

# **ATN**

**INTERNATIONAL LIMITED**



**Annual Report**  
**2011 - 2012**

# **ATN INTERNATIONAL LIMITED**

## **TWENTY-EIGHTH ANNUAL REPORT 2011 - 2012**

### **Board of Directors**

MR. SANTOSH KUMAR JAIN - Managing Director  
MR. TARAK NATH DUTTA  
MR. HARI RAM AGARWAL

### **Company Secretary**

MRS. MANISHA LATH

### **Auditors**

SHAMBHU KEDIA & CO.  
Chartered Accountants

### **Solicitors**

L. P. TIWARI & COMPANY, Advocates

### **Registered Office**

10, Princep Street, 2nd Floor  
Kolkata - 700 072

Phone : 91-33-4002 2880

Fax : 91-33-2237 9053

E-mail : [info@atninternational.co.in](mailto:info@atninternational.co.in)

Website : [www.atninternational.co.in](http://www.atninternational.co.in)

### **Bankers**

Canara Bank  
HDFC Bank

### **Registrars & Share Transfer Agents**

Maheshwari Datamatics Pvt. Ltd.  
6, Mangoe Lane, Kolkata-700 001  
Phone : (033) 2243-5029 / 5809  
Fax : (033) 2248-4787

# ATN INTERNATIONAL LIMITED

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE** is hereby given that the Twenty-Eighth Annual General Meeting of the Members of **ATN International Limited** will be held at the Rotary Sadan, 94/2, Chowringhee Road, Kolkata - 700 020 on Thursday, 27th September, 2012 at 11.00 a.m. to transact the following business :-

### **ORDINARY BUSINESS**

1. To receive, consider and adopt the Audited Balance Sheet as at 31st March, 2012 and Statement of Profit & Loss for the year ended on that date together with the Reports of the Directors and Auditors thereon.
2. To appoint a Director in place of Shri Hari Ram Agarwal, who retires by rotation and being eligible, offers himself for re-appointment.
3. To appoint M/s. Shambhu Kedia & Co., Chartered Accountants, the retiring Auditors of the Company, as Auditors, who shall hold office from the conclusion of this Annual General Meeting, until the conclusion of the next Annual General Meeting of the Company and to fix their remuneration.

#### **Registered Office :**

10, Princep Street,  
2nd Floor,  
Kolkata – 700 072

Date : 28th May, 2012

*By Order of the Board*  
**For ATN International Limited**

**Manisha Lath**  
*Company Secretary*

## ATN INTERNATIONAL LIMITED

### NOTES :

1. A Member entitled to attend and vote at the Annual General Meeting may appoint a proxy to attend and vote instead of himself/herself and the proxy need not be a Member of the Company. Proxies, in order to be effective, must be received at the Registered Office of the Company at 10, Princep Street, 2nd Floor, Kolkata - 700 072, not less than forty-eight hours before the commencement of the Annual General Meeting.
2. Members/proxies should bring duly filled Attendance Slips along with copy of the Annual Report & Accounts to the Annual General Meeting.
3. Corporate members are requested to send to the Company's head Office a duly certified copy of the Board Resolution authorizing their representatives to attend and vote at the AGM.
4. The Register of Members and Share Transfer Books of the Company will remain closed from Thursday, 20th September, 2012 to Thursday, 27th September, 2012 (both days inclusive).
5. Brief Profile of the Director seeking re-appointment at the ensuing AGM is annexed hereto in compliance of Clause 49 of the Listing Agreement with Stock Exchange.
6. Members are requested to notify immediately any change in their addresses to the Registrar and Share Transfer Agent, Maheshwari Datamatics Private Limited of 6, Mangoe Lane, 2nd Floor, Kolkata - 700 001.
7. Members seeking any information with regard to the Accounts are requested to write to the Company at an early date so as to enable the management to keep the information ready.
8. Members are requested to quote the Folio No. or Client Id. And DP Id numbers in all communications with the Company.

# ATN INTERNATIONAL LIMITED

## ***Directors' Report***

### **Dear Shareholders**

Your Directors have pleasure in presenting the Twenty-Eighth Annual Report of the Company together with the Audited Accounts for the year ended 31st March, 2012.

### **1. FINANCIAL HIGHLIGHTS**

The working results of the Company for the year under review are given below :

	<b>Year ended 31.03.2012 (Rs.)</b>	<b>Year ended 31.03.2011 (Rs.)</b>
<b>Profit/(Loss) Before Exceptional, Extraordinary Items and tax</b>	(9,053,350)	(10,645,269)
Less: Exceptional Items	10	69,216
<b>Profit before Extraordinary Items and Tax</b>	(9,053,360)	(10,714,485)
Extraordinary Items	2,554,565	1,500,000
<b>Profit before tax</b>	(11,607,925)	(12,214,485)
Tax expenses- Deferred Tax	(1,085,369)	(3,241,329)
<b>Profit/(Loss) for the period</b>	<b>(10,522,556)</b>	<b>(8,973,156)</b>

### **2. DIVIDEND**

To conserve the resources of the Company for future expansion, the Board have decided not to recommend any dividend for the year under review.

### **3. PERFORMANCE REVIEW**

The performance of the Company during the current year has not improved in comparison to previous year due to several reasons. Your Directors are making all efforts to improve the performance of the Company further in future.

### **4. LISTING OF EQUITY SHARES**

The Equity Shares of your Company are presently listed on three Indian Stock Exchanges viz. National Stock Exchange (NSE), Bombay Stock Exchange (BSE) and Calcutta Stock Exchange (CSE).

Company's shares are not traded in material volumes at stock exchanges other than NSE and BSE. NSE and BSE account for more than 95% of the traded volumes of the Company's shares and have extensive networking of trading terminals, which facilitates trading by Members/Investors.

Listing fees for the financial year 2011-12 have been paid to NSE, BSE and CSE.

## ATN INTERNATIONAL LIMITED

### 5. FIXED DEPOSITS

The Company has deposited the amount of outstanding matured deposits in a separate account in terms of Company Law Board order dated 25th August, 2005 to secure the depositors. The outstanding matured deposits as on 31st March, 2012 was Rs. 4,21,000/- due to 31 no. of deposit holders.

During the year under review, your Company has not accepted any deposits within the meaning of Section 58A of the Companies Act, 1956 and the Rules made there under.

### 6. DIRECTORS

#### (i) Re-appointment :

As per the provisions of the Article of Association of the Company, Shri Hari Ram Agarwal, retires by rotation and being eligible offers himself for re-appointment. The Board recommends his re-appointment for consideration of the shareholders.

### 7. DIRECTOR'S RESPONSIBILITY STATEMENT

Pursuant to the requirement under Section 217(2AA) of the Companies Act, 1956, with respect to Directors Responsibility Statement, it is hereby confirmed :

- a. That in the preparation of the accounts for the financial year ended 31st March, 2012, the applicable accounting standards have been followed along with the proper explanation relating to material departures;
- b. That the Directors have selected such accounting policies and applied them consistently and made judgments and estimates that were reasonable and prudent so as to give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit of the Company for the year under review;
- c. That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Companies Act, 1956, for safeguarding the assets of the Company and for preventing and detecting fraud and other irregularities;
- d. That the Directors have prepared the annual accounts for the financial year ended 31st March, 2012 on a going concern basis.

### 8. AUDITORS' REPORT

All the items on which the Auditors have commented in their report have been explained in Schedule -20 of Notes on Accounts.

### 9. AUDITORS

Messrs. Shambhu Kedia & Co., Chartered Accountants, Auditors of the Company, retire at the conclusion of the forthcoming Annual General Meeting and have consented to continue in office, if appointed. They have confirmed that their appointment, if made, will be in accordance with the limits specified in Section 224(1B) of the Companies Act, 1956.

# ATN INTERNATIONAL LIMITED

## 10. EMPLOYEES

None of the employees were in receipt of remuneration in excess of the limits specified under Section 217(2A) of the Companies Act, 1956 read along with Companies (Particulars of Employees) Rules, 1975.

## 11. STATUTORY INFORMATION

The Company being basically in the financial sector, requirement regarding the disclosure of particulars of conservation of energy and technology absorption prescribed by the rules is not applicable.

## 12. FOREIGN EXCHANGE

The Company had no foreign exchange inflow or outflow during the year under review.

## 13. CORPORATE GOVERNANCE

As per the Listing Agreement with the Stock Exchanges, the Company has implemented the Code on Corporate Governance. The Corporate Governance compliance certificate obtained from the Auditors of the Company is attached to this report.

The Management Discussion and Analysis Report and the Report on Corporate Governance are given in the annexure attached to this report. The Board members and Senior management personnel have confirmed compliance with the Code of conduct .

## 14. EMPLOYER EMPLOYEE RELATIONSHIP

The Company has maintained a cordial relationship with its employees, which resulted in smooth flow of business operations during the year under review.

## 15. ACKNOWLEDGEMENTS

Your Directors acknowledge the support and owe a debt of gratitude to the Shareholders, Investors & Bankers. Your Directors are also thankful to its clients for their continued faith and support reposed in them. Last but not the least, your Directors' place on record their sense of appreciation for the valuable contribution made by the employees of the Company.

### **Registered Office :**

10, Princep Street,  
2nd Floor,  
Kolkata – 700 072

Date : 28th May, 2012

On behalf of the Board of Directors  
For **ATN International Limited**

**Santosh Kumar Jain**  
Managing Director

**Tarak Nath Dutta**  
Director

# ATN INTERNATIONAL LIMITED

## REPORT ON CORPORATE GOVERNANCE

The Company's shares are listed in National Stock Exchange, Bombay Stock Exchange and Calcutta Stock Exchange. Accordingly, the Corporate Governance Report for the year 2011-2012, has been prepared as per the guidelines issued by SEBI and incorporated in Clause 49 of the Equity Listing Agreement :-

### Para 1. CORPORATE GOVERNANCE PHILOSOPHY

Effective Corporate Governance is how an organisation is managed, which includes its culture, structure, policies and manner in which it deals with its stakeholders and not just mere compliance. It also relates to processes and systems that direct the resources of the organization and strategies of the management for maximizing the wealth of the stakeholders. Your Company firmly believes that such practices are founded upon the core values of transparency, accountability, independence, responsibility and fairness.

Your Company makes best endeavor to implement these core values in all facets of its operations. The Company continues to follow procedures and practices in conformity with the Code of Corporate Governance enshrined in the Listing Agreement.

### Para 2. BOARD OF DIRECTORS

#### (i) Composition of the Board :

The Composition of the Board of Directors of the Company consists of qualified executive and non-executive Directors. The Board comprises of persons who have excelled in their respective areas and have good standing.

The composition of the Board of Directors as on 31st March, 2012 is given below :

Sr. No.	Name of Director	Executive/ Non-Executive	No. of other		
			Directorships(+)	Committee(++)	
				Chairman	Member
1	Shri Santosh Kumar Jain - Managing Director	Executive	5	3	5
2	Shri Hari Ram Agarwal	Non-Executive & Independent	1	—	—
3	Shri Tarak Nath Dutta	Non-Executive & Independent	—	—	—

(+) Excluding directorship held in private limited/foreign companies and companies incorporated under Section 25 of the Companies Act, 1956.

(++) Represents Chairmanship / Membership of the Audit Committee and Shareholder's/ Investors' Grievance Committee of other companies, in which they are Director.

#### (ii) The attendance of the Directors at the Board meetings and the last AGM held are given below :.

Name of the Director	No. of Meetings		Attendance at last AGM - held on 22nd September, 2011
	Held	Attended	
Shri Santosh Kumar Jain - Managing Director	6	6	Yes
Shri Hari Ram Agarwal	6	6	Yes
Shri Tarak Nath Dutta	6	6	Yes



# ATN INTERNATIONAL LIMITED

**Particulars of the Directors to be appointed/re-appointed at the ensuing Annual General Meeting pursuant to revised Clause 49 of the Listing Agreement :**

<b>Name of Director</b>	<b>Shri Hari Ram Agarwal</b>
Date of Birth	10th October, 1963
Date of Appointment	9th March, 2009
Qualifications	B. Com (Hons), LLB, FCA, DISA (ICCA)
Expertise in specific functional areas	Mr. Agarwal has vast knowledge and experience in the field of Company Law, Finance, Accounts, Audit and Taxation
Directorship of other Companies (*)	—
Chairman / Member in the Committee	—
Shareholding in Equity Shares of the Company and % of holding	—

(\*) Excludes directorships in private limited companies and organizations other than public limited companies.

**(iii) Directors' membership in board/committees of other companies :**

As per the Listing Agreement, no director can be a Member in more than 10 (ten) committees or act as chairman of more than 5(five) committees across all companies in which he is a Director.

In terms of the Listing Agreement, none of the directors of your Company were Members in more than 10 (ten) committees nor acted as chairman of more than 5 (five) committees across all companies in which they were Directors. Details of other directorships/committee membership/chairmanship held by them are given in Para 2(i) above.

**(iv) Number of Board meetings held, dates on which held :**

As per the Listing Agreement, the Board of Directors must meet at least four times a year, with a maximum gap of four months between any two meetings.

During the financial year 2011-12, Board met 6 (Six) times on 05.04.2011, 28.05.2011, 11.08.2011, 05.09.2011, 10.11.2011 and 13.02.2012. The gap between any two Board Meetings did not exceed four months.

**Para 3. AUDIT COMMITTEE**

**(i) Brief description of the terms of reference :**

The terms of reference of the Audit Committee cover the matters specified under revised Clause 49 of the Listing Agreement with Stock Exchanges read with Section 292A of the Companies Act, 1956.

The Audit Committee reviews, acts and reports to the Board of Directors with respect to :

- the appointment of Statutory Auditors of the Company,
- provide Board with additional assurance as to reliability of financial information and statutory financial statements and as to the adequacy of internal accounting and control systems,
- it acts as a link between the management, statutory auditors and the Board of Directors,

# ATN INTERNATIONAL LIMITED

d) Company's compliance with the legal and statutory requirements.

## (ii) Composition and Name of members :

The Audit Committee, presently, consists of 3 (three) Independent Members. The following directors are the present Members of the Committee :

Name of the Members	Designation	Nature of Membership
Shri Hari Ram Agarwal	Chairman	Independent & Non Executive
Shri Santosh Kumar Jain	Member	Independent & Non Executive
Shri Tarak Nath Dutta	Member	Independent & Non Executive

All the Members of the Audit Committee are financially literate and Shri Hari Ram Agarwal, Chairman possesses financial /accounting expertise.

## (iii) Meetings held and attendance during the year :

During the financial year 2011-12, the Audit Committee met 5 (Five) times on 21.04.2011, 27.05.2011, 10.08.2011, 09.11.2011 and 10.02.2012.

Sr. No.	Members of Audit Committee	No. of meetings held	No. of meetings attended
1	Shri Hari Ram Agarwal	5	5
2	Shri Santosh Kumar Jain	5	5
3	Shri Tarak Nath Dutta	5	5

## Para 4. REMUNERATION COMMITTEE

### Details of sitting fees, remuneration etc. paid to Directors :

No remuneration has been paid to any Director during the year.

The Company has only one Managing Director on the Board, whose appointment and remuneration has been fixed by the Board and in terms of resolution passed by the shareholders of the Company.

In view of this, no Remuneration Committee has been constituted.

## Para 5. SHARE TRANSFER AND INVESTORS' GRIEVANCE COMMITTEE

### Brief description of the terms of reference :

The Share Transfer & Investors' Grievance Committee administers the following :

- Transfer of shares
- Transmission of shares
- Issuance of duplicate share certificates as and when required
- Shareholders' queries/complaints and its redressal as and when received
- Dematerialisation/Rematerialisation of shares
- Split/consolidation of shares
- Such other matters resulting from statutory amendments/modifications from time to time.

## (i) Composition and Name of the Chairman :

The Committee comprises of the following persons :