



Atlanta Limited

Registered Office: 101, Shree Amba Shanti Chambers, Opposite Hotel Leela,
Andheri - Kurla Road, Andheri (E), Mumbai - 400 059

NOTICE

Notice is hereby given that an Extraordinary General Meeting of the Company will be held on Monday, August 12, 2013 at 11.00 a.m. at the Registered Office of the Company at 101, Shree Amba Shanti Chambers, Opposite Hotel Leela, Andheri-Kurla Road, Andheri (E), Mumbai - 400 059, to transact the following business:

SPECIAL BUSINESS:

Item No. 1

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

“RESOLVED THAT M/s. Yardi Prabhu & Associates, Chartered Accountants, Mumbai (FRN No. 111727W) be and are hereby appointed as the Statutory Auditor of the Company in place of M/s. Suresh C. Maniar & Co., Chartered Accountants, Mumbai and shall hold the office from the date of this Meeting till the conclusion of the next Annual General Meeting of the Company on such remuneration as may be decided by the Board of Directors.”

Item No. 2

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 198, 269, 309, Schedule XIII and other applicable provisions, if any, of the Companies Act, 1956 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and subject to such consent(s), permission(s) and approval(s) as may be necessary in this regard and subject to such conditions as may be imposed by any authority while granting such consent(s), permission(s) and approval(s) and as are agreed to by the Board of Directors (hereinafter referred to as the Board, which term shall unless repugnant to the context or meaning thereof, be deemed to include any committee thereof and any person authorised by the Board in this behalf), approval of the members of the Company be and is hereby accorded for change in designation of Mr. Rikiin Bbarot from Executive Director to Joint Managing Director of the Company with effect from July 18, 2013 and he shall hold the office of Joint Managing Director for his remaining tenure on the same terms and conditions and for remuneration as approved by the members at their meeting held on September 28, 2011.

RESOLVED FURTHER THAT the Directors and Company Secretary of the Company be and are hereby severally authorised to give necessary intimation, execute, sign and modify and file necessary forms including by electronic filing with the Registrar of Companies and to do all such acts, deeds and things as may be deemed necessary to give effect to this resolution.”

For Atlanta Limited

Date : July 18, 2013

Place : Mumbai

**Rajhoo Bbarot
Managing Director**

Registered Office:

101, Shree Amba Shanti Chambers,
Opposite Hotel Leela,
Andheri - Kurla Road,
Andheri (E), Mumbai - 400 059

Notes:

- 1. A MEMBER ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON A POLL INSTEAD OF HIMSELF 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 MEETING.**
2. Corporate members intending to send their authorised representatives to attend the Meeting are requested to send to the Company a certified copy of the Board Resolution authorising their representative to attend and vote on their behalf at the Meeting.
3. Members are requested to bring their duly filled attendance slip attached herewith to attend the Meeting.
4. 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.
5. Atlanta is concerned about the environment and utilizes natural resources in a sustainable way. Recently, the Ministry of Corporate Affairs (MCA), Government of India, through its Circular Nos. 17 / 2011 and 18 / 2011, dated April 21, 2011 and April 29, 2011 respectively, permitted companies to send official documents to their shareholders electronically as part of its green initiatives in corporate governance. Recognizing the spirit of the circular issued by the MCA, we have commenced sending documents like the Notice convening the general meetings, Financial Statements, Directors' Report, Auditors' Report, etc., to the email address provided by you with your depositories.

We request you to update your email address with your depository participant to ensure that the annual report and other documents reach you on your preferred email account.

EXPLANATORY STATEMENT PURSUANT TO SECTION 173 (2) OF THE COMPANIES ACT, 1956

In respect of Item No. 1

Clause 139 (2) of the proposed Companies Bill, 2012 states that;

No listed Company or a Company belonging to such class or classes of companies as may be prescribed, shall appoint or re-appoint—

- (a) an individual as auditor for more than one term of five consecutive years; and*
- (b) an audit firm as auditor for more than two terms of five consecutive years: Provided that—*
 - (i) an individual auditor who has completed his term under clause (a) shall not be eligible for re-appointment as auditor in the same company for five years from the completion of his term;*
 - (ii) an audit firm which has completed its term under clause (b), shall not be eligible for re-appointment as auditor in the same company for five years from the completion of such term.*

Pursuant to the abovementioned provision of the proposed Companies Bill, 2012 (passed by the Loksabha), M/s. Suresh C. Maniar & Co., the existing Statutory Auditor of the Company have conveyed their unwillingness to continue as Statutory Auditor of the Company.

Further, pursuant to the provisions of section 224(6) of the Companies Act, 1956

- (a) the Board may fill any casual vacancy in the office of an auditor; but while any such vacancy continues, the remaining auditor or auditors, if any, may act:*

Provided that where such vacancy is caused by the resignation of an auditor, the vacancy shall only be filled by the company in general meeting.

- (b) Any auditor appointed in a casual vacancy shall hold office until the conclusion of the next annual general meeting.*

The Audit Committee and Board of Directors of the Company at their meeting held on July 18, 2013 has recommended the appointment of M/s. Yardi Prabhu & Associates, Chartered Accountants, Mumbai as new Statutory Auditor of the Company, who shall hold the office from the date of this meeting till the conclusion of the next Annual General Meeting of the Company.

The Company has received a consent letter from M/s. Yardi Prabhu & Associates, Chartered Accountants, Mumbai stating that their appointment if made, would be in accordance with the limits specified in Sub-section (1B) of Section 224 of the Companies Act, 1956 and confirming that they are not disqualified within the meaning of Sub-sections (3) and (4) of Section 226 of the Companies Act, 1956.

The proposal under item no.1 is keeping in view the above referred provisions of proposed Companies Bill, 2012 and in line with good Corporate Governance, your Directors recommend the Ordinary Resolution for your approval.

Relevant documents referred in this item shall be open for inspection to the members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days except Saturdays and Sundays up to the date of the meeting.

None of the Directors of the Company are concerned or interested in the said Resolution.

In respect of Item No. 2

Considering the increased administrative activities accelerating with the expansion of business, the Board of Directors of the Company has proposed to entrust Mr. Rikiin Bbarot with greater role and responsibilities by elevating him as Joint Managing Director of the Company.

Mr. Rikiin Bbarot was re-appointed as an Executive Director of the Company for a further period of 5 years with effect from January 01, 2011 at the meeting of the members of the Company held on September 28, 2011 for remuneration as approved by them thereat.

The Board of Directors at their meeting held on July 18, 2013 has recommended to change the designation of Mr. Rikiin Bbarot from Executive Director to Joint Managing Director of the Company w.e.f. July 18, 2013 and he shall hold the office for his remaining tenure on the same terms, conditions and for remuneration as approved by the members at their meeting held on September 28, 2011.

Mr. Rikiin Bbarot holds a Bachelor's degree in Commerce from Commercial University, Delhi, Diploma in Civil Engineering and Diploma in Business Management in Family Managed Business from S. P. Jain Institute of Management and Research. He has an experience of 14 years in the industry and has attained firsthand experience in implanting modern technology construction in multi-facilitate projects with different logistics. He has been instrumental in developing and implementing 'Sitrep system' resulting in improved productivity and better equipment utilization.

This may also be regarded as an abstract of the terms of contract for change in designation of Mr. Rikiin Bbarot and Memorandum of Interest under Section 302 the Companies Act, 1956.

The Board accordingly recommends this Ordinary Resolution for your approval.

Relevant documents referred in this item shall be open for inspection to the members at the Registered Office of the Company between 11.00 a.m. to 1.00 p.m. on all working days except Saturdays and Sundays up to the date of the meeting.

None of the Directors of the Company except Mr. Rikiin Bbarot and Mr. Rajhoo Bbarot, are concerned or interested in the proposed resolution.

For Atlanta Limited

Date : July 18, 2013

Place : Mumbai

**Rajhoo Bbarot
Managing Director**

Registered Office:

101, Shree Amba Shanti Chambers,
Opposite Hotel Leela,
Andheri - Kurla Road,
Andheri (E), Mumbai - 400 059

ATLANTA LIMITED

Regd. Office: 101, Shree Amba Shanti Chambers, Opposite Hotel Leela, Andheri-Kurla Road,
Andheri (East), Mumbai 400 059.

ATTENDANCE SLIP

PLEASE FILL ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL

DP Id*	
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Master Folio No.	
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Client Id*	
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No. of Shares	
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NAME AND ADDRESS OF THE SHAREHOLDER

I hereby record my presence at the **EXTRAORDINARY GENERAL MEETING** of the Company held on Monday, August 12, 2013 at 11.00 a.m. at 101, Shree Amba Shanti Chambers, Opposite Hotel Leela, Andheri-Kurla Road, Andheri (East), Mumbai 400 059.

Signature of Shareholder / Proxy

*Applicable for investors holding shares in electronic form.

PROXY FORM

ATLANTA LIMITED

Regd. Office: 101, Shree Amba Shanti Chambers, Opposite Hotel Leela, Andheri-Kurla Road,
Andheri (East), Mumbai 400 059.

DP Id*	
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Client Id*	
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Master Folio No.	
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*Applicable for investors holding shares in electronic form.

I/We..... ofbeing a member/ members
of ATLANTA LIMITED hereby appoint.....
.....ofor failing him
.....of

as my/our proxy to vote for me/us and on my/our behalf at the **Extraordinary General Meeting** of the Company to be held on Monday, August 12, 2013 at 11.00 a.m. and at any adjournment thereof.

Signed this..... day of 2013

Notes:

- (1) The Proxy, to be valid, should be deposited at the Registered Office of the Company at 101, Shree Amba Shanti Chambers, Opposite Hotel Leela, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059, not less than 48 hours before the time fixed for holding the meeting or adjourned meeting.
- (2) A Proxy need not be a member of the Company.

Signature

Affix a 15 paise Revenue Stamp

BOOK POST

If undelivered, please return to :

Atlanta Limited

Registered Office: 101, Shree Amba Shanti Chambers,
Opposite Hotel Leela, Andheri-Kurla Road,
Andheri (E), Mumbai - 400 059