911164

JAMMU OFFICE :
41/3, Trikuta Nagar, Jammu-180012
Tel.: +91-9419794214

LUDHIANA OFFICE :
Preet Complex, 2nd Floor,
Near Nirankari Kucha No.-2, G.T. Road,
Miberganj, Ludhiana Tel.: 9999980496

YAMUNA NAGAR OFFICE :
S.C.O, 1/3, First Floor, Near District Library,
Civil Line, Jagadhri, Haryana - 135003
Tel.: 01732-242893, 9896044812

**Independent auditors' report to the members of Atlantic Commercial Company Limited
For the year ended March 31, 2015**

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the standalone financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid standalone financial statements give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India:

- i) In the case of the Balance Sheet, of the state of affairs of the Company as at 31st March 2015;
- ii) In the case of the Statement of Profit & Loss, of the profit for the year ended on that date; and
- iii) In the case of the Cash Flow Statement, of the cash flows for the year ended on that date.

Report on Other Legal and Regulatory Requirements

1. As required by the Companies (Auditor's Report) Order, 2015 ("the Order") issued by the Central Government of India in terms of sub-section (11) of section 143 of the Act, we give in the annexure a statement on the matters specified in paragraphs 3 and 4 of the said Order.
2. As required by Section 143 (3) of the Act, we report that:
 - a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
 - b) In our opinion, proper books of account as required by law have been kept by the Company so far as it appears from our examination of those books.
 - c) The Balance Sheet, the Statement of Profit and Loss, and the Cash Flow Statement dealt with by this Report are in agreement with the books of account.
 - d) In our opinion, the aforesaid Standalone financial statements comply with the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
 - e) On the basis of the written representations received from the directors as on 31 March, 2015 taken on record by the Board of Directors, none of the directors is disqualified as on 31st March, 2015 from being appointed as a director in terms of Section 164 (2) of the Act.
 - f) With respect to the adequacy of the internal financial controls over financial reporting of the Company and the operating effectiveness of such controls, we have not reported thereon since it is made effective from the year beginning on April 01, 2015.



Independent auditors' report to the members of Atlantic Commercial Company Limited
For the year ended March 31, 2015

- g) With respect to the other matters to be included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to the best of our information and according to the explanations given to us:
- (i) The Company does not have any pending litigations which would impact its financial position.
 - (ii) The Company did not have any long-term contracts including derivative contracts for which there were any material foreseeable losses.
 - (iii) There were no amounts which were required to be transferred to the Investor Education and Protection Fund by the Company.

For Grewal & Singh
Chartered Accountants
Firm Registration No.: 012322N .

Anita Goyal
Anita Goyal

Partner
M. No. 520677



Place: New Delhi

Date: 29 MAY 2015

**Independent auditors' report to the members of Atlantic Commercial Company Limited
For the year ended March 31, 2015**

Annexure containing Report on Matters required by CARO, 2015 as referred to in paragraph 1 under the heading "Report on other legal and regulatory requirements" of our report of even date

Re: Atlantic Commercial Company Limited (the company)

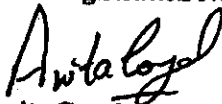
1. The Company does not own any fixed assets. Hence no comment is made on the maintenance of records and procedure of physical verification of fixed assets.
2. The company does not carry inventory and hence no comment is made on its physical verification, procedure of physical verification and on the maintenance of records thereof.
3. As per the information and explanations given to us, the company has not granted any loans, secured or unsecured to companies, firms or other parties covered in the register maintained under section 189 of the Companies Act, hence clause 3(b) and 3(c) are not applicable.
4. In our opinion and according to the information and explanations given to us, the company has adequate internal control procedure commensurate with the size of the company and the nature of its business for the sale of services. During the course of our audit, we have not observed any major weakness in the internal control system of the company.
5. According to the information and explanations given to us, we are of opinion that the company has not accepted any deposit in pursuance of sections 73 to 76 or any other relevant provisions of the Companies Act and the rules framed thereunder.
6. As per the information and explanations given to us, the Central Government has not prescribed maintenance of cost records under section 148(1) of Companies Act, 2013.
7.
 - (a) According to the books of account and other information as produced and examined by us in accordance with generally accepted auditing practices in India and also based on management representation, the company is regular in depositing undisputed statutory dues including income-tax and other statutory dues with the appropriate authorities.
 - (b) According to the information and explanations given to us, we report that no undisputed amount payable in respect to income tax and other statutory dues were outstanding as at March 31, 2015 for a period of more than six months from the date they became payable.
 - (c) According to the information and explanations given to us, there are no dues of income-tax, and any other statutory dues which have not been deposited on account of any dispute.
 - (d) There are no amounts which are ought to be transferred to investor education and protection fund in accordance with the relevant provisions of the Companies Act 1956 and rules made thereunder.
6. On the basis of our audit procedure and information and explanations provided to us the company has no accumulated losses. Further we state that the company has not incurred cash loss during the financial year covered by audit and also in the immediately preceding financial year.



Independent auditors' report to the members of Atlantic Commercial Company Limited
For the year ended March 31, 2015

8. According to the records of the company and information and explanations given to us, the company has not borrowed from financial institution or banks till March 31, 2015. We further report that the company has no debenture holders during the year. Hence, in our opinion, the question of reporting on defaults in repayment of dues to financial institutions, banks or debenture does not arise.
9. According to the information and explanations given to us, the company has not given any guarantee for loans taken by others from bank or financial institutions.
10. The company has not raised any term loan during the year. Hence, no comment is made on utilization of term loan.
11. Based on the examination of the books of account and in accordance with the information and explanations given to us, no fraud by or on the company has been noticed or reported during the course of our audit.

For Grewal & Singh
Chartered Accountants
Firm Registration No.: 012322N


Anita Goyal
Partner
M. No. 520677



Place: New Delhi


Date: 29 MAY 2015


ATLANTIC COMMERCIAL COMPANY LIMITED
BALANCE SHEET AS AT MARCH 31, 2015


Particulars	Notes No.	As at March 31, 2015 Rs.	As at March 31, 2014 Rs.
EQUITY AND LIABILITIES			
Shareholders' funds			
Share capital	2	73,50,000	73,50,000
Reserves and surplus	3	42,81,744	41,77,365
		<u>1,16,31,744</u>	<u>1,15,27,365</u>
Current liabilities			
Other current liabilities	4	15,169	14,045
TOTAL EQUITY AND LIABILITIES		<u>1,16,46,913</u>	<u>1,15,41,410</u>
ASSETS			
Non-current assets			
Non current investments	5	47,50,000	47,50,000
Long-term loans and advances	6	17,500	17,500
		<u>47,67,500</u>	<u>47,67,500</u>
Current assets			
Cash and cash equivalents	7	4,31,716	3,50,161
Short-term loans and advances	8	64,47,697	64,23,705
Other current assets	9	-	44
		<u>68,79,413</u>	<u>67,73,910</u>
TOTAL ASSETS		<u>1,16,46,913</u>	<u>1,15,41,410</u>

Accompanying notes forming part of the financial statements 1 to 13

In terms of our separate report of even date
 For Grewal & Singh
 Chartered Accountants
 Firm No. 012322N


 Anita Goyal
 Partner
 M. No. 520677


 Narendra Kishore Gaur
 Director
 DIN No. 00168265


 Ashok Kumar Aggarwal
 Director
 DIN No. 02080657




 Mrs. Olive Pamela Kumar
 Company Secretary


Place: New Delhi
 Date: May 29, 2015

ATLANTIC COMMERCIAL COMPANY LIMITED
STATEMENT OF PROFIT AND LOSS FOR THE YEAR ENDED MARCH 31, 2015


Particulars	Notes No.	Year ended March 31, 2015 Rs.	Year ended March 31, 2014 Rs.
Revenue			
Revenue from operations	10	4,00,000	4,00,000
Other income	11	2,198	2,535
TOTAL REVENUE		4,02,198	4,02,535
Expenses			
Employee benefits expense	12	72,000	72,000
Other expenses	13	1,66,669	61,297
TOTAL EXPENSES		2,38,669	1,63,297
Profit before tax		1,63,529	2,49,238
Tax expense			
Current tax		58,000	85,000
Tax adjustment for earlier years		1,150	1,390
		59,150	86,390
Profit after tax		1,04,379	1,62,848
Earnings per equity share:			
Basic (Rs.)		0.14	0.22
Diluted (Rs.)		0.14	0.22

Accompanying notes forming part of the financial statements 1 to 13

In terms of our separate report of even date
For Grewal & Singh
Chartered Accountants
Firm No. 012322N


Anita Goyal
Partner
M. No. 520677


Narendra Kishore Gaur
Director
DIN No. 00168265


Ashok Kumar Aggarwal
Director
DIN No. 02080657




Mrs. Olive Pamela Kumar
Company Secretary

Place: New Delhi
Date: May 29, 2015

ATLANTIC COMMERCIAL COMPANY LIMITED
CASH FLOW STATEMENT FOR THE YEAR ENDED MARCH 31, 2015


Particulars	Year ended	Year ended
	March 31, 2015	March 31, 2014
	Rs.	Rs.
Cash flow from operating activities		
Net profit before tax	1,63,529	2,49,238
Adjustments for :-		
Interest income on deposits	(2,198)	(2,536)
Operating profit before working capital changes	1,61,331	2,46,703
Adjustments for changes in :-		
Increase / (decrease) in other current liabilities	1,124	(2,360)
Decrease / (increase) in other current assets	30	(44)
Cash generated from operations	1,62,485	2,44,299
Net income tax (paid)	(59,150)	(89,390)
Net cash generated from operating activities	1,03,335	1,54,909
Cash flow from investing activities		
Interest income on deposits	2,198	2,535
Payment against rights acquired in residential flats	(23,978)	-
Deposits with bank	30,019	(30,019)
Net cash generated / (used) from investing activities	8,239	(27,484)
Cash flow from financing activities		
Net cash generated from financing activities	-	-
Net increase in cash and cash equivalents	(A+B+C)	1,11,574
		1,27,425
Cash and cash equivalents at the beginning of the year	3,20,142	1,92,717
Cash and cash equivalents at the end of the year	4,31,716	3,20,142
Reconciliation of cash and cash equivalents with the Balance Sheet:		
Cash and cash equivalents as per Balance Sheet	4,31,716	3,50,161
Less: Fixed deposits not considered as cash and cash equivalents being maturity period more than three months	-	30,019
Cash and cash equivalents as per AS-3 Cash Flow Statement	4,31,716	3,20,142


The Cash flow statements derived from the audited financial statements for the year ended March 31, 2015 and other records and found the same to be drawn in accordance there with and as per AS-3 Cash Flow Statements.

In terms of our separate report of even date
For Grewal & Singh
Chartered Accountants
Firm No. 012322N


Anita Goyal
Partner
M. No. 520677




Narendra Kishore Gaur
Director
DIN No. 00168265


Ashok Kumar Aggarwal
Director
DIN No. 02080657


Mrs. Olive Pamela Kumar
Company Secretary

Place: New Delhi
Date: May 29, 2015

ATLANTIC COMMERCIAL COMPANY LIMITED
ANNUAL ACCOUNTS (2014-2015)

1. Significant Accounting Policies and Notes to the financial statements for the year ended March 31, 2015

A. Accounting Policies

1. The financial statements are prepared under the historical cost convention in accordance with the applicable Accounting Standards and provisions of the Companies Act, 2013 as adopted consistently by the Company.
2. Accounting policies not specifically referred to otherwise are consistent with the general accepted accounting principles.
3. Revenue is being recognised in accordance with the Accounting Standards issued by the Institute of Chartered Accountants of India in this regard.
4. All income and expenditure are accounted for under the natural heads of accounts.
5. Long term investments are valued at cost unless there is a permanent diminution in value.

B. Notes to Accounts

1. There is no difference in the Accounting and taxable Profit due to timing differences. Therefore the deferred tax asset/liability has not been created.
2. Disclosure as per Accounting Standard (AS- 18) "Related Party Disclosures" issued by the Institute of Chartered Accountants of India: -

A) Name of Related Party and Nature of Related Party Relationship

Key Management Personnel (KMP)

Mr. Shiv Charan Verma, CEO
 Mr. Mickey Sharma, CFO
 Mrs. Olive Pamela Kumar, Company Secretary

B) Transactions during the year and Balance as on March 31, 2015 with related parties referred to in (A) above: NIL

3. The Company main business is Real Estates and all other activities of the company revolve around the main business. As such, there are no separate reportable segments, as per Accounting Standard 17 on "Segment Reporting".
4. Based on the information available with the company, it has no outstanding dues in respect of Micro, Small and Medium Enterprises at the year end, therefore no disclosure is required under the Micro, Small and Medium Enterprises Development Act, 2006.

5. Earnings per share (Rs.)

Particulars	Current Year	Previous Year
Profit after Tax	1,04,365	1,62,848
Weighted average number of equity shares outstanding	7,35,000	7,35,000
Basic and Diluted Earnings per share (Face value – Rs.10 per share)	0.14	0.22

6. Figures have been rounded off to the nearest rupee.
7. The previous year figures have been regrouped / reclassified wherever necessary to correspond to current year classification / disclosure.



ATLANTIC COMMERCIAL COMPANY LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

Particulars	As at	As at
	March 31, 2015	March 31, 2014
	Rs.	Rs.
2 Share capital		
(a) Details of share capital		
Authorised capital		
30,00,000 equity shares of Rs. 10/- each	3,00,00,000	3,00,00,000
(Previous year 30,00,000 equity shares of Rs. 10/- each)	<u>3,00,00,000</u>	<u>3,00,00,000</u>
Issued, subscribed and fully paid-up capital		
7,35,000 equity shares of Rs. 10/- each	73,50,000	73,50,000
(Previous year 7,35,000 equity shares of Rs. 10/- each)	<u>73,50,000</u>	<u>73,50,000</u>

(b) Rights, preferences and restrictions attached to shares

Equity shares

The company has issued only one class of equity shares having a par value of Rs. 10/- each. Each holder of equity shares is entitled to one vote per share held.

(c) The shareholders holding more than 5% shares of the Company are as under:-

Name of the shareholder	As at	As at
	March 31, 2015	March 31, 2014
	Numbers - (%)	Numbers - (%)
Aggresar Leasing & Finance Pvt. Ltd.	1,30,800 (17.80%)	1,30,800 (17.80%)
Betterways Finance & Leasing Pvt. Ltd.	1,30,800 (17.80%)	1,30,800 (17.80%)
Xonix Enterprises Pvt. Ltd.	64,741 (8.81%)	64,741 (8.81%)
Lotte Trading & Allied Services Pvt. Ltd.	62,748 (8.54%)	62,748 (8.54%)
Lotus Finance & Investments Pvt. Ltd.	61,751 (8.40%)	61,751 (8.40%)
Mitopa Holdings Pvt. Ltd.	58,760 (7.99%)	58,760 (7.99%)

(d) Reconciliation of number of shares

There is no change in issued, subscribed and paid up share capital during the current year and corresponding previous year.

Particulars	As at	As at
	March 31, 2015	March 31, 2014
	Rs.	Rs.
3 Reserves and surplus		
Surplus as per statement of Profit & loss		
As at the beginning of the year	41,77,365	40,14,517
Add : Profit after tax transferred from statement of Profit and loss annexed	1,04,379	1,62,848
As at the end of the year	<u>42,81,744</u>	<u>41,77,365</u>
4 Other current liabilities		
Others payables - payable to auditors	15,169	14,045
	<u>15,169</u>	<u>14,045</u>



ATLANTIC COMMERCIAL COMPANY LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

Scrip	Face Value Rs.	Quantity	As at March 31, 2015 Rs.	Quantity	As at March 31, 2014 Rs.
5 Non current investments					
Investment in equity Instruments					
Unquoted fully paid up - trade					
Purearth Infrastructure Ltd.	10	4,00,000	40,00,000	4,00,000	40,00,000
Strategic Image Management Ltd.r	10	75,000	7,50,000	75,000	7,50,000
Aggregate value of non-current investments			47,50,000		47,50,000

Particulars	As at March 31, 2015 Rs.	As at March 31, 2014 Rs.
6 Long-term loans and advances		
Unsecured, considered good :		
Security deposit with Delhi Stock Exchange	14,500	14,500
Others - Advance Income tax [Net of provision for tax of Rs.58,000/-, (Previous year Rs.85,000/-)]	3,000	3,000
	17,500	17,500
7 Cash and cash equivalents		
Balance with bank	4,21,220	3,14,490
Cash on hand	10,496	5,652
	4,31,716	3,20,142
Other bank balance :		
In deposit account as bank guarantee	-	30,019
Total Cash and cash equivalents	4,31,716	3,50,161
of the above, the balances that meet the definition of cash and cash equivalents as per AS-3 "Cash Flow Statements" is	4,31,716	3,20,142
8 Short-term loans and advances		
Unsecured, considered good :		
Other advances - purchase of rights in flats	64,47,627	64,23,649
Prepaid expenses	70	56
	64,47,697	64,23,705
9 Other current assets		
Interest receivable on fixed deposits	-	44
	-	44



ATLANTIC COMMERCIAL COMPANY LIMITED

NOTES FORMING PART OF THE FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2015

Particulars	Year ended	Year ended
	March 31, 2015	March 31, 2014
	Rs.	Rs.
10 Revenue from operations		
Income from real estate operation	4,00,000	4,00,000
	<u>4,00,000</u>	<u>4,00,000</u>
11 Other income		
Interest income on deposits	2,198	2,535
	<u>2,198</u>	<u>2,535</u>
12 Employee benefits expense		
Salary	72,000	72,000
	<u>72,000</u>	<u>72,000</u>
13 Other expenses		
Rates & taxes (listing fees)	16,854	5,818
ROC filing fees	40,800	2,000
Professional charges	20,271	13,300
Auditors remuneration		
- As auditor	15,169	12,921
- For reimbursement of expenses	-	1,124
- For limited review of unaudited financial results	7,529	7,080
Advertisement expenses	33,724	32,708
Demat charges	1,396	955
Postage expenses	1,831	925
Printing & stationary expenses	1,465	2,856
Bank charges	224	1,394
Other miscellaneous expenses	27,406	416
	<u>1,66,669</u>	<u>81,297</u>



PROXY FORM

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

Atlantic Commercial Company Limited

Registered Office: 606, 6TH Floor, Vikrant Tower, 4, Rajendra Place, New Delhi - 110008

CIN: L51909DL1985PLC020372,

e-mail: limitedatlantic@gmail.com, Website: www.atlantic-commercial.com

Ph: 011-41539140, Fax: 011-25765214

30TH ANNUAL GENERAL MEETING - SEPTEMBER 30, 2015

Name of the Member(s):

Registered address:

Email:

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Folio No. / Client ID:

--	--	--	--	--	--	--	--	--	--

DP ID:

--	--	--	--	--	--	--	--	--	--

I/ We, being the member(s) of shares of the Atlantic Commercial Company Limited, hereby appoint;

Name : Email :

Address :

.....Signature :

or failing him/ her ;

Name : Email :

Address :

.....Signature :

or failing him/ her ;

Name : Email :

Address :

.....Signature :

as my / our proxy to attend and vote (on a poll) for me/ us and on my / our behalf at the 30th Annual General Meeting of the Company, to be held on Wednesday, September 30, 2015, at 11.00 a.m.. at 606, 6th Floor, Vikrant Tower, 4, Rajendra Place, New Delhi - 110008, and at any adjournment thereof in respect of such resolutions as are indicated below :

Resolution Number	Resolutions	Vote (Optional see Note 4)	
		For	Against
Ordinary Business			
1	Adoption of Financial Statements for the financial year ended March 31, 2015 and report of Board of Directors and Auditors thereon		
2	Appointment of a director in place of Mr. Narendra Kishore Gaur, who retires by rotation and being eligible, offers himself for re-appointment		
3	Appointment of M/s Grewal & Singh, Chartered Accountants, as Statutory Auditors of the Company and to fix their remuneration.		

Signed this day of 2015

.....
Signature of the member

.....
Signature of the first proxy holder Signature of the second proxy holder Signature of the third proxy holder

Notes:

1. This form of proxy in order to be effective, should be duly stamped, completed, signed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.
2. A Proxy need not be a member of the Company.
3. A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than 10% of the total share capital of the Company carrying voting rights. A member holding more than 10% of total share capital of the Company carrying voting rights may appoint a single person as proxy and such person shall not act as a proxy for any other person or shareholder.
4. It is optional to indicate your preference. please put a '√' in the appropriate column against the resolutions indicated in the box. If you leave the 'For' or 'Against' column blank against any or all resolutions, your Proxy will be entitled to vote in the manner as he / she may deem appropriate.
5. Appointing a proxy does not prevent a member from attending the meeting in person if he/she so wishes.

SPECIMEN

ATLANTIC COMMERCIAL COMPANY LIMITED

Registered Office: 606, 6th Floor, Vikrant Tower, 4, Rajendra Place, New Delhi - 110008

CIN: L51909DL1985PLC020372, e-mail: limitedatlantic@gmail.com,

Website: www.atlantic-commercial.com Ph: 011-41539140, Fax: 011-25765214

ATTENDANCE SLIP

30th ANNUAL GENERAL MEETING - SEPTEMBER 30, 2015

I certify that I am a member / proxy for the member of the Company.

I hereby record my presence at the 30th Annual General Meeting of the Company at the 606, 6th Floor, Vikrant Tower, 4, Rajendra Place, New Delhi - 110008, on Wednesday, September 30, 2015 at 11:00 A.M.

.....
Member's Folio/DP. ID - Client ID No.

.....
Name of the member / proxy
(in BLOCK letters)

.....
Signature of the member / proxy

Note : 1. Please fill up this attendance slip and hand it over at the entrance of the meeting hall. Members are requested to bring their copies of the Annual Report to the AGM.

2. No bags, briefcases, drinks and eatables will be allowed to be carried inside the auditorium.

SPECIMEN