

# ATLANTIC COMMERCIAL COMPANY LIMITED

## NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 33<sup>rd</sup> Annual General Meeting of the Company will be held on Thursday, September 27, 2018 at 11.00 A.M. at 606, 6<sup>th</sup> 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, 2018, the Reports of the Board of Directors and Auditors thereon.
2. To appoint a director in place of Mr. Ashok Kumar Aggarwal (DIN 02080657), who retires by rotation and, being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS**

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

**"RESOLVED THAT** Mr. Yashpal Rai Sharma (DIN 08204925), who was appointed by the Board of Directors as an Additional Director of the Company on the recommendations of Nomination & Remuneration Committee, with effect from August 22, 2018 and who holds office upto the date of this Annual General Meeting of the Company in terms of Section 161 of the Companies Act, 2013, be and is hereby appointed as a Director of the Company, 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."

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 recommendation of the Nomination and Remuneration Committee and in accordance with 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 Regulation 25 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Mr. Yashpal Rai Sharma (DIN 08204925), who was appointed as an Additional Director by the Board of Directors of the Company with effect from August 22, 2018 pursuant to provisions of Section 161(1) of the Companies Act, 2013 and who holds office upto the date of this Annual General Meeting, be and is hereby appointed as an



Independent Director of the Company for a term of five consecutive years upto August 21, 2023, not 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, 6<sup>th</sup> Floor, Vikrant Tower,  
4, Rajendra Place,  
New Delhi - 110008

**Place: New Delhi**  
**Date: August 22, 2018**

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



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**Narendra Kishore Gaur**  
**Chairman**

**Notes:**

1. An Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 in respect of Item no. 3 & 4 under Special Business of this Notice is annexed hereto.

M/s Goel & Joshi Associates, Chartered Accountants, were appointed as Statutory Auditors of the Company at the 32<sup>nd</sup> Annual General Meeting held on September 26, 2017 for a period of 5 years from the conclusion of 32<sup>nd</sup> Annual General Meeting till conclusion of 37<sup>th</sup> Annual General Meeting of the Company subject to ratification of their appointment by the members at every intermittent AGM of the Company. Pursuant to Notification issued by the Ministry of Corporate Affairs on 7<sup>th</sup> May, 2018, the mandatory requirement for ratification of appointment of Statutory Auditors by the Members at every Annual General Meeting ("AGM") is no longer required, and hence the Company is not proposing an item on ratification of appointment of Statutory Auditors at this 33<sup>rd</sup> Annual General Meeting of the Company.

2. **A MEMBER ENTITLED TO ATTEND AND VOTE IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON HIS / HER BEHALF AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY.**

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

3. The Register of Members and Share Transfer Books of the Company shall remain closed from Friday, September 21, 2018 to Thursday, September 27, 2018 (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. Members who are holding Company's shares in dematerialized form are requested to bring details of their Depository Account Number for identification.



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7. 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.
8. 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.
9. 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.
10. 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.
11. As per SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred as 'Listing Regulations'), for securities market transaction and/or for off-market or private transactions involving transfer of shares in physical form, the transferee(s) as well as transferor(s) (including joint holders) shall furnish copy of PAN card to the company for registration of such transfer of securities. Accordingly, all the shareholder/transferor(s) /Transferee(s) of shares (including joint holder) in physical form are requested to furnish a certified copy of their PAN card to the Company/ RTA while transacting in the securities market including transfer/transmission or any other corporate action.
12. The amendment to Regulation 40 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 vide Gazette notification dated June 8, 2018 has mandated that transfer of securities would be carried out in dematerialized form only.

Pursuant to above please note that MCS Share Transfer Agents Limited (MCS), Registrars and Transfer Agent and the Company will not accept any request for transfer of shares in physical form with effect from December 5, 2018. This restriction shall not be applicable to the request received for transmission or transposition of physical shares. Shareholders are requested to get in touch with any Depository Participant having registration with SEBI to open a Demat account or alternatively contact any office of the nearest MCS branch to guide



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you in the demat procedure. You may visit website of depositories viz., NSDL or CDSL or websites of stock exchanges for further understanding about the demat procedure.

13. 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.
14. 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). However, physical copy of the Annual Report including Notice of AGM and Attendance Slip is also being sent to all members.
15. 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.
16. The relevant details as required under Regulation 36 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, and Secretarial Standard-2 on general Meeting in respect of person seeking appointment/re-appointment as Director of the Company under item no. 2 & 3 of the Notice are provided as **Annexure-I** of this Notice of AGM.
17. Mrs. Pragnya Parimita Pradhan, Company Secretary in whole-time practice, proprietor of M/s Pragnya Pradhan & Associates, Company Secretaries, has been appointed as the Scrutinizer to scrutinize the remote e-voting process and the voting at AGM in a fair and transparent manner.
18. 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.
19. 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.



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

21. The instructions for remote e-voting are as under:

**A. In case a Member receives an email from NSDL:**

- (i) Open the PDF file 'Atlantic remote e-voting.pdf' attached to the e-mail, using your Client ID / Folio No. as password. The PDF file contains your user ID and password for e-voting. Please note that the password provided in PDF is an 'Initial Password'.
- (ii) Launch an internet browser and open <https://www.evoting.nsdl.com/>
- (iii) Click on Shareholder - Login
- (iv) Insert 'User ID' and 'Initial Password' as noted in step (i) above and click on 'Login'.
- (v) Password change menu will appear. Change the password with a new Password of your choice with minimum 8 digits/characters or combination thereof. Please keep a note of the new Password. It is strongly recommended not to share your password with any person and take utmost care to keep it confidential.
- (vi) Home page of remote e-voting will open. Click on remote e-voting - Active Voting Cycles.
- (vii) Select "EVEN" (i.e. Remote e-voting Event Number) of Atlantic Commercial Company Limited.
- (viii) Now you are ready for remote e-voting as 'Cast Vote' page opens.
- (ix) Cast your vote by selecting appropriate option and click on "Submit". Click on "Confirm" when prompted.
- (x) Upon confirmation, the message "Vote cast successfully" will be displayed.



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- (xi) Once you have confirmed your vote on the resolution, you cannot modify your vote.
- (xii) 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, along with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by an e-mail at [pragnyap.pradhan@gmail.com](mailto:pragnyap.pradhan@gmail.com) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**B. In case a Member receives physical copy of the Notice of AGM:**

- (i) Initial password is provided as below/at the bottom of the Attendance Slip for the AGM, in the manner stated below:

EVENT (Remote e-voting Event Number)	USER ID	PASSWORD/PIN
-	-	-

- (ii) Please follow all steps from Sl. No. (ii) to Sl. No. (xii) above, to cast vote.

**C. Other Instruction:**

- (i) In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and remote e-voting user manual for Shareholders available at the Downloads section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
- (ii) If you are already registered with NSDL for e-voting then you can use your existing user ID and password for casting your vote.
- (iii) The remote e-voting period commences on Monday, September 24, 2018 (9.00 a.m. IST) and ends on Wednesday, September 26, 2018 (5.00 p.m. IST). During this period, Members holding shares either in physical form or in dematerialized form, as on September 20, 2018 i.e. cut-off date, may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter. Once the vote on a resolution is cast by the Member, he / she shall not be allowed to change it subsequently or cast vote again.
- (iv) You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).



- (v) The voting rights of members shall be in proportion to their shares in the paid up equity share capital of the Company as on the cut-off date. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on September 20, 2018 i.e. cut-off date only shall be entitled to avail the facility of remote e-voting as well as voting at the Annual General Meeting through polling paper.
- (vi) Any person, who acquires and/or allotted/issued shares of the Company and become member of the Company after dispatch of the Notice and holding shares as on the cut-off date, may obtain the login ID and password by sending a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) or contact NSDL at toll free no.: 1800-222-990. However, if you are already registered with NSDL for remote e-voting then you can use your existing user ID and password for casting your vote.

*Shareholders who forgot the User Details/Password can use "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).*

*In case Shareholders are holding shares in demat mode, USER-ID is the combination of (DPID+ClientID).*

*In case Shareholders are holding shares in physical mode, USER-ID is the combination of (Even No+Folio No).*

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



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- (ix) Subject to receipt of requisite numbers of votes, the resolution shall be deemed to be passed on the date of Annual General Meeting i.e. September 27, 2018.

22. The route map to the venue of the Annual General Meeting is enclosed with this notice of 33<sup>rd</sup> Annual General Meeting as **Annexure - II**.

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

### **Item No. 3 & 4**

The Board of Directors (the 'Board') of the Company, on the recommendations of Nomination & Remuneration Committee, have appointed Mr. Yashpal Rai Sharma as an Additional Director of the Company with effect from August 22, 2018, in accordance with the provisions of Section 161(1) of the Companies Act, 2013 and the Articles of Association of the Company. Further, in terms of the aforesaid provisions, he would hold office as such upto the date of next Annual General Meeting of the Company.

Accordingly, it is proposed to seek the members' approval for the appointment of Mr. Yashpal Rai Sharma as a director of the Company, by way of an Ordinary resolution.

The Board of Directors of the Company, on the recommendations of Nomination & Remuneration Committee, have also appointed Mr. Yashpal Rai Sharma as an Independent Director of the Company for a term of five consecutive years upto August 21, 2023, subject to the approval of members at the ensuing Annual General Meeting of the Company.

It is proposed to seek the members' approval for the appointment of Mr. Yashpal Rai Sharma, as Independent Director of the Company, by way of Ordinary Resolution, as required 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.

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 is provided as Annexure - I of this Notice.

The Board of Directors recommends the resolutions as set out under item nos. 3 & 4 of this Notice for the approval of members of the Company.



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None of the directors and their relatives except Mr. Yashpal Rai Sharma is interested or concerned, financially or otherwise, in the aforesaid resolutions as set out under item nos. 3 & 4. Further no Key Managerial Personnel is interested or concerned, financially or otherwise in the aforesaid resolutions as set out under item nos. 3 & 4.

**Registered Office**  
606, 6<sup>th</sup> Floor, Vikrant Tower,  
4, Rajendra Place,  
New Delhi - 110008

**Place: New Delhi**  
**Date: August 22, 2018**

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



**Narendra Kishore Gaur**  
**Chairman**

ANNEXURE- I

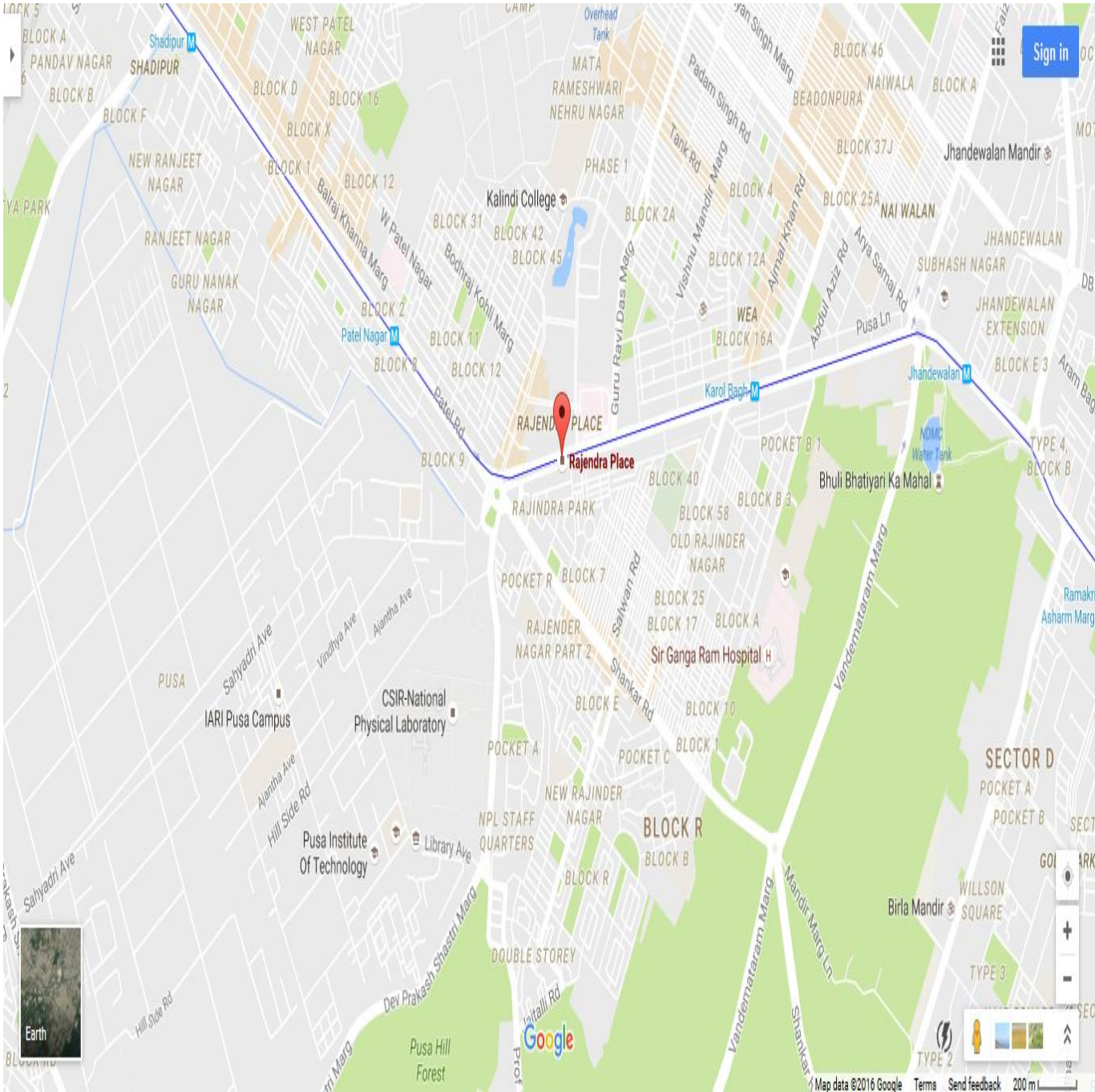
PURSUANT TO THE REQUIREMENTS OF REGULATION 36 OF SEBI (LISTING OBLIGATIONS AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2015, THE INFORMATION REQUIRED TO BE GIVEN, IN CASE OF THE APPOINTMENT OF A NEW DIRECTOR OR RE-APPOINTMENT OF A DIRECTOR, IS GIVEN AS FOLLOWS:

<b>Name of the Director</b>	<b>Mr. Ashok Kumar Aggarwal</b>	<b>Mr. Yashpal Rai Sharma</b>
<b>Date of Birth</b>	24.09.1956	10.08.1959
<b>Date of Appointment</b>	06.09.2012	22.08.2018
<b>Qualification</b>	B.SC, LLB & LLM	Graduate from University of Delhi and Diploma in Mechanical Engineering
<b>Nature of Expertise in Specific functional area</b>	Corporate and other Laws	IT and Real Estates
<b>Profile of the Director</b>	Mr. Ashok Kumar Aggarwal has more than 30 years of experience in legal field.	Mr. Yashpal Rai Sharma has More than 30 years of experience in IT and real estate industry.
<b>Name of the other Companies in which he holds Directorship</b>	Unison International IT Services Ltd.	NIL
<b>Name of the Committees* of other Companies of which he holds Memberships/ Chairmanships</b>	NIL	N.A.
<b>Number of Equity Shares held in the Company</b>	10,000	50
<b>Relationship between directors inter-se</b>	NIL	NIL

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

Route map for the venue of 33<sup>rd</sup> Annual General Meeting

Annexure - II



**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, 6<sup>th</sup> 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

**33<sup>RD</sup> ANNUAL GENERAL MEETING - SEPTEMBER 27, 2018**

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 33<sup>rd</sup> Annual General Meeting of the Company, to be held on Thursday, September 27, 2018, at 11.00 a.m. at 606, 6<sup>th</sup> Floor, Vikrant Tower, 4, Rajendra Place, New Delhi - 110008, and at any adjournment thereof in respect of such resolutions as are indicated over leaf:

Resolution Number	Resolutions	Vote (Optional see Note 4)	
		For	Against
<b>Ordinary Business</b>			
1	Adoption of the audited financial statements of the Company for the financial year ended March 31, 2018 and report of Board of Directors and Auditors thereon		
2	Approval of appointment of a director in place of Mr. Ashok Kumar Aggarwal (DIN 02080657), who retires by rotation and being eligible, offers himself for re-appointment		
<b>Special Business</b>			
3	Approval of appointment of Mr. Yashpal Rai Sharma (DIN 08204925) as Director of the Company		
4	Approval of appointment of Mr. Yashpal Rai Sharma (DIN 08204925) as Independent Director of the Company w.e.f. August 22, 2018		

Signed this ..... day of ..... 2018

Affix revenue stamp of not less than Rs. 0.15
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.....  
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.

**ATLANTIC COMMERCIAL COMPANY LIMITED**  
**Registered Office:** 606, 6<sup>th</sup> 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**

**33<sup>RD</sup> ANNUAL GENERAL MEETING - SEPTEMBER 27, 2018**

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

I hereby record my presence at the 33<sup>rd</sup> Annual General Meeting of the Company at the 606, 6<sup>th</sup> Floor, Vikrant Tower, 4, Rajendra Place, New Delhi - 110008, on Thursday, September 27, 2018 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 place. 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.

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**ATLANTIC COMMERCIAL COMPANY LIMITED**  
**Registered Office:** 606, 6<sup>th</sup> 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 No. 21 of the Notice of the 33<sup>rd</sup> Annual General Meeting carefully before voting electronically.

**SPECIMEN**