

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 29th Annual General Meeting of the Company will be held on Tuesday, September 30, 2014 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 Financial Statements of the Company for the year ended March 31, 2014 including audited Balance Sheet as at March 31, 2014 and the Statement of Profit and Loss for the year ended on that date and 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 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** pursuant to Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Audit and Auditors) Rules, 2014, including any statutory modification(s) or re-enactment thereof for the time being in force, M/s Grewal & Singh, Chartered Accountants, New Delhi (Registration no: 012322N), be and are hereby appointed as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting till the conclusion of the next Annual General Meeting of the Company at such remuneration as shall be fixed by the Audit Committee of the Board of Directors of the Company.”

SPECIAL BUSINESS:

4. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and clause 49 of the listing agreement, Mr. Shyam Sunder Gupta (holding DIN 06428473), whose period of office is liable to determination by retirement of directors by rotation and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a

member proposing his candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from September 30, 2014.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. To consider and if thought fit, to pass with or without modification(s), the following resolution as an **Ordinary Resolution**:

"RESOLVED THAT pursuant to the provisions of Sections 149, 150, 152 read with Schedule IV and all other applicable provisions, if any, of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 including any statutory modification(s) or re-enactment thereof for the time being in force and clause 49 of the listing agreement, Mrs. Priya Dhingra (holding DIN 06862847), who was appointed as an Additional Director pursuant to provisions of section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting and in respect of whom the Company has received a notice in writing under Section 160 of the Companies Act, 2013 from a member proposing her candidature for the office of Director, be and is hereby appointed as an Independent Director of the Company to hold office for a term upto five consecutive years commencing from September 30, 2014.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

6. To consider and if thought fit, to pass with or without modification(s), the following resolution as a **Special Resolution**:

"RESOLVED THAT pursuant to provisions of Section 14 and all other applicable provisions, if any, of the Companies Act, 2013, read with the Companies (Incorporation) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), the following Articles of the existing Articles of Association of the Company be and are hereby altered in the following manner:

- i. By adding new Article 63A immediately after the existing Article 63 of the Articles of Association of the Company as under:

New Article Number	<i>Details of New Article</i>
63A	The Board of Directors may from time to time, appoint/re-appoint an individual as Chairman of the Company as well as Managing Director or Chief Executive of the Company.

- ii. By substituting the existing Article 109 and Article 89(4) of the Articles of Association of the Company with the new Article 109 and Article 89(4) as under:

New Article Number	<i>Details of Article</i>
109	Managing Director shall, while he continues to hold that office, be Subject to retirement by rotation and he shall be subject to the same provisions as to resignation and removal as the other Directors, and he shall, <i>ipso facto</i> and immediately, ceases to be Managing Director if he ceases to hold the office of Director for any cause.
89(4)	Director(s) appointed under Article 87 of the Article of Association of the Company shall not be liable to retire by rotation.

RESOLVED FURTHER THAT the Board of Directors of the Company be and are hereby authorised to do all such acts, deeds and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

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

Place: New Delhi
Date: August 20, 2014

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



Narendra Kishore Gaur
Director

Notes:

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 relating to the Special Businesses to be transacted at the Annual General Meeting (AGM) is annexed hereto.
2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.** Pursuant to the provisions of Section 105 of the Companies Act, 2013, a person can act as a proxy on behalf of not more than fifty members and holding in aggregate not more than ten percent of the total Share Capital of the Company. Members holding more than ten percent of the total Share Capital of the Company may appoint a single person as proxy, who shall not act as a proxy for any other Member. The instrument of Proxy, in order to be effective, should be deposited at the Registered Office of the Company, duly completed and signed, not later than 48 hours before the commencement of the meeting. A Proxy Form is annexed to this Report. Proxies submitted on behalf of limited companies, societies etc. must be supported by an appropriate resolution / authority, as applicable.
3. The Register of Members and Share Transfer Books of the Company shall remain closed from Monday, September 29, 2014 to Tuesday, September 30, 2014 (both days inclusive).
4. 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.
5. Members are requested to bring their copy of Annual Report.
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. 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.
9. 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.

10. Pursuant to Section 108 of the Companies Act, 2013, read with the Companies (Management & Administration) Rules, 2014, the Company is pleased to provide the facility to members to exercise their right to vote by electronic means. The Company has fixed August 29, 2014, as a cut-off date to record the entitlement of the shareholders to cast their vote electronically at the 29th Annual General Meeting (AGM) by electronic means under the Companies Act, 2013 and rules thereunder. Consequently the same cut-off date i.e. August 29, 2014 would record entitlement of the shareholders, who do not cast their vote electronically, to cast their vote at the 29th AGM on September 30, 2014.

11. The e-voting period will commence at 10.00 a.m. on Wednesday, September 24, 2014 and will end at 6.00 p.m. on Friday, September 26, 2014. The Company has appointed Mr. Kapoor Chand Garg, Practicing Company Secretary to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given hereinafter.

PROCEDURE FOR E-VOTING

The Company has entered into an arrangement with Karvy Computershare Private Limited (KCPL) for facilitating e-voting for AGM. The instructions for e-voting are as under:

- I. To use the following URL for e-voting: <https://evoting.karvy.com>
- II. Enter the login credentials i.e., user id and password as provided at the bottom of the Attendance slip, as per format given below:

E-voting Details		
EVENT	User ID	Password

- III. After entering the details appropriately, click on LOGIN.
- IV. You will reach the Password change menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A-Z), one lower case (a-z), one numeric value (0-9) and a special character. The system will prompt you to change your password and update any contact details like mobile, email etc. on first login. You may also enter the secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

- V. You need to login again with the new credentials.
- VI. On successful login, the system will prompt you to select the EVENT i.e. 1403.
- VII. On the voting page, the number of shares as held by the shareholder as on the Cut-off Date will appear. If you desire to cast all the votes assenting/dissenting to the Resolution then enter all shares and click "FOR" / Against as the case may be. You are not required to cast all your votes in the same manner. You may also choose the option ABSTAIN in case you wish to abstain from voting.
- VIII. Shareholders holding multiple folios / demat account shall choose the voting process separately for each folios / demat account.
- IX. Cast your vote by selecting an appropriate option and click on SUBMIT. 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, shareholders can login any number of times till they have voted on the resolution.
- X. Institutional shareholders (i.e. other than individuals, HUF, NRI, etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory/(ies) who are authorized to vote, to the Scrutinizer through e-mail: kapoorgarg.cs@gmail.com
- XI. Once you have cast your vote on a resolution you will not be allowed to modify it subsequently.
- XII. The Portal will remain open for voting from: 10.00 a.m. on Wednesday, September 24, 2014 and will end at 6.00 p.m. on Friday, September 26, 2014 (both days inclusive).
- XIII. 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 Mr. Varghese P A, Zonal Head - Corporate Registry, Karvy Computershare Pvt Ltd at 040 44655000 or at 1800 345 4001 (toll free).
- XIV. It is strongly recommended not to share your password with any other person and take utmost care to keep it confidential.

12. The results shall be declared on or after the AGM. The results along with the Scrutinizer's Report shall also be placed on the website of the Company.

13. In case of those Members, who do not have access to e-voting facility, they can use the assent/dissent form enclosed herewith and convey their assent/dissent to each one of the items of business to be transacted at the ensuing AGM and send the Assent/ Dissent form in the enclosed self addressed pre-paid postage envelope so as to reach Mr. Kapoor Chand Garg, Scrutinizer appointed by the Company at the registered office of the Company on or before 6.00 p.m. on September 26, 2014.

14. 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 under Section 189 of the Companies Act, 2013, will be available for inspection at the AGM.

(ANNEXURE TO NOTICE)

EXPLANATORY STATEMENT PURSUANT TO PROVISIONS OF SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 4

Mr. Shyam Sunder Gupta is Independent Director of the Company pursuant to Clause 49 of the Listing Agreement. Mr. Shyam Sunder Gupta had joined the Board of Directors of your Company on November 19, 2012. Thereafter, members of the Company had appointed Mr. Shyam Sunder Gupta as director, at the 28th Annual General Meeting of the Company held on 21st August 2013, whose period of office was liable to determination by retirement of directors by rotation, as per the applicable provisions of the Companies Act, 1956.

The provisions of the Companies Act, 2013 with respect to appointment and tenure of the Independent Directors have come into force with effect from 1st April, 2014. Accordingly, in terms of provisions of Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014, it is proposed to appoint Mr. Shyam Sunder Gupta as Independent Director of the Company, pursuant to the requirement of said provision of the Companies Act, 2013, for a term up to 5 (five) consecutive years commencing from September 30, 2014.

Mr. Shyam Sunder Gupta has given declaration to the Board of Directors to the effect that he meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mr. Shyam Sunder Gupta fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualifications of Directors) Rules, 2013 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof for the time being in force) and he is independent from the management.

The Company has received notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mr. Shyam Sunder Gupta for the office of Independent Director of the Company.

Brief resume of proposed Independent Director, nature of his expertise in specific functional areas and names of companies in which he hold directorships and memberships / chairmanships of Board Committees, his shareholding in the Company, relationships amongst directors inter-se as stipulated under Clause 49 of

the listing agreement with the Stock Exchange, is provided in the Corporate Governance Report forming part of the Annual Report.

A copy of the draft Letter of Appointment of Mr. Shyam Sunder Gupta as Independent Director, setting out terms and conditions of his appointment, is available for inspection at the Registered Office of the Company during business hours on any working day.

Other than Mr. Shyam Sunder Gupta and his relatives, none of the directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed Ordinary Resolution as set out in item no. 4 of this Notice. This explanatory statement may also be regarded as disclosure under clause 49 of the listing agreement.

The Board considers that his continued association would be of immense benefit to the Company and it is necessary to continue to avail services of Mr. Shyam Sunder Gupta as Independent Director. Accordingly, the Board recommends the Ordinary Resolution as set out at item no. 4 of this Notice for approval of the members of the Company.

Item No. 5

In terms of provisions of Section 149(1) of the Companies Act, 2013, the Company should have at least one woman director. Accordingly, in order to comply with aforesaid legal provisions, the Board of Directors of the Company have appointed Mrs. Priya Dhingra as an Additional Director of the Company with effect from August 20, 2014, in accordance with the provisions of Sections 149(1) and 161(1) of the Companies Act, 2013 and Article 80 of the Articles of Association of the Company. Further, in terms of Section 161(1), she would hold office as such up to the date of this Annual General Meeting of the Company.

Further, in order to have requisite number of Independent Directors as required by section 149 of the Companies Act, 2013, it is proposed to appoint Mrs. Priya Dhingra as Independent Director of the Company for a term up to 5 (five) consecutive years commencing from September 30, 2014, in accordance with Sections 149, 150, 152, Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2014.

Mrs. Priya Dhingra has given a declaration to the Board of Directors to the effect that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013.

In the opinion of the Board, Mrs. Priya Dhingra fulfill the conditions specified in Sections 149, 152 and Schedule IV of the Companies Act, 2013 read with Companies (Appointment and Qualification of Directors) Rules, 2013 and Clause 49 of the Listing Agreement (including any statutory modification(s) or re-enactment thereof

for the time being in force) and Mrs. Priya Dhingra is independent of the management.

The Company has received notice in writing from a member alongwith the deposit of requisite amount under Section 160 of the Companies Act, 2013 proposing the candidature of Mrs. Priya Dhingra for the office of Independent Director of the Company.

Brief resume of Mrs. Priya Dhingra, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships / chairmanships of Board Committees, her shareholding in the Company, relationships amongst directors inter-se as stipulated under Clause 49 of the listing agreement with the stock exchange, is provided in the Corporate Governance Report forming part of the Annual Report.

A copy of the draft Letter of Appointment of Mrs. Priya Dhingra as Independent Director, setting out terms and conditions of her appointment, is available for inspection at the Registered Office of the Company during business hours on any working day.

Other than Mrs. Priya Dhingra and her relatives, none of the directors, Key Managerial Personnel or their relatives are concerned or interested, financially or otherwise, in the proposed Ordinary Resolution as set out in Item No. 5 of this Notice. This explanatory statement may also be regarded as disclosure under Clause 49 of the listing agreement.

Keeping in view her expertise and knowledge, it will be in the interest of the Company that Mrs. Priya Dhingra is appointed as an Independent Director of the Company. Accordingly, the Board recommends the Ordinary Resolution as set out at Item No. 5 of this Notice for approval of the members of the Company.

Item No. 6

i - Addition of new Article 63A

Under the first proviso to Section 203(1) of the Companies Act, 2013, it is stated that "an individual shall not be appointed or re-appointed as the Chairperson of the Company, in pursuance of the articles of the Company, as well as the Managing Director or Chief Executive Officer of the Company at the same time after the date of commencement of this Act unless,-

- (a) the articles of such company provide otherwise; or
- (b) the company does not carry multiple business:"

Accordingly a provision is sought to be introduced in the Articles of Association of the Company to permit the Company to appoint the same individual as

Chairperson as well as Managing Director or Chief Executive Officer of the Company.

New Article No. 63A as contained under resolution No. 6 contains the proposed amendment which give necessary right to the Board to appoint the same person as Chairman as well as Managing Director or Chief Executive Officer of the Company.

ii - Substitution of Existing Article 109 and Article 89(4)

Section 152(6) of the Companies Act, 2013 provides that unless the articles provide for the retirement of all directors at every annual general meeting, not less than two-thirds of the total number of directors of a public company be persons whose period of office is liable to determination by retirement of directors by rotation. Explanation to section 152(6) provides that "total number of directors" shall not include independent directors.

Further, existing Article 109 and Article 89(4) of the Articles of Association of the Company contain provisions relating to non retirement of Managing Director of Company.

However, with a view to make Managing Director of the Company liable to retire by rotation, necessary provisions are sought to introduce in the Articles of Association of the Company by substituting existing Article 109 and Article 89(4) of the Articles of Association of the Company with new Article 109 and Article 89(4) as contained in Resolution no. 6 of this notice.

Pursuant to provisions of Section 14 of the Companies Act, 2013, any amendment(s) to the provisions of Articles of Association of the Company requires the approval of the members by way of Special Resolution.

None of the directors, Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the resolution set out at item no. 6 of this Notice.

The Board recommends the special resolution as set out in Item No. 6 of this Notice for approval of the members of the Company.

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

Place: New Delhi
Date: August 20, 2014

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


Narendra Kishore Gaur
Director

PROXY FORM

[Pursuant to Section 05 (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,
Ph: 011-41539140, **Fax:** 011-25765214

29TH ANNUAL GENERAL MEETING - SEPTEMBER 30, 2014

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 29th Annual General Meeting of the Company, to be held on Tuesday, September 30, 2014, 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, 2014 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.		
Special Business			
4	Appointment of Mr. Shyam Sunder Gupta as an Independent Director of the Company		
5	Appointment of Mrs. Priya Dhingra as an Independent Director of the Company		
6	Amendment of Articles of Association of the Company		

Signed this day of 2014

.....
Signature of the member

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

Notes:

- 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.**
- 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.

ATLANTIC COMMERCIAL COMPANY LIMITED
Registered Office: 606, 6th Floor, Vikrant Tower, 4, Rajendra Place, New Delhi - 110008
CIN: L51909DL1985PLC020372, **e-mail:** limitedatlantic@gmail.com
Ph: 011-41539140, **Fax:** 011-25765214

ASSENT / DISSENT FORM FOR VOTING ON AGM RESOLUTIONS

1. Name(s) & Registered Address :
of the sole / first named
Member
2. Name(s) of the :
Joint-Holder(s),
if any
3. i) Registered Folio No. :
ii) *DP ID No. & Client ID No.
[*Applicable to Members
holding shares in
dematerialised form]
4. Number of Share(s) held :
5. I / We hereby exercise my / our vote in respect of the following resolutions to be passed for the business stated in the Notice of the Annual General Meeting dated September 30, 2014, by conveying my / our assent or dissent to the resolutions by placing tick (√) mark in the appropriate box below:

RESOLUTIONS		No. of Shares	I/We assent to the Resolution (FOR)	I/We dissent to the Resolution (AGAINST)
Ordinary Business				
1.	Adoption of Financial Statements for the financial year ended March 31, 2014 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.			
Special Business				
4.	Appointment of Mr. Shyam Sunder Gupta as an Independent Director of the Company			
5.	Appointment of Mrs. Priya Dhingra as an Independent Director of the Company			
6.	Amendment of Articles of Association of the Company			

Place :

Date :

Signature of the Member
or
Authorised Representative

- Notes :
- (i) If you opt to cast your vote by e-voting, there is no need to fill up and sign this form.
 - (ii) Last date for receipt of Assent/Dissent Form by the Scrutinizer: September 26, 2014 (6.00 pm).
 - (iii) Please read the instructions printed overleaf carefully before exercising your vote.

INSTRUCTIONS

General Instructions

1. As per the Companies Act, 2013, Company has to provide e-voting facility to its shareholders, however the shareholders, who do not have access to e-voting facility may convey their Assent / Dissent in Physical Assent / Dissent Form. If a shareholder has opted for e-voting, then he/she should not vote by Physical Assent / Dissent Form. However, in case Shareholders cast their vote through both physical assent/dissent form and e-voting, then vote casted through e-voting shall be considered, and vote casted through physical assent/dissent shall be treated as invalid.
2. The notice of Annual General Meeting is dispatched to the members whose names appear on the Register of Members as on August 29, 2014 and voting rights shall be reckoned on the paid up value of the shares registered in the name of the shareholders as on the said date.

Instructions for voting physically on Assent / Dissent Form

1. A Member desiring to exercise vote by Assent / Dissent should complete this Assent / Dissent Form and send it in the enclosed self addressed pre-paid postage envelope so as to reach the Scrutinizer, Mr. Kapoor Chand Garg, Practicing Company Secretary, at the registered office of the Company on or before 6.00 p.m. on September 26, 2014. All Forms received after this date will be strictly treated as if the reply from such Member has not been received.
2. This Form should be completed and signed by the Shareholder (as per the specimen signature registered with the Company/ Depository Participants). In case of joint holding, this Form should be completed and signed by the first named Shareholder and in his absence, by the next named Shareholder.
3. In respect of shares held by corporate and institutional shareholders (companies, trusts, societies etc.), the completed Assent / Dissent Form should be accompanied by a certified copy of the relevant Board Resolution/appropriate authorization, with the specimen signature(s) of the authorized signatory(ies) duly attested.
4. The consent must be accorded by recording the assent in the column 'FOR' or dissent in the column 'AGAINST' by placing a tick mark (✓) in the appropriate column in the Form. The assent or dissent received in any other form shall not be considered valid.
5. Members are requested to fill the Form in indelible ink and avoid filling it by using erasable writing medium(s) like pencil.
6. There will be one Assent / Dissent Form for every folio / Client id irrespective of the number of joint holders.
7. Members are requested not to send any other paper along with the Assent / Dissent Form. They are also requested not to write anything in the Assent / Dissent form except giving their assent or dissent and putting their signature.
8. The Scrutinizer's decision on the validity of the Assent / Dissent Form will be final and binding.
9. Incomplete, unsigned or incorrectly ticked Assent / Dissent Forms will be rejected.

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,
Ph: 011-41539140, **Fax:** 011-25765214

ATTENDANCE SLIP

29th ANNUAL GENERAL MEETING - SEPTEMBER 30, 2014

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

I hereby record my presence at the 29th Annual General Meeting of the Company at the 606, 6th Floor, Vikrant Tower, 4, Rajendra Place, New Delhi - 110008, on Tuesday, September 30, 2014 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,
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E - VOTING PARTICULARS

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

Note: Please read instructions given at Note Nos. 11 & 13 of the Notice of the 29th Annual General Meeting carefully before voting electronically.

SPECIMEN