

ATLANTIC COMMERCIAL COMPANY LIMITED

October 17, 2018

Metropolitan Stock Exchange of India Ltd. (MSEI)

Vibgyor Towers, 4th Floor,
Plot No C 62, G - Block,
Opp. Trident Hotel,
Bandra Kurla Complex,
Bandra (E), Mumbai - 400 098

Scrip Code: ATLANTIC

Sub: Minutes of 33rd Annual General Meeting (AGM) of the Company

Dear Sir/Madam,

Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, please find enclosed herewith a copy of the Minutes of 33rd Annual General Meeting (AGM) of the Company held on September 27, 2018.

Kindly take the same on record and acknowledge receipt of same.

Thanking You,

Yours' truly

For **Atlantic Commercial Company Limited**



Narendra Kishore Gaur

Director

DIN - 00168265



Encl: as above

MINUTE BOOK



ATLANTIC COMMERCIAL COMPANY LIMITED

MINUTES OF THE 33RD ANNUAL GENERAL MEETING OF THE COMPANY HELD ON SEPTEMBER 27, 2018

The 33rd Annual General Meeting of the Company was held on Thursday, September 27, 2018 at 11.00 A.M at 606, 6th Floor, Vikrant Tower, 4, Rajendra Place, New Delhi -110008.

PRESENT

Mr. Narendra Kishore Gaur	Chairman
Mr. Ashok Kumar Aggarwal	Director
Mr. Yashpal Rai Sharma	Independent Director
	Also as Chairman of following committees of the Company: - Audit Committee; - Nomination and Remuneration Committee; and - Share Transfer & Stakeholders Relationship Committee
Mrs. Priya Dhingra	Independent Director
Mrs. Olive Pamela Kumar	Company Secretary

By Invitation:

Mrs. Renu Jagdish	Representing M/s Goel & Joshi Associates, Statutory Auditors of the Company
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32 members were present in person/by proxy as per attendance recorded.

In accordance with Article 63 of the Articles of Association of the Company, Mr. Narendra Kishore Gaur, Chairman of the Board of Directors took the chair.

Relevant Statutory Registers as maintained under the Companies Act, 2013 and Rules made thereunder were available during the meeting for inspection of the members.

At 11.00 a.m., the Chairman commenced the meeting and extend warm welcome to the members to 33rd Annual General Meeting (AGM) of the Company. The Chairman announced that the requisite quorum being present, the meeting was called to order and proceeded with the agenda.

The Chairman then introduced the members of Board of directors and Company Secretary present on the dais.

Thereafter, the Chairman commenced the formal agenda of the AGM and the Notice convening the meeting, the Directors' Report along with Annexure thereto and the financial statements for the financial year ended March 31, 2018 were taken as read with the consent of members present.

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The Chairman informed the members that the Auditor's Report to the members on the Annual Accounts of the Company for the financial year ended March 31, 2018 did not contain any qualification, observation or comment on financial transactions or matters, which had any adverse effect on the functioning of the Company.

The Chairman informed the members that the Secretarial Audit report for the financial year ended March 31, 2018 did not contained any qualification, observation or comment or other remark.

Mrs. Pragnya Parimita Pradhan, Company Secretary in whole time practice, whom the Board has appointed Scrutinizer for conducting and scrutinizing the 'Remote e-voting' and 'voting through poll' in a fair & transparent manner, was also present at the meeting.

The Chairman further stated that the Company had provided Remote e-voting facility to the members to cast their votes, through electronic voting platform of National Securities Depository Limited (NSDL), as per requirement of the Companies Act, 2013 in the manner as prescribed under the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015.

He further stated that the cut-off date of September 20, 2018 has been fixed to record the entitlement of the shareholders for the said Remote e-voting and voting through poll at AGM. The said 'Remote e-voting' took place between Monday, September 24, 2018 (9.00 a.m. IST) and ends on Wednesday, September 26, 2018 (5.00 p.m. IST) using the NSDL's electronic voting platform.

Pursuant to Remote e-voting facility provided by the Company, certain members have already exercised their votes during Remote e-voting period from Monday, September 24, 2018 (9.00 a.m. IST) and ends on Wednesday, September 26, 2018 (5.00 p.m. IST).

The Chairman also stated that the members who have not voted through 'Remote e-voting' and now present in person and through proxies at today's AGM are also entitled to vote in proportion to the shares held by them as on the same cut-off date of September 20, 2018.

He further informed that in line with the requirements of the Companies Act, 2013 and rules made thereunder, a Poll will be conducted for exercise of said physical voting rights by members / proxies present in the today's AGM on all resolutions of Ordinary Business as set out in item number 1 to 4 of the Notice. He further informed that Polling papers will be distributed to the members / proxies present in this AGM and then they will cast their votes in the Polling boxes kept on the table near the stage.

The Chairman further stated that Mrs. Pragnya Parimita Pradhan, Company Secretary in whole time practice, appointed as Scrutinizer for 'Remote e-voting' and 'Polling at AGM' shall conduct the poll process and requested her to submit her report on or before September 29, 2018.

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The Chairman further stated that on receipt of Scrutinizer's report from Mrs. Pragnya Parimita Pradhan on today's Poll, the same shall be clubbed with the result of Remote e-voting and the combined votes for or against each resolution shall be worked out and the consolidated results for the Remote e-voting and Poll shall be declared on or before September 29, 2018, as per prescribed time schedule. The consolidated result on declaration shall be communicated to Metropolitan Stock Exchange of India Limited (MSEI), National Securities Depository Limited (NSDL), MCS Share Transfer Agent Limited (i.e. Registrar & Share Transfer Agent of the Company) and shall also be displayed on the website of the company i.e. www.atlantic-commercial.com

The members present at the meeting raised certain queries/suggestions pertaining to the Annual Report/ Business, which were responded in the meeting.

Thereafter, the Chairman handed over the Poll process to Mrs. Pragnya Parimita Pradhan, scrutinizer appointed for the Poll.

The Chairman stated that the meeting would stand concluded after completion of voting by members and proxies.

Conduct of Poll

Mrs. Pragnya Parimita Pradhan, scrutinizer appointed for the Poll, conducted the Poll. Before starting of voting on Poll, the Polling papers were distributed to the members and proxies. Empty Poll boxes were shown to the members and thereafter the Poll boxes were locked and sealed in the presence of members and proxies. The members and proxies present casted their votes.

After obtaining confirmation for the shareholders and the scrutinizer that everyone has exercised the vote, the Poll was declared complete at around 11.35 a.m. accordingly the meeting was stand concluded at same time. Scrutinizer then took custody of polling boxes.

Result of 'Remote e-voting' and 'Poll' conducted on the items of Ordinary Business at the Annual General Meeting of the Company held on September 27, 2018

On the basis of the Scrutinizer's Report dated September 27, 2018 for the Remote e-voting and Poll conducted at AGM, as per result of the voting, all the resolution for the Ordinary Business as set out in item nos. 1 to 4 in the notice of 33rd Annual General Meeting of the Company have been duly passed by members with requisite majority.

The Results of Remote e-voting and Poll conducted at AGM along with Scrutinizer's Report were uploaded on the website of the Company and were also sent to NSDL and Metropolitan Stock Exchange of India Limited (MSEI).

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The Results of Remote e-voting and Poll are as under:

ORDINARY BUSINESS:

Ordinary Resolution at item No. 1 - Adoption of the audited financial statements of the Company for the financial year ended March 31, 2018, the Reports of Board of Directors and Auditors thereon.

Mode of Voting by members of the company	Number of Valid Votes in favour (no. of equity shares)	Number of valid Votes against (no. of equity shares)	Total	% of valid votes in favour of the resolution	% of valid votes against the resolution	Invalid Votes (No. of shares)
Voting through polling paper (in person or proxy)	58350	0	58350	100	0	0
Remote e-voting	538650	0	538650	100	0	0
Total	597000	0	597000	100	0	0

Based on the above, the Ordinary Resolution No. 1 has been passed with the requisite majority

ORDINARY BUSINESS:

Ordinary Resolution at item No. 2 - 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.

Mode of Voting by members of the company	Number of Valid Votes in favour (no. of equity shares)	Number of valid Votes against (no. of equity shares)	Total	% of valid votes in favour of the resolution	% of valid votes against the resolution	Invalid Votes (No. of shares)
Voting through polling paper (in person or proxy)	58350	0	58350	100	0	0
Remote e-voting	538650	0	538650	100	0	0
Total	597000	0	597000	100	0	0

Based on the above, the Ordinary Resolution No. 2 has been passed with the requisite majority

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ORDINARY BUSINESS:

Ordinary Resolution at item No. 3 - Appointment of Mr. Yashpal Rai Sharma (DIN-08204925) as Director of the Company.

Mode of Voting by members of the company	Number of Valid Votes in favour (no. of equity shares)	Number of valid Votes against (no. of equity shares)	Total	% of valid votes in favour of the resolution	% of valid votes against the resolution	Invalid Votes (No. of shares)
Voting through polling paper (in person or proxy)	58350	0	58350	100	0	0
Remote e-voting	538650	0	538650	100	0	0
Total	597000	0	597000	100	0	0

Based on the above, the Ordinary Resolution No. 3 has been passed with the requisite majority

ORDINARY BUSINESS:

Ordinary Resolution at item No. 4 - Appointment of Mr. Yashpal Rai Sharma (DIN-08204925) as Independent Director of the Company w.e.f. August 22, 2018.

Mode of Voting by members of the company	Number of Valid Votes in favour (no. of equity shares)	Number of valid Votes against (no. of equity shares)	Total	% of valid votes in favour of the resolution	% of valid votes against the resolution	Invalid Votes (No. of shares)
Voting through polling paper (in person or proxy)	58350	0	58350	100	0	0
Remote e-voting	538650	0	538650	100	0	0
Total	597000	0	597000	100	0	0

Based on the above, the Ordinary Resolution No. 4 has been passed with the requisite majority

The resolutions passed by the shareholders are recorded hereunder as part of the proceedings of 33rd Annual General Meeting held on September 27, 2018:

ORDINARY BUSINESS

ITEM NO. - 1. ORDINARY RESOLUTION FOR ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED MARCH 31, 2018 AND REPORTS OF BOARD OF DIRECTORS AND AUDITORS THEREON

"RESOLVED THAT the audited financial statements of the Company for the financial year ended March 31, 2018, the Reports of Board of Directors and Auditors thereon, be and are hereby received, approved and adopted."

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ITEM NO. - 2. ORDINARY RESOLUTION FOR 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

"RESOLVED THAT Mr. Ashok Kumar Aggarwal (DIN-02080657), who retires by rotation and being eligible, having offered himself for re-appointment be and is hereby appointed as a director of the Company."

ITEM NO. - 3. ORDINARY RESOLUTION FOR APPOINTMENT OF MR. YASHPAL RAI SHARMA (DIN-08204925) AS DIRECTOR OF THE COMPANY

"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."

ITEM NO. - 4. ORDINARY RESOLUTION FOR APPOINTMENT OF MR. YASHPAL RAI SHARMA (DIN-08204925) AS INDEPENDENT DIRECTOR OF THE COMPANY W.E.F. AUGUST 22, 2018

"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."

All the above resolutions, which were put to vote, were passed with the requisite majority.

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Place: New Delhi
Date: 16-10-2018


Narendra Kishore Gaur
(Chairman)