

NOTICE

Notice is hereby given that the **29th Annual General Meeting** of the Members of Atcom Technologies Limited will be held on Thursday, September 26, 2019 at 9:00 A.M. at 2F Court Chambers, New Marine Lines 35, Behind Income Tax Office, Churchgate, Mumbai - 400020 to transact the following businesses:

ORDINARY BUSINESS

1. To consider and adopt (a) the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon; and (b) the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolutions as Ordinary Resolutions:

(a) **“RESOLVED THAT** the audited financial statement of the Company for the financial year ended March 31, 2019 and the reports of the Board of Directors and Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

(b) **“RESOLVED THAT** the audited consolidated financial statement of the Company for the financial year ended March 31, 2019 and the report of Auditors thereon laid before this meeting, be and are hereby considered and adopted.”

2. To consider and approve the appointment of Statutory Auditors of the Company to hold office for a period of five years until the conclusion of the 34th Annual General Meeting and to fix their remuneration and to pass with or without modification(s), the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 of the Companies Act, 2013, the Companies (Audit and Auditors) Rules, 2014 (including any re-enactment or modification thereto), and such other applicable provisions, if any, M/s. Gada Chheda & Co. LLP, Chartered Accountants, Mumbai, with Firm Registration No. W100059, be and are hereby appointed as Statutory Auditors of the Company to fill the casual vacancy caused due to the resignation of M/s. Jayesh Dadia & Associates LLP, Chartered Accountants, Mumbai, at a remuneration as may be mutually agreed to between the Board of Directors and M/s. Gada Chheda & Co. LLP, plus applicable taxes, out-of-pocket expenses, travelling and other expenses, in connection with the work of audit to be carried out by them, to hold office of Statutory Auditor till the conclusion of the Thirty-fourth Annual General Meeting of the Company.”

SPECIAL BUSINESS

3. To regularise the appointment of Mrs. Leena Doshi as a Director 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 the provisions of Sections 149, 152 and any other applicable provisions of the Companies Act, 2013 and the rules made thereunder (including any statutory modification(s) or re-enactment thereof for the time being in force) Mrs. Leena Doshi (DIN:00404404), who was appointed as Additional Director on April 8, 2019 and in respect of whom the Company has received a notice in writing from a member proposing her candidature for the office of Director, be and is hereby appointed as Director of the Company liable to retire by rotation.

RESOLVED FURTHER THAT Board of Directors of Company, be and are hereby authorized to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to the aforesaid resolution.”

4. To appoint Mr. Vikram Doshi as a Managing Director and in this regard, to consider and if thought fit, to pass, with or without modification(s), the following resolution as a Special Resolution:

“RESOLVED THAT in accordance with the provisions of Sections 196, 197 and 203 read with Schedule V and other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), approval of the members be and is hereby accorded to appoint Mr. Vikram Doshi (DIN: 00063455) as a Managing Director, for a period of 5 (five) years with effect from March 12, 2019 on the terms and conditions including remuneration as set out in the Statement annexed to the Notice, with liberty to the Board of Directors (hereinafter referred to as “the Board” which term shall include the Nomination and Remuneration Committee of the Board) to alter and vary the terms and conditions of the said appointment and / or remuneration as it may deem fit;

RESOLVED FURTHER THAT the Board be and is hereby authorised to do all acts and take all such steps as may be necessary, proper or expedient to give 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 2(76), 184, 188, other applicable provisions, if any, of the Companies Act, 2013 read with the Companies (Meetings of the Board and Its Powers) Rules, 2014, (including any statutory modification(s) or re-enactment thereof for the time being in force) and provisions of SEBI (Listing Obligations and Disclosures Requirement) Regulations, 2015 as may applicable, the Leave and License Agreement entered with Hata Bevtech Private Limited, to provide premises situated at Unit III, Sr. No. 101/3, Daman Industrial Estate, Village - Kadaiya, Daman - 396 210, on lease for a period of five years from August 31, 2019 to August 31, 2024 or such extended time as the Board of Directors of the Company and Leasee mutually agreed, and on such other terms and conditions as mentioned in the said agreement, be and is hereby approved.

RESOLVED FURTHER THAT Board of Directors of Company, be and are hereby authorized to do all acts, deeds, matters and things that may be necessary, proper, expedient or incidental thereto for the purpose of giving effect to this resolution.”

6. To consider, and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to Section 180(1)(c) and other applicable provisions, if any, of the Companies Act, 2013, as amended from time to time, the consent of the members of the Company be accorded to the Board of Directors of the Company, to borrow from time to time, any sum or sums of monies, which together with the monies already borrowed by the Company (apart from temporary loans obtained or to be obtained from the Company’s bankers in the ordinary course of business), may exceed the aggregate of the paid-up capital of the Company and its free reserves, that is to say, reserves not set apart for any specific purpose, provided that the total outstanding amount so borrowed shall not at any time exceed the limit of INR

500Crores(Indian Rupees Five Hundred Crores) (both funded and non-funded) at any one point of time.

RESOLVED FURTHER THATthe Board of Directors be and is hereby authorized to negotiate all the terms and conditions with the Bankers for availing the funded and non-funded limits from banks and/or any other financial institution (including guarantees facilities), determine the terms and conditions including fixing the rate of interest, tenure etc. for each borrowing and for such purpose, create and place fixed deposits as collateral, execute loan agreement, demand promissory notes, Pledge/ Hypothecation agreement, and other documents and deeds, receipts, acknowledgements and discharge in connection with the borrowings of the Company within the funded and non-funded borrowing limits as prescribed above.

RESOLVED FURTHER THATthe Board of Directors of the Company be and is hereby authorized to do all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any otherperson as it may deem fit subject to the provisions of the Companies Act, 2013.”

7. To consider, and if thought fit, to pass with or without modifications, the following resolution as a Special Resolution:

“RESOLVED THAT pursuant to the provisions of Section 186 and other applicable provisions of the Companies Act, 2013, if any, and in supersession of the earlier resolution passed with regard to investment activity of the Company, the consent of the Company be and is hereby accorded to the Board of Directors of the Company (hereinafter referred to as ‘the Board’, which term shall be deemed to include any Committee which the Board may have constituted or hereinafter constitute to exercise its powers including the powers conferred by this Resolution) to:

1. Make loans from time to time on such terms and conditions as it may deem expedient to any person or other bodies corporate;
2. give on behalf of any person, body corporate, any guarantee, or provide security in connection with a loan made by any other person to, or to any other person by any body corporate; and
3. acquire by way of subscription, purchase or otherwise the securities of any other body corporate,in excess of the limits prescribed under Section 186 of the Act up to an aggregate sum of INR 100 Crores(Indian Rupees One Hundred Crore only).

RESOLVED FURTHER THATthe Board of Directors of the Company be and is hereby authorized to do all such acts deeds and things as may be necessary in this regard including but not limited to the delegation of powers to any director or committee of directors or any otherperson as it may deem fit subject to the provisions of the Companies Act, 2013.”

By order of the Board of Directors

Date : August 12, 2019
Place : Mumbai

Vikram Doshi
Managing Director

Registered Office

2F Court Chambers, New Marine Lines 35,
Behind Income Tax Office, Churchgate, Mumbai 400 020
CIN: L29299MH1989PLC054224 | Phone: +91 22 2200 7001
Email: atcomcs@gmail.com | Website: www.atcomtech.co.in
NOTES

1. A Statement pursuant to Section 102(1) of the Companies Act, 2013 ("the Act"), relating to the Special Business to be transacted at the Annual General Meeting ("Meeting") is annexed hereto.
2. A member entitled to attend and vote at the Annual General Meeting is entitled to appoint a proxy to attend and vote on a poll instead of himself / herself and the proxy need not be a member of the Company. The instrument appointing the proxy should, however, be deposited at the registered office of the Company not less than forty-eight hours before the commencement of the Annual General Meeting.

A person can act as a proxy on behalf of members not exceeding fifty and holding in the aggregate not more than ten percent of the total share capital of the Company carrying voting rights. A member holding more than ten percent of the 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. The holder of proxy shall prove his identity at the time of attending the Annual General Meeting. Attendance Slip, Proxy Form and the Route Map of the venue of the Meeting are annexed hereto.

3. Corporate members intending to send their authorized representatives to attend the meeting are requested to send certified copy of Board Resolution or other governing body authorizing their representatives to attend and vote on their behalf at the meeting.
4. Members / proxies / authorized representatives should bring their copy of the Annual Report and Accounts along with duly filled Attendance Slip enclosed herewith to attend the Meeting.
5. Members who hold shares in dematerialized form are requested to write their DP ID and Client ID Numbers and those who hold shares in Physical form are requested to write their Folio Number in the Attendance Slip for attending the Meeting.
6. In case of joint holders attending the Meeting, only such joint holder who is higher in the order of Names will be entitled to vote.
7. The Register of Directors and Key Managerial Personnel and their shareholding, maintained under Section 170 of the Companies Act, 2013 ('the Act') and the Register of Contracts or Arrangements in which Directors are interested, maintained under Section 189 of the Act, will be available for inspection by the members at the Annual General Meeting.
8. The Register of Beneficial Owners, Register of Members and Share Transfer Books of the Company shall remain closed from Thursday, September 19, 2019 to Thursday, September 26, 2019 (both days inclusive) for the purpose of 29th Annual General Meeting.
9. The Annual Report 2018-19, the Notice of the 29th Annual General Meeting and instructions for e-voting, along with the attendance slip and proxy form, are being sent by electronic mode to members whose email addresses are registered with the Company / depository participant(s), unless a member has requested for a physical copy of the documents. For members who have not registered their email addresses, physical copies are being sent by the permitted mode.

10. Mrs. Leena Doshi is interested in the Ordinary Resolution set out at Item No. 3 of the Notice with regard to her appointment. Except Mrs. Leena Doshi and Mr. Vikram Doshi and their relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 3 of this Notice.
11. Mr. Vikram Doshi is interested in the Ordinary Resolution set out at Item No. 4 of the Notice with regard to his appointment as Managing Director. Except Mr. Vikram Doshi and Mrs. Leena Doshi and their relatives, none of the Directors and Key Managerial Personnel of the Company and their respective relatives are, in any way, concerned or interested, in the Resolution set out at Item No. 4 of this Notice.
12. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in physical form can submit their PAN details to Bigshare Services Private Limited.
13. As per Section 72 of the Act, the facility for making nomination is available for the Members in respect of the shares held by them. Members who have not yet registered their nomination are requested to register the same by submitting Form No. SH-13. Members holding shares in physical form may submit the same to Bigshare Services Private Limited. Members holding shares in electronic form may submit the same to their respective depository participant.
14. All documents referred to in the accompanying notice and explanatory statement are open for inspection at the registered office of the Company on all working days, except Saturday between 11:00a.m. to 01:00p.m. prior to the date of 29th Annual General Meeting of the Company. Prior intimation to the company by any member wishing to visit and inspect these documents is necessary.
15. Any member desiring any clarification/explanation in respect of the information given in this annual report is requested to submit query to the company at least 10 days in advance before the meeting so as to enable the management to keep information ready.
16. SEBI has decided that securities of listed companies can be transferred only in dematerialised form from 31st March 2019. In view of the above and to avail various benefits of dematerialisation, members are advised to dematerialise shares held by them in physical form.
17. To support the 'Green Initiative', Members who have not registered their e-mail addresses are requested to register the same with DPs or RTA of the Company.
18. Additional Information, pursuant to Regulation 36 read with Schedule V of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, in respect of the directors seeking appointment / reappointment at the AGM, forms part of the Notice.
19. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, as amended from time to time, and Regulation 44 of Securities and Exchange Board of India (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 NSDL, on all the resolutions set forth in this Notice. The instructions for e-voting are annexed to the Notice. Resolution(s) passed by Members through e-voting is/are deemed to have been passed as if they have been passed at the AGM. The Board has appointed Kushla Rawat & Associates, Practicing Company

Secretaries, as the Scrutinizers to scrutinize the e-voting / ballot process in a fair and transparent manner.

20. The e-voting period commences on Monday, September 23, 2019 at 9:00 a.m. and ends on Wednesday, September 25, 2019 at 5:00 p.m. During this period, members of the Company holding shares either in physical form or in dematerialized form, as on the Cut-off date i.e. September 19, 2019, may cast their vote electronically. The members will not be able to cast their vote electronically beyond the date and time mentioned above and the e-voting module will be disabled by NSDL for voting thereafter. The voting rights of the members shall be in proportion to their share in the paid-up equity share capital of the Company as on the Cut-off date i.e. September 19, 2019. Once the vote on a resolution is cast by the member, he/she shall not be allowed to change it subsequently or cast the vote again.
21. The facility for voting through ballot papers will also be made available at the AGM and the members attending the AGM who have not already cast their votes by remote e-voting shall be able to exercise their right at the AGM through ballot process. The Members who have cast their votes by remote e-voting prior to the AGM may attend the AGM but shall not be entitled to cast their votes again.
22. If Members are opting for remote e-voting, they shall not vote by poll paper and vice versa. However, in case Members cast their vote both by poll paper and by remote e-voting, then voting done through remote e-voting shall prevail and voting done by poll paper will be treated as invalid.
23. The Scrutinizers shall immediately after the conclusion of the voting at the meeting, first count the votes of the valid poll paper cast at the 29th Annual General Meeting. They shall then proceed to unblock the votes cast through remote e-voting in the presence of at least two witnesses not in the employment of the Company. The Scrutinizers thereafter shall submit their report to the Chairperson after completion of their scrutiny. The result of the voting will be announced within forty-eight hours of the conclusion of the 29th Annual General Meeting at the Registered Office of the Company.
24. The results declared along with the Scrutinizer's report shall be placed on the Company's website www.atcomtech.co.in and on the website of NSDL and shall also be intimated to the BSE Limited and National Stock Exchange of India Limited where shares of the Company are listed.
25. The prominent landmark near the venue is Income Tax Office (Churchgate Railway Station).
26. A detailed list of instructions for e-voting is annexed to this Notice.

By order of the Board of Directors

Date : August 12, 2019
Place : Mumbai

Vikram Doshi
Managing Director

Registered Office
2F Court Chambers, New Marine Lines 35,
Behind Income Tax Office, Churchgate, Mumbai 400 020
CIN: L29299MH1989PLC054224 | Phone: +91 22 2200 7001
Email: atcomcs@gmail.com | Website: www.atcomtech.co.in

ANNEXURE TO NOTICE

Explanatory Statement

(Pursuant to Section 102 of the Companies Act, 2013 and Other Applicable Provisions)

ITEM NO. 2

The Board of Directors received an intimation of resignation from M/s. Jayesh Dadia & Associates, Chartered Accountants, Mumbai. As per the provisions of the Companies Act, 2013 read with rules made thereunder, a casual vacancy caused due to the resignation of Statutory Auditor needs to be approved by the members in a general meeting within three months. Accordingly, the Board of Directors have recommended the appointment of M/s. Gada Chedda & Co. LLP, Chartered Accountants, Mumbai to the members of the company for their approval at the Annual General Meeting by way of passing an ordinary resolution to hold office from the conclusion of the ensuing Annual General Meeting till the conclusion of the 34th Annual General Meeting of the Company. M/s. Gada Chedda & Co. LLP, Chartered Accountants, Mumbai, have conveyed their consent to be appointed as the Statutory Auditors of the Company along with the confirmation that, their appointment, if approved by the shareholders, would be within the limits prescribed under the Act.

The Directors recommend the resolution for approval of members. None of the Directors and Key Managerial Personnel of the Company or their relatives is concerned or interested in the proposed Item No. 2.

ITEM NO. 3

The Board of Directors, on the recommendation of the Nomination and Remuneration Committee, appointed Mrs. Leena Doshi (DIN:00404404) as an Additional Director of the Company, liable to retire by rotation, requires approval of the Members. Pursuant to the provisions of Section 161(1) of the Act and the Articles of Association of the Company, Mrs. Leena Doshi shall hold office up to the date of this AGM and is eligible to be appointed as a Director. The Company has, in terms of Section 160(1) of the Act, received in writing a notice from a Member, proposing her candidature for the office of Director.

Brief resume of Mrs. Leena Doshi, nature of her expertise in specific functional areas and names of companies in which she holds directorships and memberships/chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated under Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are provided in the Annexure of the Notice of 29th Annual General Meeting. She also affirms that she is not debarred from holding the office of Director by virtue of any order of Securities and Exchange Board of India or any other such authority.

Mrs. Leena Doshi and Mr. Vikram Doshi and their relatives are deemed to be concerned or interested (financially or otherwise) in this resolution. None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the said resolution. The Board recommends the Resolution set out at Item no. 3 of the Notice for approval of the Members.

ITEM NO. 4

The Board of Directors of the Company at its meeting held on March 12, 2019 has, subject to the approval of members, appointed Mr. Vikram Doshi (DIN: 00063455) as a Managing Director of the Company for a period of five years w.e.f. March 12, 2019 on terms and conditions including remuneration as recommended by Nomination and Remuneration Committee of the Board.

It is proposed to seek members' approval for the appointment of and remuneration payable to Mr. Vikram Doshi as a Managing Director of the Company, in terms of the applicable provisions of the Companies Act, 2013 ("the Act").

Broad particulars of the terms of appointment of and remuneration payable to Mr. Vikram Doshi are as under:

Salary: Nil

Perquisites: In addition to above, the Managing Directors shall be entitled to the following perquisites with an option to the Managing Director to receive the perquisites in any lawful combination as mutually agreed between him and the Board.

- a. Reimbursement of Medical Expenses incurred for self and his family in accordance with the rules specified by the Company.
- b. Leave Travel Assistance for self and his family once in a year incurred in accordance with the rules specified by the Company.
- c. Personal accident insurance, group coverage for self/family as may be fixed by the Board from time to time.
- d. Provision of Company's car for the use of Company's business and telephone at residence will not be considered as perquisites.

Commission: Nil

Remuneration in the event of loss etc.:

Notwithstanding anything contained herein, in the event of any loss. Absence or inadequacy of profit in any financial year, during the terms of office of the Managing Director, the remuneration by way of salary, perquisites, commissions and other benefits shall not, without the permission of Central Government (if required) exceed the limits prescribed under the Act including Schedule V thereof and rules made hereunder or any amendment, modification, variation or re-enactment thereof.

Mr. Vikram Doshi satisfy all the conditions set out in Part-I of Schedule V to the Act as also conditions set out under subsection (3) of Section 196 of the Act for being eligible for his appointment. He is not disqualified from being appointed as Director in terms of Section 164 of the Act.

Brief resume of Mr. Vikram Doshi and other details, as required to be given pursuant to Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, are separately annexed hereto.

Notwithstanding anything to the contrary herein contained where in any financial year during the currency of tenure of aforesaid Director, the Company has no profits or inadequate profits, the Company will pay remuneration by way of salary, perquisites and allowances to the said Director subject to compliance with the applicable provisions of Schedule V of the Companies Act, 2013 and if necessary, with the approval of Central Government.

Mr. Vikram Doshi and Mrs. Leena Doshi and their relatives are deemed to be concerned or interested (financially or otherwise) in this resolution. None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the said resolution. The Board recommends the Resolution set out at Item no. 4 of the Notice for approval of the Members.

ITEM NO. 5

As the Company has three factory premises vacant in Daman, since last several years. Buildings are delapidated and condition of the premises remains low and in very poor conditions. Recently there were serious amount of goods were stolen, for the fifth time. Local police asked us to keep security guards of our own instead of leaving all the premises without any security guards. It was decided to keep security guards and lease out the premises to anyone, who wants to take our premises on lease and offers were made to various brokers and proposal was announced on the various property sites for the same.

Further, the Management had proposed to give on lease premises situated at Unit III, Sr. No. 101/3, Daman Industrial Estate, Village - Kadaiya, Daman - 396 210 to Hata Bevtech Private Limited, on lease for a period of five years, in which relatives of Mr. Vikram Doshi and Mrs. Leena Doshi, Directors of the Company are interested.

Accordingly the Board of Directors in their meeting held on May 28, 2019 have approved the Leave and License Agreement entered with Hata Bevtech Private Limited to give said premises on lease for a period of five years from August 31, 2019 to August 31, 2024, subject to ratification of members of the Company in the 29th Annual General Meeting.

As the above premises are provided on lease to Hata Bevtech Private Limited, it would attract provisions of related parties as enumerated in the Companies Act, 2013 and Listing Regulations. The details of transaction are as follow:

Name of related Party	Hata Bevtech Private Limited
Name of the Director or KMP who is related	Mr. Vikram Doshi, Managing Director Mrs. Leena Doshi, Director
Nature of Relationship	Mr. Harsh Doshi and Ms. Tanvi Doshi, Directors of Hata Bevtech Private Limited are relatives of Mr. Vikram Doshi and Mrs. Leena Doshi
Nature and Particulars of Contract	Leave and License Agreement between Hata Bevtech Pvt Ltd and Atcom Technologies Ltd for the ground floor admeasuring 12000 sq. feet of the Building situated at Unit III, Sr. No. 101/3, Daman Industrial Estate, Village - Kadaiya, Daman - 396210
Duration of Contract	August 31, 2019 to August 31, 2024
Material terms and Value of Contract	<ol style="list-style-type: none">1. Total estimated cost for repairing and occupying the building will be Rs.2200000/- which will be adjusted against the rent payable by Hata Bevtech Pvt Ltd. Hata Bevtech Pvt Ltd will be incurring the full cost of repair stated above and such cost borne will be considered as advance rental by Atcom Technologies Ltd.2. Consideration of Rs. 96000 p.m. (12000 sq. feet @ Rs. 8)3. Security Deposit of Rs. 288000/-4. Applicable Stamp duty for the registration of Agreement will be paid by Hata Bevtech Private Limited
The manner of determining the pricing and other commercial terms	The pricing of the lease agreement is decided keeping view of the current market price in the area. The duration is decided keeping in view the need of the Company and future-plans.

The above resolution is statutory requirement that shareholder should approve the said Leave and License Agreement and copy of such Leave and License Agreement is available for inspection at the Registered Office on all working days during business hour and will be placed in the Annual General Meeting.

Mr. Vikram Doshi and Mrs. Leena Doshi and their relatives are deemed to be concerned or interested (financially or otherwise) in this resolution. None of the other Directors or key managerial personnel or their relatives is, in anyway, concerned or interested in the said resolution. The Board recommends the Resolution set out at Item no. 5 of the Notice for approval of the Members.

ITEM NO. 6

In order to achieve long term strategic and business objectives, the Board of Directors of the Company propose to increase the limits of borrowings under section 180 of the Companies Act, 2013 and the rules made thereunder; the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of borrowing is more than 100% of its paid up capital, free reserves and securities premium account.

Accordingly, the Board of Directors of the Company propose to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding INR 500,00,00,000 (Indian Rupees Five Hundred Crore Only) outstanding at any time notwithstanding that such borrowings are in excess of limits given under Section 180 of the Companies Act, 2013. The Directors therefore, recommend the Special Resolution for approval of the shareholders. None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

ITEM NO. 7

In order to achieve long term strategic and business objectives, the Board of Directors of the Company propose to make use of the same by making investment in other bodies corporate or granting loans, giving guarantee or providing security to other persons or other body corporate or as and when required. Pursuant to the provisions of section 186(3) of the Companies Act, 2013 and rules made thereunder, the Company needs to obtain prior approval of shareholders / members by way of special resolution passed at the General Meeting in case the amount of investment, loan, guarantee or security proposed to be made is more than the higher of sixty percent of the paid up share capital, free reserves and securities premium account or one hundred percent of free reserves and securities premium account.

Accordingly, the Board of Directors of the Company propose to obtain approval of shareholders by way of special resolution as contained in the notice of the Annual General Meeting for an amount not exceeding INR 100,00,00,000 (Indian Rupees One Hundred Crore Only) outstanding at any time notwithstanding that such investments, outstanding loans given or to be given and guarantees and security provided are in excess of the limits prescribed under Section 186 of the Companies Act, 2013. The Directors therefore, recommend the Special Resolution for approval of the shareholders. None of the Directors, Key Managerial Personnel of the Company or their relatives or any of other officials of the Company as contemplated in the provisions of Section 102 of the Companies Act, 2013 is, in any way, financially or otherwise, concerned or interested in the resolution.

By order of the Board of Directors

Date : August 12, 2019
Place : Mumbai

Vikram Doshi
Managing Director

Registered Office
2F Court Chambers, New Marine Lines 35,
Behind Income Tax Office, Churchgate, Mumbai 400 020
CIN: L29299MH1989PLC054224 | Phone: +91 22 2200 7001
Email: atcomcs@gmail.com | Website: www.atcomtech.co.in

Additional Information of Director recommended for appointment / re-appointment

(Pursuant to the Regulation 36(3) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015)

1. Mrs. Leena Doshi

Age	:	54 Years
Date of Appointment on the Board	:	April 8, 2019
Qualification	:	BA
Nature of Expertise in functional areas	:	Wide experience in the field of Human Resource
Terms and conditions of Appointment	:	Mrs. Leena Doshi was appointed as a Non-Executive Director, liable to retire by rotation
Shareholding in the Company as on March 31, 2019	:	NIL
Relationship with other Directors / Key Managerial Personnel	:	Spouse of Mr. Vikram Doshi and not related to any other Director / Key Managerial Personnel
Number of meetings of the Board attended during the year	:	1
Directorships of other Boards as on March 31, 2019	:	1. Vaarad Ventures Limited 2. Atco Water Technologies Limited 3. Varuna Drinking Water Solutions Limited 4. Geo Thermal Water Limited 5. Kimaya Shoppe Limited 6. Anew Electronic Industries Private Limited 7. Doshi Enterprises Private Limited 8. Print Superb Printers Private Limited 9. Covet Securities and Leasing Private Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2019	:	Audit Committee - Member of Vaarad Ventures Limited

2. Mr. Vikram Doshi

Age	:	60 Years
Date of Appointment on the Board	:	March 12, 2019
Qualification	:	B. Com
Nature of Expertise in functional areas	:	Wide experience in the field of Technology, finance and legal matters
Terms and conditions of Appointment	:	Mr. Vikram Doshi was appointed as a Managing Director, on terms and conditions mentioned in Item No. 4 of Explanatory Statements
Shareholding in the Company as on March 31, 2019	:	NIL
Relationship with other Directors / Key Managerial Personnel	:	Spouse of Mr. Vikram Doshi and not related to any other Director / Key Managerial Personnel
Number of meetings of the Board attended during the year	:	9
Directorships of other Boards as on March 31, 2019	:	1. Atco Water Technologies Limited 2. Kimaya Shoppe Limited 3. Atcomaart Services Limited 4. Print Superb Printers Private Limited 5. Atco Limited 6. Geo Thermal Water Limited 7. Doshi Enterprises Private Limited 8. Anewera Marketing Private Limited 9. Covet Securities and Leasing Private Limited 10. C2M Technologies India Limited
Membership/Chairmanship of Committees of other Boards as on March 31, 2019	:	NIL

By order of the Board of Directors

Date : August 12, 2019
Place : Mumbai

Vikram Doshi
Managing Director

Registered Office
2F Court Chambers, New Marine Lines 35,
Behind Income Tax Office, Churchgate, Mumbai 400 020
CIN: L29299MH1989PLC054224 | Phone: +91 22 2200 7001
Email: atcomcs@gmail.com | Website: www.atcomtech.co.in

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of “Two Steps” which are mentioned below:

Step 1 : Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>

Step 2 : Cast your vote electronically on NSDL e-Voting system.

Details on Step 1 is mentioned below:

How to Log-into NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholders’ section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.

Alternatively, if you are registered for NSDL eservices i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.

4. Your User ID details are given below :

Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID For example if your Beneficiary ID is 12***** then your user ID is 12*****

c) For Members holding shares in Physical Form.	<p>EVEN Number followed by Folio Number registered with the company</p> <p>For example if folio number is 001*** and EVEN is 101456 then user ID is 101456001***</p>
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5. Your password details are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the ‘initial password’ which was communicated to you. Once you retrieve your ‘initial password’, you need to enter the ‘initial password’ and the system will force you to change your password.
- c) How to retrieve your ‘initial password’?
 - (i) If your email ID is registered in your demat account or with the company, your ‘initial password’ is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your ‘User ID’ and your ‘initial password’.
 - (ii) If your email ID is not registered, your ‘initial password’ is communicated to you on your postal address.

6. If you are unable to retrieve or have not received the “ Initial password” or have forgotten your password:

- a) Click on “**Forgot User Details/Password?**”(If you are holding shares in your demat account with NSDL or CDSL) option available on www.evoting.nsdl.com.
- b) **Physical User Reset Password?**” (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.co.in mentioning your demat account number/folio number, your PAN, your name and your registered address.

7. After entering your password, tick on Agree to “Terms and Conditions” by selecting on the check box.
8. Now, you will have to click on “Login” button.
9. After you click on the “Login” button, Home page of e-Voting will open.

Details on Step 2 is given below:

How to cast your vote electronically on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
2. After click on Active Voting Cycles, you will be able to see all the companies “EVEN” in which you are holding shares and whose voting cycle is in active status.
3. Select “EVEN” of company for which you wish to cast your vote.
4. Now you are ready for e-Voting as the Voting page opens.
5. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on “Submit” and also “Confirm” when prompted.
6. Upon confirmation, the message “Vote cast successfully” will be displayed.
7. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
8. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [**kushlarawatcs@gmail.com**](mailto:kushlarawatcs@gmail.com) with a copy marked to evoting@nsdl.co.in.
2. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the “[Forgot User Details/Password?](#)” or “[Physical User Reset Password?](#)” option available on www.evoting.nsdl.com to reset the password.

3. 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 www.evoting.nsdl.com or call on toll free no.: 1800-222-990 or send a request at evoting@nsdl.co.in