

ATLANTIC COMMERCIAL COMPANY LIMITED

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 31st Annual General Meeting of the Company will be held on Wednesday, September 28, 2016 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, 2016, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ashok Kumar Aggarwal (holding DIN 02080657), who retires by rotation and, being eligible, offers himself for re-appointment.
3. To appoint M/s Grewal & Singh, Chartered Accountants as Statutory Auditors of the Company to hold office from the conclusion of 31st Annual General Meeting till the conclusion of the 32nd Annual General Meeting and to fix their remuneration 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 31st Annual General Meeting till the conclusion of the 32nd 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: August 9, 2016

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



Narendra Kishore Gaur
Chairman

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

2. The Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, September 22, 2016 to Wednesday, September 28, 2016 (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. Members who are holding Company's shares in dematerialized form are requested to bring details of their Depository Account Number for identification.
6. 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.
7. 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.
8. In terms of SEBI notification, the shares of the Company are subject to compulsory trading only in dematerialized form on the stock exchanges, hence members are requested to convert their physical share certificates into electronic form.

9. The Securities and Exchange Board of India has mandated submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in demat form are, therefore, requested to submit PAN details to the Depository Participants with whom they have demat accounts. Members holding shares in physical form can submit their PAN details to the Company / Registrar and Share Transfer Agents, M/s MCS Share Transfer Agent Limited.
10. 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 / Registrar and Share Transfer Agents, M/s MCS Share Transfer Agent Limited. Members holding shares in demat form are requested to register their e-mail address with their Depository Participant(s) only.
11. The Annual Report including Notice of AGM and Attendance Slip is being sent in electronic mode to members whose e-mail IDs are registered with the Company or the Depository Participant(s) unless the members have registered their request for a hard copy of the same. However, physical copy of the Annual Report including Notice of AGM and Attendance Slip is being sent to all members.
12. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days (except Saturdays, Sundays & Public Holidays) during business hours up to the date of the Meeting.
13. The relevant details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of re-appointment of Mr. Ashok Kumar Aggarwal as Director of the Company is provided as Annexure-A of this Notice of AGM.
14. Mr. Kapoor Chand Garg, Company Secretary in whole-time practice, proprietor of M/s KCG & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting at AGM in a fair and transparent manner.
15. The facility for voting through polling paper shall also be made available at the Annual General Meeting and Members attending the Annual General Meeting who have not already cast their vote by remote e-voting shall be able to vote at the Annual General Meeting.

16. The Members who have casted their vote by remote e-voting prior to the Annual General Meeting may also attend the Annual General Meeting but shall not be entitled to cast their vote again.

17. In compliance with the provisions of Section 108 of the Companies Act, 2013 and the Rules made thereunder and the regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, the Members are provided with the facility to cast their vote electronically, through the e-voting services provided by Karvy Computershare Private Limited ('Karvy'), on all the resolutions set forth in this Notice. The members may cast their votes on electronic voting system from place other than the venue of the meeting (remote e-voting).

18. The procedure and instructions for e-voting are as follows:

i) Open your web browser during the voting period by typing the URL: <https://evoting.karvy.com>

ii) Enter the login credentials (i.e. User ID and password mentioned in the email forwarding the Notice of AGM or mentioned on the attendance sheet accompanying the Notice of AGM in case email id is not registered and physical copy of the Annual Report is being received by you. The said login credentials shall be valid only in case you continue to hold the shares on the cut-off date). Your Folio No./DP ID Client ID will be your User ID. However, if you hold shares in demat form and you are already registered with Karvy for remote e-voting, you shall use your existing User ID and password for casting your vote.

iii) Any person, who acquires shares of the Company and becomes member of the Company after dispatch of the Notice of AGM and holding shares as on the cut-off date i.e. 21st September, 2016, may obtain the User id and password in the manner as mentioned below:

- If the mobile number of the member is registered against shares held in demat form, the member may send SMS : MYEPWD <space> DP ID Client ID to 9212993399

Example for NSDL: MYEPWD <SPACE> IN12345612345678

Example for CDSL: MYEPWD <SPACE> 1402345612345678

- If the mobile number of the member is registered against shares held in physical form, the member may send SMS: MYEPWD <space> Event number + Folio No. to 9212993399

Example for Physical: MYEPWD <SPACE> XXXX1234567

- If e-mail or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of <https://evoting.karvy.com>, the member may click “forgot password” and enter Folio No. or DP ID Client ID and PAN to generate a password.
- Member may call Karvy’s toll free number 1-800-3454-001.
- Member may send an e-mail request to evoting@karvy.com

If the member is already registered with Karvy for remote e-voting, he can use his existing User ID and password for casting the vote without any need for obtaining any new User ID and password.

- iv) After entering these details appropriately, click on “LOGIN”.
- v) You will now reach Password Change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum eight characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character (@#\$, etc.) The system will prompt you to change your password and update any contact details like mobile #, email ID etc on 1st login. You may also be required to enter a Secret Question and answer of your choice to enable you to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.
- vi) You need to login again with the new credentials.
- vii) On successful login, system will prompt to select the Event Number for Atlantic Commercial Company Limited.
- viii) On the voting page, you will see Resolution Description and the option ‘FOR/AGAINST/ABSTAIN’ for voting. Enter the number of shares (which represents number of votes) as on the cut-off date under ‘FOR/AGAINST/ABSTAIN’ or alternatively you may partially enter any number in ‘FOR’ and partially in ‘AGAINST’, but the total number in ‘FOR/AGAINST’ taken together should not exceed your total shareholding as on the cut-off date. You may also choose the option ‘ABSTAIN’ in case you do not want to cast vote.
- ix) You may then cast your vote by selecting an appropriate option and click on “SUBMIT”.
- x) A confirmation box will be displayed. Click “OK” to confirm else “CANCEL” to modify. Once you ‘CONFIRM’ you will not be allowed

to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution(s).

- xi) Corporate/Institutional Members (i.e other than Individuals, HUF, NRI, etc) are also required to send scan certified true copy (PDF format) of the Board Resolution/ Authority Letter, etc., together with attested specimen signatures(s) of the duly authorized representative(s) to the the Scrutinizer at e-mail: kapoorgarg.cs@gmail.com with copy to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format "Corporate Name_ Event no.".

General instructions:

- a. The remote e-voting period commences on September 25, 2016 (9.00 am IST) and ends on September 27, 2016 (5 pm IST). During this period, shareholders of the Company holding shares either in physical form or in dematerialized form, as on September 21, 2016 i.e. the cut-off date, may cast their vote electronically. The e-voting module shall also be disabled by Karvy for voting thereafter. Once the vote on a resolution is cast by the Shareholder, the Shareholder shall not be allowed to change it subsequently.
- b. Since the Company is required to provide Members the facility to cast their vote by electronic means, Shareholders of the Company, holding shares either in physical form or in dematerialized form, as on September 21, 2016 i.e. the cut-off date and not casting their vote electronically, may only cast their vote at the Annual General Meeting.
- c. The Scrutinizer shall, within a period of not exceeding three working days from the conclusion of the-voting period, unlock the votes in the presence of at least two witnesses, not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour of or against, if any, forthwith to the Chairman of the Company.
- d. The voting rights of Shareholders shall be in proportion to their shares of the paid up equity share capital of the Company as on the record date.
- e. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.atlantic-commercial.com and on the website of Karvy Computershare Pvt. Ltd. within two days of the passing of the resolutions at the 31st Annual General Meeting of the Company on September 28, 2016 and communicated to Metropolitan Stock Exchange of India Limited.

- f. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for shareholders and e-voting User Manual for shareholders available at the download section of <https://evoting.karvy.com> or contact Karvy Computershare Pvt Ltd at 040 44655000 or at 1800 345 4001 (toll free).
19. The route map to the venue of the Annual General Meeting is given at end of the notice of AGM.

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

Place: New Delhi
Date: August 9, 2016

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



A handwritten signature in black ink.

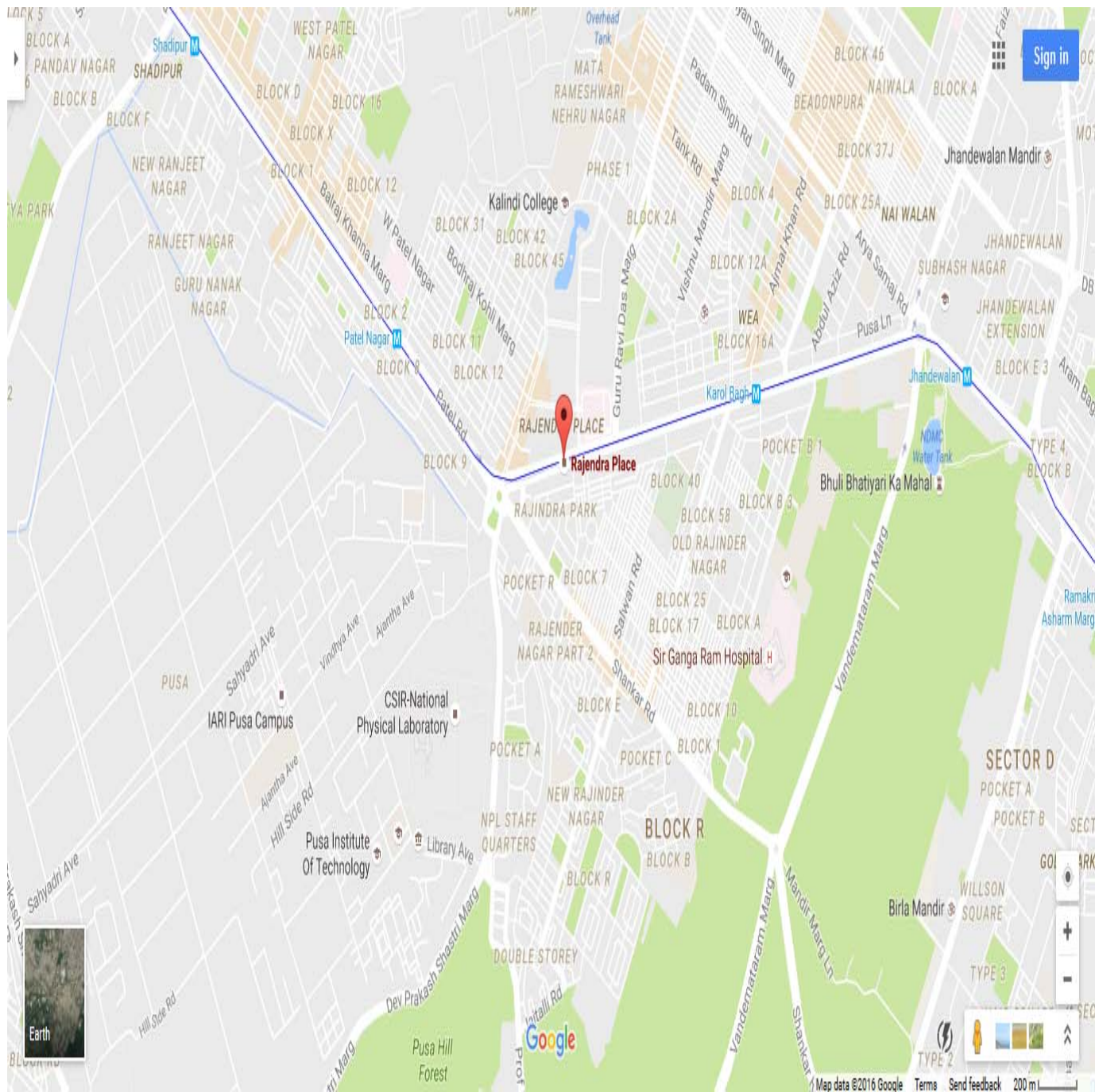
Narendra Kishore Gaur
Chairman

ANNEXURE- A

PURSUANT TO THE REQUIREMENTS OF REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, 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. Ashok Kumar Aggarwal
Date of Birth	24.09.1956
Date of Appointment	06.09.2012
Qualification	B.SC, LLB & LLM
Nature of Expertise in Specific functional area	Corporate and other Laws
Profile of the Director	Mr. Ashok Kumar Aggarwal has more than 30 years of experience in legal field.
Name of the other Companies in which he holds Directorship	1. Unison International IT Services Ltd. 2. Shreshtha Real Estates Pvt. Ltd.
Name of the Committees* of other Companies of which he holds Memberships / Chairmanships	NIL
Number of Equity Shares held in the Company	10,000
Relationship between directors inter-se	NIL

* For this purpose, Membership(s) / Chairmanship(s) of Audit Committee and Shareholder Investor Grievance Committee of all Public Limited Companies have been considered.



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

31ST ANNUAL GENERAL MEETING - SEPTEMBER 28, 2016

Name of the Member(s):

Registered address:

Email:

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Folio No. / Client ID:

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DP ID:

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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 31st Annual General Meeting of the Company, to be held on Wednesday, September 28, 2016, 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 the audited financial statements of the Company for the financial year ended March 31, 2016 and report of Board of Directors and Auditors thereon		
2	Appointment of a director in place of Mr. Ashok Kumar Aggarwal, 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 2016

.....
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.**
- 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.
- 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.
- 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

31st ANNUAL GENERAL MEETING - SEPTEMBER 28, 2016

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

I hereby record my presence at the 31st Annual General Meeting of the Company at the 606, 6th Floor, Vikrant Tower, 4, Rajendra Place, New Delhi - 110008, on Wednesday, September 28, 2016 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.

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

REMOTE E - VOTING PARTICULARS

EVEN (Remote E-Voting Event Number)	USER ID	PASSWORD / PIN

Note: Please read instructions given at Note Nos. 14 to 18 of the Notice of the 31st Annual General Meeting carefully before voting electronically.

SPECIMEN