



ATLANTA LIMITED

An ISO 9001:2015 Company

504, Samarpan, New Link Road, Chakala, Near Mirador Hotel,
Andheri (East), Mumbai- 400 099. INDIA
Phone : +91-22-28322715 (4 Lines)
E-Mail : mail@atlantainfra.com Website : www.atlantalimited.in
CIN : L64200MH1984PLC031852

NOTICE OF POSTAL BALLOT

Dear Member(s),

NOTICE is hereby given pursuant to Section 110 read with Section 108 of the Companies Act, 2013 ("**Act**") and other applicable provisions, if any, of the Act and Rule 20 and Rule 22 of the Companies (Management and Administration) Rules, 2014 ("**Rules**"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("**SEBI Listing Regulations**") and the Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("**SS-2**"), as amended from time to time, read with the General Circular No. 11/ 2022 dated December 28, 2022, read with Circular Nos. 14/2020 dated April 08, 2020, 17/2020 dated April 13, 2020, 22/2020 dated June 15, 2020, 33/2020 dated September 28, 2020, 39/2020 dated December 31, 2020, 10/2021 dated June 23, 2021, 20/2021 dated December 08, 2021 and 03/2022 dated May 05, 2022 issued by the Ministry of Corporate Affairs (the 'MCA Circulars'), the SBI Circular No. SEBI /HO/ CFD/ CMD1/ CIR/ P/ 2020/ 79 dated May 12, 2020 (the 'SEBI Circular'), that the resolutions seeking approval of members of Atlanta Limited ("**Company**") through Postal Ballot by voting through electronic means ("**remote e-voting**") only.

In compliance with the aforesaid MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories. The communication of assent or dissent of the Members would take place only through the remote e-voting system. If your e-mail address is not registered with the Company/Depositories, please follow the process provided in the Notes to receive this Postal Ballot Notice.

An explanatory statement pursuant to Sections 102, 110 and other applicable provisions, if any, of the Act, pertaining to the resolution setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice. The Board of Directors of your Company has appointed



Sanjay Dholakia & Associates as the Scrutinizer to conduct the Postal Ballot meeting through remote e-voting process in a fair and transparent manner.

The remote e-voting period commences from **9.00 a.m. (IST) on Monday, July 24, 2023**, and ends at **5.00 p.m. (IST) on Tuesday, August 22, 2023**. The Scrutinizer will submit his report to the Chairman of the Company, or any person authorized by him upon completion of the scrutiny of the votes cast through remote e-voting. The results of the Postal Ballot will be announced **Thursday, August 24, 2023**.

The said results along with the Scrutinizer's Report will be intimated to BSE Limited and National Stock Exchange of India Limited, where the Equity Shares of the Company are listed. The results will also be uploaded on the Company's website <https://atlantalimited.in/>.

SPECIAL BUSINESS:

1. APPOINTMENT OF MR. SAMIR OMPRAKASH DEGAN (DIN 00043450) AS A DIRECTOR AND RE-APPOINTMENT AS AN INDEPENDENT DIRECTOR FOR A SECOND CONSECUTIVE TERM OF FIVE YEARS.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

"RESOLVED THAT Mr. Samir Omprakash Degani (DIN 00043450), an existing Independent Director of the Company, who holds office up to May 30, 2023, was appointed as an Additional Director (Non-Executive, Independent) of the Company, with effect from June 01, 2023, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 ("Act") who is eligible for appointment and who has consented to act as a Director of the Company."

"RESOLVED FURTHER THAT pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"), as amended from time to time, the re-appointment of Mr. Samir Omprakash Degani (Din 00043450), who meets the criteria for



independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for re-appointment as a Non-Executive Independent Director of the Company for the second consecutive term of five years i.e. from June 01, 2023 up to May 30, 2028, and who would not be liable to retire by rotation, be and is hereby approved.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

2. APPOINTMENT OF MR. ANIL SUNDERRAO DIGHE (DIN 08148554) AS A DIRECTOR AND RE-APPOINTMENT AS AN INDEPENDENT DIRECTOR FOR A SECOND CONSECUTIVE TERM OF FIVE YEARS.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** Mr. Anil Sunderrao Dighe (DIN 08148554), an existing Independent Director of the Company, who holds office up to June 05, 2023, was appointed as an Additional Director (Non-Executive, Independent) of the Company, with effect from June 06, 2023, by the Board of Directors, based on the recommendation of the Nomination and Remuneration Committee in terms of Section 161 of the Companies Act, 2013 (“Act”) who is eligible for appointment and who has consented to act as a Director of the Company.”

“**RESOLVED FURTHER THAT** pursuant to the provisions of Sections 149, 150, 152 and other applicable provisions, if any, of the Act read with Schedule IV to the Act and the Companies (Appointment and Qualification of Directors) Rules, 2014, Regulation 17 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”), as amended from time to time, the re-appointment of Mr. Anil Sunderrao Dighe (DIN 08148554), who meets the criteria for independence as provided in Section 149(6) of the Act and Regulation 16(1)(b) of SEBI Listing Regulations and who has submitted a declaration to that effect, and who is eligible for re-appointment as a Non-Executive Independent Director of the Company for the second



consecutive term of five years i.e. from June 06, 2023 up to June 05, 2028, and who would not be liable to retire by rotation, be and is hereby approved.”

RESOLVED FURTHER THAT pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and the applicable provisions of the Companies Act, 2013 and relevant Rules framed thereunder (including any statutory modification(s) / amendment(s) / re-enactment(s) thereto), Mr. Anil S. Dighe [Director Identification Number (DIN): 08148554], Non-Executive Independent Director of the Company, and who have attained 75 years on October 27, 2021 and whose present term of office is for 5 (five) years, re-appointed with effect from June 06, 2023, requires approval of Members by way of Special Resolution for attaining more than 75 years of age, approval of the Members of the Company be and is hereby accorded to the continuation of directorship of Mr. Anil S. Dighe as a ‘Non-Executive Independent Director’ of the Company, to hold office for his remaining term of office with effect from June 06, 2023 up to June 05, 2028, not liable to retire by rotation.”

“**RESOLVED FURTHER THAT** the Board of Directors of the Company (which term shall be deemed to include any Committee of the Board constituted to exercise its powers, including the powers conferred by this Resolution) be and is hereby authorised to take all such steps as may be necessary, proper and expedient to give effect to this Resolution.”

3. TO CHANGE THE NAME OF THE COMPANY AND ALTERATION OF MEMORANDUM OF ASSOCIATION FOR CHANGE OF NAME OF THE COMPANY AND IN THIS REGARD.

To consider and, if thought fit, to pass the following resolution as a Special Resolution:

“**RESOLVED THAT** pursuant and subject to the provisions of Section 4(2) & (3), 13(2) of the Companies Act, 2013 read with Rules 8 and 29 of the Companies (Incorporation) Rules, 2014, and the provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, and other applicable provisions, if any, the consent of the shareholders be and is hereby accorded to change the name of the Company from **Atlanta Limited** to **Atlantaa Limited** - or any other name as may be approved by the registrar of companies (new name).



“RESOLVED FURTHER THAT Clause I of the Memorandum of Association of the Company be substituted by the following:

‘Clause I – The name of the Company is **Atlantaa Limited** - or any other name as may be approved by the registrar of companies (new name).

“RESOLVED FURTHER THAT pursuant to the provisions of Section 14 of the Companies Act, 2013 the Articles of Association of the Company be altered by deleting the existing name of the Company wherever appearing and substituting it with the new name of the Company.

“RESOLVED FURTHER THAT any Directors and the Company Secretary of the Company be and are hereby severally authorised on behalf of the Company to do all such acts, deeds, matters, things as deemed necessary and to sign and execute all necessary documents, applications and returns, e-forms and to take all such steps that may be required.”

NOTES:

1. The Explanatory Statement pursuant to the provisions of Sections 102 and 110 of the Act read with Rule 22 of the Rules stating material facts and reasons for the proposed resolution, is annexed hereto and forms part of this Notice.
2. The relevant details, pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India, in respect of Director seeking re-appointment as Non-Executive Independent Director are also annexed to this Notice.
3. In compliance with MCA Circulars, this Postal Ballot Notice is being sent only through electronic mode to those Members whose names appear in the Register of Members/List of Beneficial Owners as received from the Depositories/ Registrar and Transfer Agents (RTA) as on **Friday, July 14, 2023 (“Cut-off date”)** and whose e-mail addresses are registered with the Company/RTA/Depositories/Depository Participants or who will register their email address in accordance with the process outlined in this Notice.



If your e-mail address is not registered with the Company/RTA/Depositories/Depository Participants, you may register on or - **before 5:00 p.m. (IST) on Tuesday, August 10, 2023**, to receive this Postal Ballot Notice send a mail on cs@atlantainfra.com.

Members may note that this Postal Ballot Notice will also be available on the Company's website <https://atlantalimited.in/>.

websites of the Stock Exchanges where the equity shares of the Company are listed i.e. BSE Limited, www.bseindia.com and National Stock Exchange of India Limited, www.nseindia.com and on the website of CDSL, www.evotingindia.com

4. Relevant documents referred to in this Postal Ballot Notice and the Explanatory Statement are open for inspection by the Members at the registered Office of the Company during business hours on all working days, until the last date of remote e-voting.

5. The Special Resolution, if passed by requisite majority, will be deemed to have been passed on the last date of remote e-voting i.e. **Tuesday, August 22, 2023**.

THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- Step 1** : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in Demat mode.
- Step 2** : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in Demat mode.
- (i) The voting period begins on from **9.00 a.m. (IST) on Monday, July 24, 2023, and ends at 5.00 p.m. (IST) on Tuesday, August 22, 2023**. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) i.e., **14th July 2023**, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted will not allow to vote again.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242** dated **09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.



Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

(iv) In terms of SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	<ol style="list-style-type: none">1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsi website www.cdslindia.com and click on login icon & New System Myeasi Tab.2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access



	<p>the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3) If the user is not registered for Easi/Easiest, option to register is available at cdsi website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
<p>Individual Shareholders holding securities in demat mode with NSDL Depository</p>	<p>1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p> <p>2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDeAS "Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3) 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.</p>
<p>Individual Shareholders (holding securities in</p>	<p>You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after</p>



demat mode) login through their Depository Participants (DP)	successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.
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Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33
Individual Shareholders holding securities in Demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000

Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(v) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on "Shareholders" module.
- 3) Now enter your User ID
 - a. For CDSL: 16 digits beneficiary ID,
 - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,



c. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.

4) Next enter the Image Verification as displayed and Click on Login.

5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.

6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10-digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) <ul style="list-style-type: none"> Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. <ul style="list-style-type: none"> If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

(vi) After entering these details appropriately, click on "SUBMIT" tab.

(vii) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.

(viii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.

(ix) Click on the EVSN i.e. **230719006** for the relevant <ATLANTA LIMITED> on which you choose to vote.



- (x) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xi) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xii) After selecting the resolution, you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- (xiii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiv) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xv) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xvi) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvii) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
- Non-Individual shareholders (i.e., other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
 - The list of accounts linked in the login will be mapped automatically & can be delink in case of any wrong mapping.



- It is Mandatory that, a scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively Non Individual shareholders are required mandatory to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; cs@atlantainfra.com (designated email address by company) , if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. For Physical shareholders- please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33



EXPLANATORY STATEMENT

Pursuant to Sections 102 and 110 of the Companies Act, 2013 ("Act")

Item No 1.

The following statement sets out all material facts relating to the resolution to be passed as mentioned in the accompanying Notice.

Mr. Samir Omprakash Degan was appointed as a Non-Executive Independent Director of the Company, for a period of 5 (five) years, with effect from June 01, 2023 to May 30, 2028, in terms of the provisions of Section 149 of the Act and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("SEBI Listing Regulations"). Accordingly, the first term of five years of Mr. Samir Omprakash Degan, as a Non-Executive Independent Director of the Company, is due to expire on May 30, 2023.

Based on the skills, competence and expertise in understanding, of global business dynamics, appreciation of long-term trends, strategic choices and experience in guiding and leading management teams, developing governance practices, contribution in the Board and Committee meetings, performance evaluation, the Board, on the recommendation of the Nomination and Remuneration Committee, has determined that the re-appointment of Mr. Samir Omprakash Degan would be beneficial to the Company.

Accordingly, the Board of Directors, at their meeting held on May 22, 2023, appointed Mr. Samir Omprakash Degan as an Additional Director with effect from June 01, 2023, and recommend his re-appointment as a Non-Executive Independent Director for a second consecutive term from June 01, 2023 up to May 30, 2028, not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies



(Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Samir Omprakash Degan has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company. There is no inter-se relationship between him and any other member of the Board and other Key Managerial Personnel.

In the opinion of the Board, Mr. Samir Omprakash Degan is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the management of the Company.

Terms and Conditions of Appointment

1. Terms of Appointment: - Pursuant to the provisions of section 149 of the Companies Act, 2013 and other applicable provisions, Mr. Samir Omprakash Degan will Not liable to retire by rotation as per the provisions of the section 149(13) of the companies act, 2013.

2. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

3. Duties: - As per Schedule IV of the new Companies Act, 2013 prescribes certain duties of Independent Directors. - Independent director shall also comply with the duties provided under section 166 of the companies act, 2013.

3. Expectation of the Board from the appointed directors-



As a Non- Executive Independent Director, He is expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as enduring high standard of corporate governance.

4. Code of Business Ethics: -

The Board has put in place a Code of Business Ethics. An annual affirmation of Compliance is required to be provided by the Independent Directors on the same. The Policy of the code of conduct also posted on the website of the company.

5. Remuneration: -

Directors are entitled to a Sitting Fee for every meeting of the Board/ Committee of Board. The amount of sitting fess shall be as decided by the Board from time to time, as deemed fit; - The Board may also approve payment of a Commission with respect to the net profits of the Company, subject to necessary approvals. The Board may prescribe any further duties and responsibilities, including as per the provisions of the applicable regulations.



Brief profile of Mr. Samir Omprakash Degan is as follows:

Annexure A

Details of Director seeking re-appointment

(In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings)

Name	Mr. Samir Omprakash Degan
DIN	00043450
Date of Birth and Age	29.09.1962
Date of first appointment	01.06.2018
Qualifications	PHD, Organic Chemistry, University of Michigan, 1991
Expertise in specific functional areas	Past President of NACE International (2017 term), which is now the Association for Materials Protection and Performance (AMPP). Currently the Vice Chair of AMPP's Advocacy and Public Affairs program.
Terms and Conditions of re-appointment	Same as mentioned hereinabove
Details of Remuneration last drawn	NA
Details of Remuneration sought to be paid	NA
Number of Board meetings attended during the year (Financial Year 2022-23)	4
Directorships held in other companies	1) Atlanta Infra Assets Limited 2) MORA Tollways Limited 3) Atlanta Ropar Tollways Private Limited
Listed Entities from which he has resigned as Director in past 3 years:	He has not resigned from any Company as Director in past 3 years
Memberships / Chairmanships of committees of other companies	Atlanta Infra Assets Limited Audit Committee-Member MORA Tollways Limited



	Audit Committe-Member
Number of Equity Shares held in the Company	NIL
Relationship between Directors inter-se	None

Item No 2.

The following statement sets out all material facts relating to the resolution to be passed as mentioned in the accompanying Notice.

Mr. Anil S. Dighe is Bachelor of Architecture from Bombay University.

He has more than 55 years of experience and has been associated in the capacity as an Architect in the renowned projects like Walchandnagar House at Walchandnagar, Premal Udani, J.B. Mody – J.B. Chemicals, Reliance Auditorium at Hajira, CMA Office, Shapewell Industries, IDMA Office, Hotel at Lonavala – Avion group, to name a few.

He also holds professional memberships with Indian Institute of Architecture, Indian Institute of Interior Designers, Council of Architecture and advisory Board of SNTD – Interior Design etc

Mr. Anil Sunderrao Dighe was appointed as a Non-Executive Independent Director of the Company, for a period of 5 (five) years, with effect from June 05, 2023 to June 04, 2028, in terms of the provisions of Section 149 of the Act and Regulation 25 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“SEBI Listing Regulations”). Accordingly, the first term of five years of Mr. Anil Sunderrao Dighe, as a Non-Executive Independent Director of the Company, is due to expire on June 04, 2023.

As per Regulation 17 (1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), with effect from April 1, 2019, no listed company shall appoint or continue the directorship of a Non-Executive Director who has attained the age of 75 (Seventy-Five) years, unless a Special Resolution is passed to that effect and justification thereof is indicated in the explanatory statement annexed to the Notice for such appointment. Mr. Anil Dighe would be attaining the age of 75 years on October 27, 2021

Accordingly, the Board of Directors, at their meeting held on May 22, 2023, appointed Mr. Anil Sunderrao Dighe as an Additional Director with effect from June 06, 2023, and recommend his re-



appointment as a Non-Executive Independent Director for a second consecutive term from June 06, 2023 up to June 05, 2028, not liable to retire by rotation, subject to the approval of the Members by way of a Special Resolution.

The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies (Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

Mr. Anil Sunderrao Dighe has also confirmed that he is not disqualified from being appointed as Director, in terms of the provisions of Section 164 (2) of the Act and is not debarred to hold the office of a Director by virtue of any order passed by SEBI or any other authority and has given his consent to act as a Director of the Company. There is no inter-se relationship between him and any other member of the Board and other Key Managerial Personnel.

In the opinion of the Board, Mr. Anil Sunderrao Dighe is a person of integrity, fulfils the conditions specified in the Act and the Rules made thereunder read with the provisions of the Listing Regulations, each as amended, and is independent of the management of the Company.

Terms and Conditions of Appointment

1. Terms of Appointment: - Pursuant to the provisions of section 149 of the Companies Act, 2013 and other applicable provisions, Mr. Anil Sunderrao Dighe will Not liable to retire by rotation as per the provisions of the section 149(13) of the companies act, 2013.

2. The Company has received a declaration from him to the effect that he meets the criteria of independence as provided in Section 149(6) of the Act and Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations. In terms of Regulation 25(8) of SEBI Listing Regulations, he has confirmed that he is not aware of any circumstance or situation which exists or may be reasonably anticipated that could impair or impact his ability to discharge his duties. He has also confirmed that he is in compliance with Rules 6(1) and 6(2) of the Companies



(Appointment and Qualification of Directors) Rules, 2014, with respect to the registration with the data bank of Independent Directors maintained by the Indian Institute of Corporate Affairs.

3. Duties: - As per Schedule IV of the new Companies Act, 2013 prescribes certain duties of Independent Directors. - Independent director shall also comply with the duties provided under section 166 of the companies act, 2013.

3. Expectation of the Board from the appointed directors-

As a Non- Executive Independent Director, He is expected to bring objectivity and independence of view to the Board's discussions and to help provide the Board with effective leadership in relation to the Company's strategy, performance, and risk management as well as enduring high standard of corporate governance.

4. Code of Business Ethics: -

The Board has put in place a Code of Business Ethics. An annual affirmation of Compliance is required to be provided by the Independent Directors on the same. The Policy of the code of conduct also posted on the website of the company.

5. Remuneration: -

Directors are entitled to a Sitting Fee for every meeting of the Board/ Committee of Board. The amount of sitting fess shall be as decided by the Board from time to time, as deemed fit; - The Board may also approve payment of a Commission with respect to the net profits of the Company, subject to necessary approvals. The Board may prescribe any further duties and responsibilities, including as per the provisions of the applicable regulations.



Brief profile of Mr. Anil Sunderrao Dighe is as follows:

Annexure B

Details of Director seeking re-appointment

(In pursuance of Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard - 2 on General Meetings)

Name	Mr. Anil Sunderrao Dighe
DIN	08148554
Date of Birth and Age	27/10/1946
Date of first appointment	05 June 2018
Qualifications	Bachelor of Architecture from Bombay University
Expertise in specific functional areas	Has more than 55 years of experience and has been associated in the capacity as an Architect in the renowned projects like Walchandnagar House at Walchandnagar, Premal Udani, J.B. Mody - J.B. Chemicals, Reliance Auditorium at Hajira, CMA Office, Shapewell Industries, IDMA Office, Hotel at Lonavala - Avion group, to name a few. He also holds professional memberships with Indian Institute of Architecture, Indian Institute of Interior Designers, Council of Architecture and advisory Board of SNTD - Interior Design etc.
Terms and Conditions of re-appointment	As Mentioned above
Details of Remuneration last drawn	NA
Details of Remuneration sought to be paid	NA
Number of Board meetings attended during the year (Financial Year 2022-23)	4
Directorships held in other companies	1) Atlanta Infra Assets Limited 2) MORA Tollways Limited



	3) Atlanta Ropar Tollways Private Limited
Listed Entities from which he has resigned as Director in past 3 years:	He has not resigned from any Company as Director in past 3 years
Memberships / Chairmanships of committees of other Companies	Atlanta Infra Assets Limited Audit Committee-Member MORA Tollways Limited Audit Committee-Member
Number of Equity Shares held in the Company	NIL
Relationship between Directors inter-se	None

Item No. 3.

Atlanta Limited (the Company) is incorporated on 21st January 1984, the Company is in business of construction for more than 38 years. The Management of the Company intends to change the name of the Company from **ATLANTA LIMITED** to **ATLANTAA LIMITED** according to numerology, Subject to necessary regulatory approval and compliance.

The Company is adding one Alphabet in its existing name, the proposed name that is Atlantaa Limited does not reflect any new specific business activity or new business activity therefore clause 45 (1) (b) and 45 (1) (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time and time are not applicable.

The Board of Directors, at its meeting held on 22nd May 2023, decided to change the name of the Company subject to necessary statutory approvals.

Pursuant to the provisions of the Companies Act, 2013 and rules made thereunder, for effecting the change in name of the Company and consequential alteration in the Memorandum and the Articles of Association of the Company, it is necessary to obtain approval of the shareholders by way of a Special Resolution.

The proposed change in name of the Company would not result in change of the legal status or constitution or operations or activities of the Company, nor would it affect any rights or obligations of the Company or the Members / stakeholders. The Board of Directors is of the opinion that the proposed change of name is in the interest of the Company.



The Company has complied with Regulation 45(1) of SEBI (Listing Obligations and Disclosure) Requirements, 2015, to the extent they are applicable.

Following Certificate are attached along with notice -

1. **Annexure C** - Certificate from Practicing Chartered Accountant pursuant to Regulation 45(1) of SEBI (LODR), Regulations, 2015
2. **Annexure D** - Declaration of Chairman of Atlanta Limited
3. **Annexure E** - Certificate from Practicing Chartered Accountant
4. **Annexure F** - Declaration of Company Secretary of Atlanta Limited

Directors, Key Managerial Personnel of the Company and any of their relatives are not in any way, concerned or interested in the resolution, except to the extent of shares in the company that may be held by them or their relatives or any entity in which they may be deemed to be concerned or interested.

The Board recommends the Special Resolution set out at Item No. 3 of this Notice for approval of the shareholders.

FOR ATLANTA LIMITED

PRATHMESH GAONKAR

COMPANY SECRETARY & COMPLIANCE OFFICER

DATE: 21st July, 2023





SURESH C. MANIAR & CO.
CHARTERED ACCOUNTANTS

SURESH C. MANIAR B.Com. (Hons), LL.B., F.C.A.
24156046 (R) / 9821071379 (M)

KAMLESH V. SHETH B.Com. (Hons), F.C.A.
26188532 (R) / 9820121952 (M)

**C/305, Eastern Court,
Parleshwar Road,
Opp. Vile Parle Station (East),
Vile Parle (East),
Mumbai – 400 057.**
Email : scmcoca@gmail.com
scmcoca@rediffmail.com

Annexure C to the explanatory statement of Postal Ballot Notice
Certificate from Chartered Accountant pursuant to Regulation 45(1) of SEBI (LODR),
Regulations, 2015

To,

The Board of Directors of Atlanta Limited
504, Samarpan Complex, New Link Road Chakala,
Near Mirador Hotel, Andheri (East) Mumbai-400099.

I, SURESH C. MANIAR, Practising Chartered Accountant, have verified the relevant records and documents of Atlanta Limited (the Company) with respect to the proposed change of name by the Company from Atlanta Limited to Atlanta Limited or any other name as may be approved by the Registrar of Companies pursuant to the applicable provisions of the Companies Act 2013 read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and I hereby certify in respect of the proposed change of name of the Company that:

a. The Company has not changed its name since year 2004. This is in compliance with the Regulation which requires a time period of at least one year from the last change of name. Details of change in name are as under.

Existing Name	New Name	Year in which certificate of incorporation issued by ROC.
Atlanta Infrastructure Limited	Atlanta Limited	2004
Atlanta Construction Company (India) Limited	Atlanta Infrastructure Limited	2001

b. As Company is adding one Alphabet in its existing name, the propose name that is Atlanta Limited does not reflect any new specific business activity therefore clause 45 (1) (b) and 45 (1) (c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time are not applicable. Clause 45(1) (b) and 45 (1) (c) are as below.

i. Clause 45(1)(b) -

At least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name. - **Not applicable.**



ATLANTA LIMITED

An ISO 9001:2015 Company

504, Samarpan, New Link Road, Chakala, Near Mirador Hotel,
Andheri (East), Mumbai- 400 099. INDIA

Phone : +91-22-28322715 (4 Lines)

E-Mail : mail@atlantainfra.com Website : www.atlantalimited.in

CIN : L64200MH1984PLC031852

Annexure D

Declaration of Chairman of Atlanta Limited

To,

The Board of Directors of Atlanta Limited

504, Samarpan Complex, New Link Road Chakala,

Near Mirador Hotel, Andheri (East) Mumbai-400099.

I, Rajhoo A Bbarot, Chairman of Atlanta Limited, have verified the relevant records and documents of Atlanta Limited (the Company) with respect to the proposed change of name by the Company from Atlanta Limited to Atlantaa Limited or any other name as may be approved by the Registrar of Companies pursuant to the applicable provisions of the Companies Act 2013 read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time and time and I hereby certify in respect of the proposed change of name of the Company that:

a. The Company has not changed its name since year 2004. This is in compliance with the Regulation which requires a time period of at least one year from the last change of name. Details of change in name are as under.

Existing Name	New Name	Year in which certificate of incorporation issued by ROC.
Atlanta Infrastructure Limited	Atlanta Limited	2004
Atlanta Construction Company (India) Limited	Atlanta Infrastructure Limited	2001

b. As Company is adding one Alphabet in its existing name, the proposed name that is Atlantaa Limited does not reflect any new specific business activity therefore clause 45 (1) (b) and 45 (1) (c) of the



Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time and time are not applicable. Clause 45(1) (b) and 45 (1) (c) are as below.

i. Clause 45(1)(b) -

At least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name. - **Not applicable.**

ii. Clause 45(1)(c) -

The amount invested in the new activity/project is at least fifty percent. of the assets of the listed entity:

Provided that if any listed entity has changed its activities which are not reflected in its name, it shall change its name in line with its activities within a period of six months from the change of activities in compliance of provisions as applicable to change of name prescribed under Companies Act, 2013.

Explanation. - For the purpose of above regulations, -

(i) 'assets' of the listed entity means the sum of fixed assets, advances, works in Progress / Inventories, investments, trade receivables, cash & cash equivalents;

(ii) 'advances' shall include only those amounts extended to contractors and suppliers towards execution of project, specific to new activity as reflected in the new name. - **Not applicable.**

FOR ATLANTA LIMITED

RAJHOO A BBAROT

CHAIRMAN

DIN - 00038219

DATE:

PLACE: MUMBAI





SURESH C. MANIAR & CO.
CHARTERED ACCOUNTANTS

SURESH C. MANIAR B.Com. (Hons), LL.B., F.C.A.
24156046 (R) / 9821071379 (M)

KAMLESH V. SHETH B.Com. (Hons), F.C.A.
26188532 (R) / 9820121952 (M)

**C/305, Eastern Court,
Parleshwar Road,
Opp. Vile Parle Station (East),
Vile Parle (East),
Mumbai – 400 057.**
Email : scmcoca@gmail.com
scmcoca@rediffmail.com

Annexure E

Certificate from Practicing Chartered Accountant

To,

The Board of Directors of Atlanta Limited
504, Samarpan Complex, New Link Road Chakala,
Near Mirador Hotel, Andheri (East) Mumbai-400099.

I, SURESH C. MANIAR, Practicing Chartered Accountant, have verified the relevant records and documents of Atlanta Limited (the Company) with respect to the proposed change of name by the Company from Atlanta Limited to Atlanta Limited or any other name as may be approved by the Registrar of Companies pursuant to the applicable provisions of the Companies Act 2013 read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time to time and I hereby certify in respect of the proposed change of name of the Company that:

A. As Company is adding one Alphabet in its existing name, the propose name that is Atlanta Limited does not reflect any new specific business activity therefore I hereby state that as Company is not Changning its main business or any activity following provision or requirement is not applicable to the Company -

1. Details of 50% of the total revenue in the preceding 1-year period has been from the activity suggested by the new name of the Company – **Not Applicable**

From 1 st July 2022 to 30 th September 2022 (Please consider last four quarters)	Amount (Rs. In lakhs)
Income from prior business activity - _____ (please specify name of the activity)	Not applicable
Income from new business activity - _____ (please specify name of the activity)	Not applicable



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E-Mail : mail@atlantainfra.com Website : www.atlantalimited.in
CIN : L64200MH1984PLC031852

Annexure F

Declaration of Company Secretary of Atlanta Limited

To,

The Board of Directors of Atlanta Limited
504, Samarpan Complex, New Link Road Chakala,
Near Mirador Hotel, Andheri (East) Mumbai-400099.

I, Prathmesh Gaonkar, Company Secretary of Atlanta Limited, have verified the relevant records and documents of Atlanta Limited (the Company) with respect to the proposed change of name by the Company from Atlanta Limited to Atlantaa Limited or any other name as may be approved by the Registrar of Companies pursuant to the applicable provisions of the Companies Act 2013 read with Rules made thereunder and the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time and time and I hereby certify in respect of the proposed change of name of the Company that:

a. The Company has not changed its name since year 2004. This is in compliance with the Regulation which requires a time period of at least one year from the last change of name. Details of change in name are as under.

Existing Name	New Name	Year in which certificate of incorporation issued by ROC.
Atlanta Infrastructure Limited	Atlanta Limited	2004
Atlanta Construction Company (India) Limited	Atlanta Infrastructure Limited	2001

b. As Company is adding one Alphabet in its existing name, the proposed name that is Atlantaa Limited does not reflect any new specific business activity therefore clause 45 (1) (b) and 45 (1)



(c) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended from time and time are not applicable. Clause 45(1) (b) and 45 (1) (c) are as below.

i. Clause 45(1)(b) -

At least fifty percent of the total revenue in the preceding one-year period has been accounted for by the new activity suggested by the new name. - **Not applicable.**

ii. Clause 45(1)(c) -

The amount invested in the new activity/project is at least fifty percent. of the assets of the listed entity:

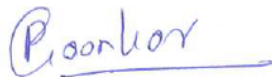
Provided that if any listed entity has changed its activities which are not reflected in its name, it shall change its name in line with its activities within a period of six months from the change of activities in compliance of provisions as applicable to change of name prescribed under Companies Act, 2013.

Explanation. - For the purpose of above regulations, -

(i) 'assets' of the listed entity means the sum of fixed assets, advances, works in Progress / Inventories, investments, trade receivables, cash & cash equivalents;

(ii) 'advances' shall include only those amounts extended to contractors and suppliers towards execution of project, specific to new activity as reflected in the new name. - **Not applicable.**

FOR ATLANTA LIMITED



PRATHMESH GAONKAR

COMPANY SECRETARY & COMPLIANCE OFFICER

DATE:

PLACE: MUMBAI

