ATLANTA LIMITED

CIN: L64200MH1984PLC031852
Regd. Office : 101, Shree Amba Shanti Chambers, Opp. Hotel Leela, Andheri-Kurla Road,
Andheri (East), Mumbai – 400 059
Tel: 91-22-2925 2929 **Fax**: 91-22-2925 2900
Website: www.atlantalimited.in **Email Id**: cs@atlantainfra.com

NOTICE

Notice is hereby given that an 1/2016-17 Extraordinary General Meeting of the Members of **ATLANTA LIMITED** will be held on Tuesday, February 14, 2017 at 2.30 p.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:

1. To approve payment of remuneration to Mr. Rajhoo Bbarot (DIN: 00038219) and Mr. Rikiin Bbarot (DIN: 02270324), the executive directors of the Company 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 supersession of the resolutions previously passed by the shareholders in this regard and pursuant to the provisions of Sections 197, 198 read with Schedule V and other applicable provisionsof the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof and other approvals, if any, required, Mr. Rajhoo Bbarot (DIN: 00038219) and Mr. Rikiin Bbarot (DIN: 02270324) the executive directors of the Company, each be paid remuneration by way of salary, perquisites and allowances, performance linked incentive/bonus, commission based on net profits, etc. as set out in the Statement annexed to the Notice convening this Meeting, with liberty to the Board of Directors (hereinafter referred to as "the Board" which term shall be deemed to include the Nomination and Remuneration Committee of the Board) to alter and vary the remuneration, as it may deem fit, not exceeding in aggregate five percent of the net profits of the Company for each financial year, computed in terms of Section 198 of the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

   RESOLVED FURTHER THAT where in any financial year during the tenure of the said executive directors, the Company has no profits or its profits are inadequate, the remuneration payable to them will not exceed the limits set out in Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof;

   RESOLVED FURTHER THAT the Board of Directors of the Company (including the Nomination and Remuneration Committee of the Board)be and is hereby, authorised to do all acts, deeds, things and take all such steps as may be necessary, proper or expedient to give effect to this resolution."

By Order of the Board of Directors

Narayan R. Joshi
Company Secretary

Place: Mumbai
Dated: November 14, 2016

NOTES:

1. **A member entitled to attend and vote at the extraordinary general meeting (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.**

   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.

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. The documents are required to be sent to the Company Secretary at the Registered Office of the Company at 101, Shree Amba Shanti Chambers, Opp. Hotel Leela, Andheri-Kurla Road, Andheri (East), Mumbai – 400 059.

3. Members are requested to bring their attendance slip along with notice to 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. Relevant documents referred to in the accompanying Notice and the Statement are open for inspection by the members at the Registered Office of the Company on all working days, except Saturdays, during business hours up to the date of the meeting.

6. A Statement pursuant to Section 102(1) of the Companies Act, 2013, relating to the Special Business to be transacted at the Meeting is annexed hereto.

7. The Register of Members and Share Transfer Books of the Company will remain closed from Tuesday, February 7, 2017 to Tuesday, February 14, 2017 (both days inclusive) for determining the names of members to attend the Extraordinary General Meeting.

8. Members holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form are requested to advise any change of address immediately to the Company or its Registrars and Share Transfer Agents.

9. The Company has appointedKarvy Computershare Private Limited of Hyderabad as the Registrar and Share Transfer Agent:

   Karvy Computershare Private Limited,
   Plot No. 17 tp 24, Vittal Rao Nagar, Madhapur, Hyderabad - 500 081.
   Tel. No.: +91 40 23420818-28 **Fax: No.:** +91 40 23420814
   email: einward.ris@karvy.com; **Contact Person:** Mr. B. Srinivas

10. The Securities and Exchange Board of India (SEBI) has mandated the submission of Permanent Account Number (PAN) details by every participant in securities market. Members holding shares in electronic form are therefore, requested to submit their PAN details to their Depository Participant with whom they are maintaining their demat accounts. Members holding shares in physical form can submit their PAN details to the Company or its Registrars and Share Transfer Agents.

11. Non-Resident Indian Members are requested to inform Karvy Computershare Private Limited, immediately of:

    a) change in their residential status on return to India for permanent settlement.

    b) particulars of their bank account maintained in India with complete name, branch, account type, account number and address of the bank with pin code number, if not furnished earlier.

12. Members who have not registered their e-mail addresses so far are requested to register their e-mail address for receiving all communication including Annual Report, Notices, Circulars, etc. from the Company electronically.

12. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is offering e-voting facility to its members to exercise their right to vote by electronic means. The members / list of beneficial owners as on February 7, 2017, i.e., the date prior to the commencement of book closure date are entitled to vote on the Resolution set forth in this Notice. The e-voting period will commence on 9.00 a.m. Friday, February 10, 2017 and will end at 5.00 p.m. on Monday, February 13, 2017. The Company has appointed Mr. Anup Palo, to act as the Scrutinizer, for conducting the scrutiny of the votes cast. The members desiring to vote through electronic mode may refer to the detailed procedure on e-voting given separately.

14. In terms of regulation 44 of SEBI (Listing Obligations & Disclosure Requirements), Regulations, 2015, those Members, who do not have access to e-voting facility, may send their assent or dissent in writing on the Postal Ballot Form attached with this EGM Notice so as to reach the Scrutinizer on or before Monday, February 13, 2017 before the close of working hours. Any Postal Ballot Form received after this date will be treated as if the reply from Members has not been received.

By Order of the Board of Directors

Place: Mumbai
Date: November 14, 2016

Narayan R. Joshi
Company Secretary

Registered office:

101, Shree Amba Shanti Chambers,
Opp. Hotel Leela, Andheri-Kurla Road,
Andheri (East), Mumbai – 400 059
CIN: L64200MH1984PLC031852

STATEMENT PURSUANT TO SECTION 102(1) OF THE COMPANIES ACT, 2013 ("the Act")

SPECIAL BUSINESS:

ITEM NO: 1

Atlanta Limited (referred to as "the Company") is engaged in the business of Infrastructure Development, Engineering, Procurement and Construction (EPC) contracts, Public, Private Partnership (PPP Model on Build Operate and Transfer (BOT) and Design, Build, Finance, Operate and Transfer (DBFOT) basis. Infrastructure Development activities include, inter-alia, Construction of Road, Highways, Bridges and Runways on Build Operate and Transfer (BOT) and Design, Build, Finance, Operate and Transfer (DBFOT) basis. The Company is also involved in Real Estate Development, Tourism infrastructure business and mining of coal, lime stones etc.

Under the leadership of Mr. Rajhoo Bbarot, the Company has made robust growth. During the financial year 2016-17, the Company has won many arbitral award/decree against the authorities / public works departments.

The Nomination and Remuneration Committee and the Board in their respective meetings held on November 14, 2016 appreciated the contributions made by Mr. Rajhoo Bbarot, Chairman and Mr. Rikiin Bbarot, Managing Director towards the growth and recognition of the Company and considering the same, approved the payment of an award/decree related commission to each of Mr. Rajhoo Bbarot, Chairman and Mr. Rikiin Bbarot, Managing Director on the net profits of the Company for the financial year 2016-17 and thereafter.

Members' approval is sought for the payment of remuneration including award/decree related commission to Mr. Rajhoo Bbarot, Chairman and Mr. Rikiin Bbarot, Managing Director in terms of the applicable provisions of the Act.

Broad particulars of remuneration payable to Mr. Rajhoo Bbarot, Chairman and Mr. Rikiin Bbarot, Managing Director are as under:

Remuneration

1. Salary

Sr. No.	Name & Designation of Whole time Directors	Basic Salary per month (₹)
1	Mr. Rajhoo Bbarot Chairman	3,30,000
2	Mr. Rikiin Bbarot Managing Director	2,20,000

Increment at the rate of the basic salary as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the end of each financial year shall be given for the successive financial year.

2. House Rent Allowance

House Rent Allowance @ 50% of the basic salary per month shall be payable to each of them.

3. Commission

In addition to the salary and house rent allowance, the 'Chairman' and 'Managing Director' shall each be entitled to commission as a percentage of the net profits of the Company calculated in accordance with the provisions of Section 198 of the Companies Act, 2013 for each financial year and as recommended by the Nomination and Remuneration Committee and approved by the Board of Directors of the Company.

4. Perquisites and other Allowances

In addition to the salary, house rent allowance and commission, each of the 'Chairman' and 'Managing Director' shall also be entitled to perquisites such as medical reimbursement, leave travel concession for themselves and their families, provision of car with driver, telephone/fax facilities and such other perquisites and allowances in accordance with the Rules of the Company or as may be agreed to by the Board of Directors/ Nomination and Remuneration Committee and the Directors, such perquisites and other allowances will however, be subject to a ceiling of 50% of the annual salary of the Directors.

Perquisites and other allowances shall be evaluated as per Income-tax Rules (**"Rules")**, wherever applicable. In the absence of any such Rules, they shall be evaluated at actual cost.

5. Provident Fund, Superannuation and Gratuity Fund

Company's contribution towards Provident Fund, Family Pension Fund and Superannuation as per the policy and rules of the Company to the extent these singly or together are not taxable under the Income Tax Laws. Gratuity payable as per the policy and rules of the Company and leave encashment at the end of their tenure to the extent these are not taxable under the Income Tax Laws shall not be included in computation of overall limits for remuneration.

6. Overall Remuneration

The overall remuneration payable to the 'Chairman' and 'Managing Director' of the Company by way of salary, house rent allowance, perquisites and performance linked incentive/bonus, commission based on net profits, etc., taken together shall not exceed in aggregate five percent of the net profits of the Company computed in terms of the provisions of Section 198 of the Act.

7. Minimum Remuneration

In the event of inadequacy or absence of profits in any financial year of the Company during the tenure of Mr. Rajhoo Bbarot and Mr. Rikiin Bbarot, the executive directors of the Company, the remuneration payable to them shall be by way of salary, house rent allowance, perquisites and other allowances as set out in the respective resolution subject to the limits provided in Section II of Part II of Schedule V to the Companies Act, 2013 or any statutory modification(s) or re-enactment thereof and as recommended by the Nomination and Remuneration Committee of the Board and approved by the Board of the Directors of the Company.

8. Reimbursement of Expenses

Expenses incurred for travelling, boarding and lodging including for the respective spouses and attendants during business trips, any medical assistance provided for their respective family members and provision of cars for use for Company's business and telephone expenses at residence will reimbursed as actuals and not considered as perquisites.

Statement of Information required under Schedule V of the Companies Act, 2013:

(I) General Information:

(1) Nature of Industry

The Company is engaged in the business of construction of roads, highways, bridges, Engineering, Procurement and Construction (EPC) contract, Public, Private Partnership (PPP Model) on Build Operate and Transfer (BOT) and Design, Build, Finance, Operate and Transfer (DBFOT) basis.

(2) Date of commencement of commercial production

The Company was incorporated on January 17, 1984 as a Private Limited Company and has been operative since then.

(3) Financial Performance based on given indicators

(₹ In Lakhs)

Sr. No.	Particulars	2015-16	2014-15
1	Total Income	13,709.40	49,856.13
2	Profit before tax	338.69	5,346.45
3	Profit after tax	334.00	4,653.10
4	Dividend	Nil	15%*

*The Shareholders at the 32nd Annual General Meeting of the Company held on September 28, 2015 did not approve the payment of Dividend.

(4) Foreign Investments or Collaborations, if any

During the year, the Company has not entered into any Foreign Collaborations or made any Foreign Investments.

(II) Information about the executive directors:

(1) Background Details

Mr. Rajhoo Bbarot (60), B.Sc., joined the Company in 1984 as 'Director'. He was later appointed as Whole-time Director in the year 1990. He was designated as the 'Chairman & Managing Director' of the Company from August 14, 2013. From March 23, 2016 he has been re-designated as the 'Chairman' of the Company.

Mr. Rikiin Bbarot (37), B.Com., joined the Company in 2000 as an 'Executive Director'. He was later appointed as 'Jt. Managing Director' of the Company from July 18, 2013. From March 23, 2016 he has been re-designated as the 'Managing Director' of the Company.

(2) Past Remuneration

(Amount in ₹)

Sr. No.	Name	Designation	Basic salary p.a.	HRA p.a.	Perquisites p.a.	Total p.a.
1	Rajhoo Bbarot	Chairman	39,60,000	19,80,000	3,30,000	62,70,000
2	Rikiin Bbarot	Managing Director	26,40,000	13,20,000	2,20,000	41,80,000

(3) Job Profile and his suitability

Mr. Rajhoo Bbarot is the 'Chairman' of the Company w.e.f. March 23, 2016. He has promoted the Company and has been the driving force in the growth of the Company. He has 36 years of experience in construction business. He has carried out a wide range of civil engineering projects of large magnitude like that of construction of Highways, Airfield Pavements, Buildings, Reinforced Concrete Tracks and Mining. He was also a member of the Mechanisation Committee set up by the Ministry of Surface Transport for upgradation and modernisation of road construction equipment, from 1988-1990. He was a member of the 'Working group on National Highways for privatisation of roads' of the Confederation of Indian Industries. He is overall in charge of the Company.

Mr. Rikiin Bbarot is the 'Managing Director' of the Company since March 23, 2016. He has a wide experience of 16 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. He is responsible for the General Administration and is assisting the Chairman in his day-to-day functions.

Taking into consideration their qualifications and experience in relevant fields, the Whole-time Directors are best suited for the responsibilities currently assigned to them by the Board of Directors.

(4) Remuneration Proposed

Besides payment of monthly Basic Salary, HRA, Perquisites and other allowances, the Company proposes to pay commission based on the net profits of the Company to each Mr. Rajhoo Bbarot, Chairman and Mr. Rikiin Bbarot, Managing Director for the financial year 2016-17 and thereafter, such that the aggregate remuneration payable to each of the said directors does not exceed aggregate five percent of the net profits of the Company computed in terms of the provisions of Section 198 of the Act. In case of inadequate profits or where there are no profits in any financial year, commission will not be payable to the said directors in respect of such financial year.

(5) Comparative remuneration profile with respect to industry, size of the Company, profile of the position and person

Taking into consideration, the size of the Company, the profile of the 'Chairman' and 'Managing Director', the responsibilities shouldered by them and the industry benchmarks, the remuneration proposed to be paid is commensurate with the remuneration packages paid to similar executive directors in other companies.

(6) Pecuniary relationship directly or indirectly with the Company, or relationship with the managerial personnel, if any

Besides the commission proposed, the 'Chairman' is having pecuniary relationship with the Company and the 'Managing Director' does not have any pecuniary relationship with the Company and its managerial personnel. The Chairman is receiving rental income for letting out his property to the Company. The directors are also promoters of the Company. Quarterly disclosures required under related party disclosure is placed before the Audit Committee regularly.

(III) Other Information:

(1) Reasons for loss or inadequate profits

In the financial year 2015-16, the Company could not post adequate profits due to the reduction in total income and corresponding decrease in net profit due to take over / termination of Mumbra and Bihar project. The Company has won many arbitral award/decree against the authorities / public works departments and is confident to post adequate profits in the financial year 2016-17 and thereafter. At times the Company may not be able to post adequate profits due to market conditions and hence the approval of the members is sought as an abundant caution for payment of minimum remuneration.

(2) Steps taken or proposed to be taken for improvement

For improving overall profitability, Company has already initiated measures like bidding for new EPC / OMT / Hybrid Annuity Projects to augment its order book. Company is very selective in project identification and bidding for only those projects, where EBITDA is above 25%.

(3) Expected increase in productivity and profits in measurable terms

The Company has acquired new projects and plans to build its order book to more than ₹ 1,000 crores in financial year 2016-17. The Income from new projects shall be visible in FY 16-17 and subsequent years. The Company's policy of keeping its leverage minimum shall help it in regaining its top and bottom-line at the earliest.

Amount receivable against Arbitral award/Decree from the authorities public works departments are approx. ₹ 770 crores.

IV. Disclosures :

The information in respect of remuneration to each of Mr. Rajhoo Bbarot and Mr. Rikiin Bbarot is given in the additional information in the explanatory statement.

It is proposed to seek the members' approval for the payment of revised remuneration, including profit related commission, to Mr. Rajhoo Bbarot and Mr. Rikiin Bbarot for the financial year 2016-17 and thereafter.

Save and except Mr. Rajhoo Bbarot and Mr. Rikiin Bbarot and their relatives, to the extent of their shareholding interest, if any, in the Company, none of the other Directors / Key Managerial Personnel of the Company / their relatives are, in any way, concerned or interested, financially or otherwise, in the resolution set out at Item No. 1 of the Notice.

The Board commends the Special Resolution set out at Item No. 1 of the Notice for approval by the members.

By Order of the Board of Directors

Place: Mumbai
Dated: November 14, 2016

Narayan R. Joshi
Company Secretary

Registered office:
101, Shree Amba Shanti Chambers,
Opp. Hotel Leela, Andheri-Kurla Road,
Andheri (East), Mumbai – 400 059
CIN: L64200MH1984PLC031852

PROXY FORM

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

ATLANTA LIMITED

CIN: L64200MH1984PLC031852

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

1/2016-17 EXTRAORDINARY GENERAL MEETING – FEBRUARY 14, 2017

Name of the Member (s):	
Registered Address:	
E-Mail Id:	

Folio No/Client Id:																
DP ID:																

I/We, being member (s) of _____ shares of the above named company, hereby appoint:

Name: _____ E-mail Id: _____

Address: _____

_____ Signature: _____

or failing him/her

Name: _____ E-mail Id: _____

Address: _____

_____ Signature: _____

or failing him/her

Name: _____ E-mail Id: _____

Address: _____

_____ Signature: _____

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Extraordinary General Meeting of the Company, to be held on the Tuesday, February 14, 2017 at 2.30 p.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 and at any adjournment thereof in respect of such resolutions as are indicated below:

Resolution No.	Description	Type of resolution (Ordinary / Special)	I / We assent to the resolution (For)	I / We dissent to the resolution (Against)
	SPECIAL BUSINESS			
1.	Payment of Remuneration to Mr. Rajhoo Bbarot and Mr. Rikiin Bbarot, Executive Directors of the Company	Special		

Signed this _____ day of _____, 2017.

Affix revenue stamp of ₹ 1/-

Signature of shareholder _____

Signature of Proxy holder(s) _____

Note: 1. This form of proxy, in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the Meeting.

ATLANTA LIMITED

CIN: L64200MH1984PLC031852

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

EXTRAORDINARY GENERAL MEETING – FEBRUARY 14, 2017

ATTENDANCE SLIP

Please fill attendance slip and hand it over at the entrance of the meeting hall.

D.P. Id*		Folio No.	
Client Id *		No. of Shares	

NAME OF THE SHAREHOLDER / PROXYHOLDER: _____

I hereby record my presence at the **Extraordinary General Meeting** of the Company held on Tuesday, February 14, 2017 at 2.30 p.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..

_____

Signature of Shareholder/Proxy holder

Note:

1. Members are requested to bring their Attendance Slip, sign the same at the place provided and hand it over at the entrance of the venue.

Route Map to the EGM Venue of:

Atlanta Limited

Tuesday, February 14, 2017
at 2.30 p.m.



Venue:
Atlanta Limited
101, Shree Amba Shanti Chambers,
Opp. Hotel Leela, Andheri -Kurla Road
Andheri (E), Mumbai – 400 059
Tel.: 022-29252929
Landmark: Above Yes Bank

ATLANTA LIMITED

CIN: L64200MH1984PLC031852
Regd. Office: 101, Shree Amba Shanti Chambers, Opp. Hotel Leela, Andheri - Kurla Road, Andheri (East), Mumbai 400 059

Serial No.

BALLOT FORM
(in lieu of e-voting)

1. Name and Registered Address of the Sole/First named Shareholder: :

2. Name(s) of the Joint holder(s), if any :

3. Registered Folio Number / DP ID No. / Client ID No. :

4. Number of Share(s) held :

I/We hereby exercise my/our vote in respect of the Resolution to be passed for the business stated in the Notice dated November 14, 2016 convening the Extraordinary General Meeting of the Company to be held on February 14, 2017, by conveying my/our assent or dissent to the said Resolution by placing the tick(√) mark at the appropriate box below.

Item No.	Description	Type of Resolution	No. of shares held by me	I/We assent to the resolution (For)	I/We dissent to the resolution (Against)
	SPECIAL BUSINESS				
1	Payment of Remuneration to Mr. Rajhoo Bbarot and Mr. Rikiin Bbarot, Executive Directors of the Company	Special			

Date: _____

Place: _____

_____
Signature of the shareholder

Note: Kindly read the instructions printed overleaf before filing the form. Valid Ballot Forms received by the Scrutinizer by **6.00 p.m. on February 13, 2017** shall only be considered.

INSTRUCTIONS

1. This Ballot Form is provided for the benefit of Members who do not have access to e-voting facility.

2. A Member can opt for only one mode of voting i.e. either through e-voting or by Ballot. If a Member casts votes by both modes, then voting done through e-voting shall prevail and ballot shall be treated as invalid.

Process and manner for Members opting to vote by using the Ballot Form.

1. Mr. Anup Kumar Palo, Practicing Cost Accountant, has been appointed as the scrutinizer to scrutinize the voting process (electronically or otherwise) in a fair and transparent manner.

2. The Form should be signed by the Members as per the specimen signature registered with the Company/Depositories. In case of joint holding, the Form should be completed and signed by the first named Member and in his/her absence, by the next named joint holder. Exercise of vote by Ballot is not permitted through proxy.

3. In case the shares are held by corporate and institutional members (companies, trusts, societies etc.), the duly completed Ballot Form should be accompanies by a certified true copy of the relevant Board Resolution/Authorisation, with the specimen signature(s) of the authorised signatory (ies).

4. Votes should be cast in case of each resolution, either in favour or against by putting the tick ($\surd$) mark in the column provided in the Ballot Form.

5. The voting rights of members shall be in proportion of the share held by them in the paid-up equity share capital of the Company as on January 13, 2017 and as per the Registrar of Members of the Company.

6. Duly completed Ballot Form should reach the Scrutinizer not later than February 13, 2017 (6.00 p.m.). Ballot Form received after February 13, 2017 will be strictly treated as if the reply from the Members has not been received.

7. Unsigned, incomplete, improperly or incorrectly tick marked Ballot Forms will be rejected. A Form will also be rejected if it is received torn, defaced or mutilated to an extent which makes it difficult for the Scrutinizer to identify either the Member or as to whether the votes are in favour or against or if the signature cannot be verified.

8. The decision of the Scrutinizer on the validity of the Ballot Form shall be final.

9. The results declared alongwith Scrutinizer's report, shall be placed on the Company's website www.atlantalimited.in and communicated to BSE Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.

ATLANTA LIMITED

CIN: L64200MH1984PLC031852

Regd. Office: 101, Shree Amba Shanti Chambers, Opp. Hotel Leela,
Andheri-Kurla Road, Andheri (East), Mumbai – 400 059
Tel: 91-22-2925 2929 **Fax**: 91-22-2925 2900
Website: www.atlantalimited.in **Email Id**: cs@atlantainfra.com

1. Name and Registered Address of the sole/ first named Member :

2. Name(s) of the Joint Member(s), if any :

3. Registered Folio No./ DP ID No./Client ID No. :

4. Number of shares held :

Dear Member(s):

Subject: Instructions for E-voting

Pursuant to provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014, the Company is pleased to offer e-voting facility to the members holding shares either in physical form or dematerialized form to cast their votes by electronic means on resolution set forth in the Notice convening the Extraordinary General Meeting scheduled to be held on Tuesday, 14th February, 2017. The Company has engaged the services of Karvy Computershare Private Limited ('KCPL' or 'Karvy') to provide e-voting facilities. The e-voting facility is available at the link **https://evoting.karvy.com.**

Your electronic voting particulars are set out below:

EVEN (E-voting Event Number)	USER ID	PASSWORD

Commencement of e-voting	End of e-voting
11th February, 2017 (9:00 a.m. IST onwards)	13th February, 2017 (5:00 p.m. IST)

Please read the instructions printed overleaf before exercising you vote.

These details and instructions form integral part of the Notice for the Extraordinary General Meeting to be scheduled to be held on Tuesday, 14th February, 2017.

PROCEDURE AND INSTRUCTIONS FOR E-VOTING & INSTAPOLL

I. Remote e-voting: 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 and the provisions of Regulation 44 of the 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 Karvy Computershare Private Limited (Karvy) on resolution set forth in this Notice, from a place other than the venue of the Meeting (Remote e-voting).

(A) In case a Member receives an email from Karvy [for Members whose email IDs are registered with the Company/Depository Participants (s)]:

i. Launch internet browser by typing the URL: https://evoting.karvy.com.

ii. Enter the login credentials (i.e. User ID and password). In case of physical folio, User ID will be EVEN (E-Voting Event Number) xxxx followed by folio number. In case of Demat account, User ID will be your DP ID and Client ID. However, if you are already registered with Karvy for e-voting, you can use your existing User ID and password for casting your vote.

iii. After entering these details appropriately, click on "LOGIN".

iv. You will now reach password change Menu wherein you are required to mandatorily change your password. The new password shall comprise of minimum 8 characters with at least one upper case (A- Z), one lower case (a-z), one numeric value (0-9) and a special character (@,#,$, etc.,). The system will prompt you to change your password and update your contact details like mobile number, email ID etc. on first login. You may also enter a secret question and answer of your choice to retrieve your password in case you forget it. It is strongly recommended that you do not share your password with any other person and that you take utmost care to keep your password confidential.

v. You need to login again with the new credentials.

vi. On successful login, the system will prompt you to select the "EVENT" i.e., 'Name of the Company"

vii. On the voting page, enter the number of shares (which represents the number of votes) as on the Cut-off Date under "FOR/AGAINST" or alternatively, you may partially enter any number in "FOR" and partially "AGAINST" but the total number in "FOR/AGAINST" taken together shall not exceed your total shareholding as mentioned herein above. You may also choose the option ABSTAIN. If the Member does not indicate either "FOR" or "AGAINST" it will be treated as "ABSTAIN" and the shares held will not be counted under either head.

viii. Members holding multiple folios/demat accounts shall choose the voting process separately for each folio/demat accounts.

ix. Voting has to be done for each item of the notice separately. In case you do not desire to cast your vote on any specific item, it will be treated as abstained.

x. You may then cast your vote by selecting an appropriate option and click on "Submit".

xi. A confirmation box will be displayed. Click "OK" to confirm else "CANCEL" to modify. Once you have voted on the resolution, you will not be allowed to modify your vote. During the voting period, Members can login any number of times till they have voted on the Resolution.

xii. Corporate/Institutional Members (i.e. other than Individuals, HUF, NRI etc.) are also required to send scanned certified true copy (PDF Format) of the Board Resolution/Authority Letter etc., together with attested specimen signature(s) of the duly authorised representative(s), to the Scrutinizer at email auditor@atlantainfra.com with a copy marked to evoting@karvy.com. The scanned image of the above mentioned documents should be in the naming format " **Corporate Name EVENT NO."**

(B) In case of Members receiving physical copy of Notice [for Members whose email IDs are not registered with the Company/Depository Participants (s)]:

i E-Voting Event Number – XXXX (EVEN), User ID and Password is provided in the Attendance Slip.

ii. Please follow all steps from Sl. No. (i) to (xii) above to cast your vote by electronic means.

II. Voting at EGM: The Members, who have not cast their vote through Remote e-voting can exercise their voting rights at the EGM. The Company will make necessary arrangements in this regard at the EGM Venue. The facility for voting through ballot shall be made available at the Meeting. Members who have already cast their votes by Remote e-voting are eligible to attend the Meeting; however those Members are not entitled to cast their vote again in the Meeting.

A Member can opt for only single mode of voting i.e. through Remote e-voting or voting at the EGM. If a Member casts votes by both modes then voting done through Remote e-voting shall prevail and vote at the EGM shall be treated as invalid.

OTHER INSTRUCTIONS

a. In case of any query and/or grievance, in respect of voting by electronic means, Members may refer to the Help & Frequently Asked Questions (FAQs) and E-voting user manual available at the download section of https://evoting.karvy.com (Karvy Website) or contact B. Srinivas (Unit: ATLANTA LIMITED) of Karvy Computershare Private Limited, Karvy Selenium Tower B, Plot 31-32, Gachibowli, Financial District, Nanakramguda, Hyderabad - 500 032 or at evoting@karvy.com or phone no. 040 – 6716 2222 or call Karvy's toll free No. 1-800-34-54-001 for any further clarifications.

b. You can also update your mobile number and e-mail id in the user profile details of the folio which may be used for sending future communication(s).

c. The remote e-voting period commences on February 11, 2017 (09.00 a.m.) and ends on February 13, 2017 (05.00 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 of February 07, 2017 may cast their votes electronically. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. The remote e-voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the Member, the Member shall not be allowed to change it subsequently.

d. The voting rights of Members shall be in proportion to their share of the paid up equity share capital of the Company as on the cut-off date i.e. February 07, 2017.

e. In case a person has become a Member of the Company after dispatch of EGM Notice but on or before the cut-off date for E-voting i.e., February 07, 2017, he/she may obtain the User ID and Password in the manner as mentioned below :

i. If the mobile number of the member is registered against Folio No./ DP ID Client ID, the member may send SMS: **MYEPWD** <space> E-Voting Event Number+Folio No. or DP ID Client ID to 9212993399
Example for NSDL:
MYEPWD <SPACE> IN12345612345678
Example for CDSL:
MYEPWD <SPACE> 1402345612345678
Example for Physical:
MYEPWD <SPACE> XXXX1234567890

ii. If e-mail address or mobile number of the member is registered against Folio No. / DP ID Client ID, then on the home page of https://evoting.karvy.com, the member may click "Forgot Password" and enter Folio No. or DP ID Client ID and PAN to generate a password.

iii. Member may call Karvy's toll free number 1800-3454-001.

iv. Member may send an e-mail request to evoting@karvy.com. However, Karvy shall endeavour to send User ID and Password to those new Members whose mail ids are available.

v. The Board of Directors has appointed Mr. Anup Kumar Palo, Proprietor Anup Kumar Palo & Co. a Practising Cost Accountant**,** as a Scrutinizer to scrutinize the e-voting process in a fair and transparent manner.

vi. The result of E-voting will be declared after the date of Extraordinary General Meeting. The results declared along with the Scrutinizer's Report shall be placed on the Company's website www.atlantalimited.in and on the website of Karvy i.e. www.evoting.karvy.com within two days of the passing of the resolution at the Extraordinary General Meeting of the Company on 14th February, 2017 and communicated to the Bombay Stock Exchange Limited and National Stock Exchange of India Limited, where the shares of the Company are listed.