

## NOTICE

**NOTICE** is hereby given that the **Tenth Annual General Meeting** of the Members of **Atal Realtech Limited** will be held on **Saturday, 20<sup>th</sup> August, 2022** at **3:00 P.M.** at Registered Office of company Unit No. 301 and 302, ABH Developers Town Square, S. No. 744, Nashik – 422007 to transact the following business:

### **ORDINARY BUSINESS:**

1. To receive, consider and adopt the Audited Financial Statements of the Company for the financial year ended March 31, 2022 including audited Balance Sheet as at March 31, 2022 and the Statement of Profit and Loss for the year ended on that date and the Reports of the Board of Directors and Auditors thereon.
2. To appoint a Director in place of Mr. Vijaygopal Atal (DIN: 00126667) who retires by rotation and being eligible, offers himself for re-appointment.

### **SPECIAL BUSINESS:**

3. To Appoint Ms. Sujata Atal (DIN: 05316466) who was appointed as Additional Executive Director

**“RESOLVED THAT** in accordance with the provisions of Section 196, 197, 203 and read with Schedule V and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force), consent of members of the company be and is hereby accorded for appointment of Ms. Sujata Atal (DIN: 05316466) as Executive Director to hold office and shall be liable to retire by rotation.

**RESOLVED FURTHER THAT** a remuneration may be paid of upto Rs. 1,25,000/- per annum (inclusive of salary, perquisites, benefits, incentives and allowances) w.e.f. 12th November, 2021 and on such terms and condition of the said appointment from time to time within Schedule V of Companies Act, 2013 and any other amendments thereto or enactment thereof.

**RESOLVED FURTHER THAT** in the event of inadequacy of profits in any financial year during the tenure of Ms. Sujata Atal as Executive Director of the Company, the above-mentioned remuneration paid to him, as minimum remuneration, subject to prescribed provisions under Section 197 read with schedule V of the Act and rules made thereunder and any other applicable provisions of the Act or any other statutory modifications or enactment thereunder.

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution, any Director of the Company, be and is hereby authorised, to do all acts, deeds, matters, and things as deem necessary, proper and desirable and to sign and execute all necessary documents, application and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary e-forms as return of appointment with the Registrar of Companies.”

**4. To consider and pass resolution for Alteration of Memorandum of Association for Increase in Authorized Share capital of the company**

**RESOLVED THAT** pursuant to the provisions of Section 13, 61, 64 and other applicable provisions, if any, of the Companies Act, 2013, (including any statutory modification(s) and reenactment(s) thereof for the time being in force) and the rules framed thereunder, consent of the Members be and is hereby accorded to increase the Authorized Share Capital of the Company from the present Rs. 5,13,00,000/- (Rupees (Five Crores Thirteen Lakh) consisting of 51,30,000 (Fifty One Lakh Thirty Thousand) Equity Shares of Rs10/- (Rupees ten) each to Rs. 15,00,00,000/- (Rupees Fifteen Crores) consisting of 1,50,00,000 (One crore Fifty lakh) Equity Shares of Rs10/- (Rupees Ten) each.”

**“FURTHER RESOLVED THAT** the Memorandum of Association of the Company be and is hereby altered by substituting the existing Clause V thereof by the following new Clause V as under:

1. The Authorised Share Capital of the Company shall be Rs. 15,00,00,000/- (Rupees Fifteen Crores) divided into 1,50,00,000 (One crore Fifty lakh) Equity Shares of Rs. 10/- (Rupees (ten) each with power to increase and reduce the capital of the company and to divide the shares in the capital for the time being into different classes and to attach thereto respectively such preferential or special rights or privileges or conditions as may be determined by or in accordance with the regulations of the company.

**“FURTHER RESOLVED THAT** the directors of the Company be and are hereby severally authorised to do all such act(s), deed(s) and things including all forms, documents filing with Registrar of Companies as may be necessary and incidental to give effect to the aforesaid Resolution.”

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

**“RESOLVED THAT** pursuant to the provisions of section 63, and other applicable

provisions, if any, of the Companies Act, 2013 read with Rule 14 of the Companies (Share Capital and Debentures) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force, Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 (“the SEBI Regulations”) as in force, articles of association, consent of the shareholders be and is hereby accorded that a sum of Rs. 4,93,40,000/- (Four crores Ninety Three Lakhs Fourty Thousands) be capitalized out of the Securities Premium Account and Free Reserves of the Company for the purpose of the issue of Bonus shares to be distributed amongst the existing equity shareholders of the Company in the proportion of 2:1 i.e. (02(Two) new equity shares of nominal value of Rs. 10/- each for every 1 (One) existing equity share of nominal value of Rs. 10/- each.”

**“RESOLVED FURTHER THAT** the new ordinary shares shall be allotted subject to the Memorandum and Articles of Association of the Company and shall in all respects rank pari passu with the existing fully paid-up ordinary shares of the Company, with a right, to participate in dividend in full that may be declared after the date of allotment of these ordinary shares as the Board may determine.”

**RESOLVED FURTHER THAT** no letter of allotment shall be issued in respect of the said bonus shares but in the case of members who opt to receive the bonus shares in dematerialized form, the bonus shares as aforesaid shall be credited to the beneficiary accounts of the shareholders with their respective Depository Participants within the stipulated time as may be allowed by the appropriate authorities and in the case of shareholders who opt to receive the bonus shares in physical form, the share certificates in respect thereof shall be delivered within such time as may be allowed by the appropriate authorities.”

**RESOLVED FURTHER THAT** incase of fractional shares, if any arising out of the issue and allotment of the Bonus Shares, the Company shall not issue any certificate or coupon in respect thereof but all such fractional entitlements, if any, shall be consolidated and the Bonus Shares, in lieu thereof, shall be allotted by the Board or any Committee thereof to one of the Directors of the Company, whether executive or otherwise, by whatever name called, as had been nominated or to be nominated by the Board or any Committee thereof for this purpose, who shall hold the same as trustee(s) for the members entitled thereto, and distribute the same to Members in proportion to their fractional entitlements post issue of bonus shares or otherwise and such person or trustee, by whatever name called shall also be entitled to receive bonus shares on the fractional entitlements arising out of sub-division of the shares, whether in dematerialized form or otherwise and hold the

same in trust for the members entitled thereto and distribute the same to the Members proportionately with regard to their respective entitlements through such mode as may be deemed justified and expedient.”

**RESOLVED FURTHER THAT** for the purpose of giving effect to this resolution and for removal of any doubts or difficulties, the Board or any Committee thereof be and is hereby authorized to do, perform and execute all such acts, deeds, matters and things and to give from time to time such directions as may be necessary, expedient, usual or proper and to settle any question or doubts that may arise in this regard at any stage including at the time of listing of the bonus shares without requiring the Board or any Committee thereof to secure any further consent or approval of the members of the Company to the end and intent that they shall be deemed to have given their approval thereto and for matters connected herewith or incidental hereto expressly by the authority of this resolution, or as the Board or any Committee thereof in its absolute discretion may think fit and its decision shall be final and binding on all members and other interested persons and to do all acts connected herewith or incidental hereto including but not limited to delegation of their powers to such person or persons as may be deemed expedient and the members hereby ratify and adopt all such decision, action, etc. as had been taken or undertaken by the Board or any Committee thereof in this regard.”

By the order of the Board of Directors  
**For Atal Realtech Limited**

Sd/-

**Vijaygopal Atal**  
Managing Director  
DIN: 00126667  
Date:29.07.2022

**NOTES:**

1. The Statement pursuant to Section 102 of the Companies Act, 2013 (Act) and Details of directors to be re-appointed, in respect of the business as set out in the Notice is annexed here to.
2. This Notice is being to members of the Company as appearing in Register of Members.
3. **A Member Entitled To Attend And Vote At Annual General Meeting (AGM) Is Entitled To Appoint A Proxy To Attend And Vote Instead Of Himself And The Proxy Need Not Be A Member Of The Company. The Instrument Appointing Proxy, In Order To Be Effective, Must Be Deposited At The Company's Registered Office, Duly Completed And Signed, Not Less Than Forty-eight Hours Before The Commencement Of The Meeting. Proxies Submitted On Behalf Of Limited Companies, Societies, Etc., Must Be Supported By Appropriate Resolutions / Authority, As Applicable. A Person Can Act As Proxy On Behalf Of Members Not Exceeding Fifty (50) And Holding In The Aggregate Not More Than 10% Of The Total Share Capital Of The Company. In Case A Proxy Is Proposed To Be Appointed By A Member Holding More Than 10% Of Total Share Capital Of The Company Carrying Voting Rights, Then Such Proxy Shall Not Act As A Proxy For Any Other Person Or Shareholder. The Blank Proxy Form Is Enclosed.**
4. Members/Proxy holder/Authorized Representative are requested to bring duly filled Attendance Slip enclosed herewith along with their copy of the Notice to attend the Meeting.
5. Electronic copy of the Notice of the Annual General Meeting of the Company inter alia indicating the process and manner of e-voting along with the Attendance Slip and Proxy Form are being sent to all the members whose email IDs are registered with the Company / Depository Participant(s) for communication purposes unless any member has requested for a physical copy of the same. For members who have not registered their email address, physical copies of the aforesaid documents are being sent in the permitted mode.
6. In case of joint holders attending the Meeting, the first holder as per the Register of Members of the Company will be entitled to vote.
7. Corporate Members are requested to send a duly certified copy of the Board Resolution authorizing their representative(s) to attend and vote on their behalf at the Meeting.
8. Relevant documents referred to in the Notice, statutory registers will be available for inspection by the members at the Registered Office of the Company during normal business hours on working days. Members desiring to seek information with respect to the businesses in this notice are requested to send their queries at least Seven days before the date of the meeting so that the information can be made available at the meeting.
9. A route map showing directions to reach the venue of the meeting is given in this Notice.
10. Once the vote on a resolution is cast by the member, the member shall not allow changing it subsequently. Further, members who have casted their vote electronically shall not vote by way of poll, if held at the meeting. To provide an opportunity to vote at the meeting to the shareholders, who have not exercised the remote e-voting facility, shall be provided ballot papers before the commencement of the meeting. Any person who is not a member as on the cut-off date should treat this notice for information purpose only.
11. Member holding shares in electronic form are requested to intimate immediately any change in their address or bank mandates to their Depository Participants with whom they are maintaining their Demat Accounts. Members holding shares in physical form are requested to

advise any change in their address or bank mandates immediately to the Company / RTA viz. Adroit Corporate Services Private Limited.

12. SEBI has mandated the submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form, are therefore, requested to submit their PAN to their Depository Participants with whom they maintain their Demat Accounts. Members holding shares in physical form and submit their PAN to the Company/ RTA viz. Adroit Corporate Services Private Limited.
13. The Register of Members and Share Transfer Books of the Company will remain closed from **August 16, 2022 to August19, 2022.**
14. A person, whose name is recorded in the register of members or in the register of beneficial owners maintained by the depositories as on the cut-off date only shall be entitled to voting at the AGM through ballot paper.
15. Ms. Madhura Ubale, Practicing Company Secretary (C.P. No.: 25038) has been appointed for as the Scrutinizer for providing facility to the members of the Company to scrutinize the voting in a fair and transparent manner.
16. The Chairman shall, at the AGM, at the end of discussion on the resolutions on which voting is to be held, allow voting with the assistance of scrutinizer, by use of "Ballot Paper" for all those members who are present at the AGM.
17. The Scrutinizer shall after the conclusion of voting at the general meeting, not later than three days of the conclusion of the AGM, ascrutinizer's report of the total votes cast in favour or against, if any, to the Chairman or a person authorized by him in writing, who shall countersign the same and declare the result of the voting forthwith.
18. The Results declared alongwith the report of the Scrutinizer shall be placed on the website of the Company immediately after the declaration of result by the Chairman or a person authorized by him in writing. The results shall also be immediately forwarded to the National Stock Exchange, Mumbai.
19. **GREEN INTIATIVE**  
As a responsible corporate citizen, the Company welcomes and supports the 'Green Initiative' initiated by the Ministry of Corporate Affairs, Government of India (MCA), by its recent circulars, enabling electronic delivery of documents including the annual reports, notices, circulars to shareholders at their e-mail address previously registered with the depository participants (DPs)/company/registrars and share transfer agents. Shareholders who have not registered their e-mail addresses so far are requested to register their e-mail addresses to help us in the endeavour to save trees and protect the planet. Those holding shares in demat form can register their email address with their concerned DP. Those shareholders who hold shares in physical form are requested to register their e-mail addresses with our registrar,

## **ANNEXURE TO THE NOTICE:**

### **Explanatory Statement Pursuant to Section 102 of Companies Act, 2013**

Item 3

#### **Appointment of Ms. Sujata Atal**

Ms. Sujata Atal was appointed as an Additional Executive Director by the Board of Directors on 12.11.2021 under Article 52 of the Articles of Association of the Company and Section 149, 161(1) of the Companies Act, 2013. She is presently an Executive Director on the Board in accordance with Section 149 of the Companies Act, 2013 read with Schedule IV and the provisions of the Listing Agreement/ SEBI (Listing obligations & Disclosure Requirements) Regulations, 2015. She will hold office up to the ensuing Annual General Meeting. In terms of Section 149 and other applicable provisions of the Companies Act, 2013, Ms. Sujata Atal proposed to be appointed as an Executive Director.

The Board recommends her appointment as an Executive Director in the interest of the Company, to utilize her expertise. None of the Directors, Key Managerial Personnel and/or their relatives, except Ms. Sujata Atal is concerned or interested in the resolution

Item 4 & 5

#### **Increase in Authorized Share Capital and Issue of Bonus Shares**

The Current Authorized Capital of the Company is Rs. 5,13,00,000/- (Rupees Five Crore Thirteen Lakh ) consisting of 51,30,000 (Fifty One Lakh Thirty Thousand) Equity Shares of Rs. 10/- (Rupees ten) each and the paid up share capital of the Company is Rs. 4,93,40,000/- (Rupees Four crore Ninety Three Lakh Forty thousand) consisting of 4934000 (Forty Nine Lakh Thirty Four Thousand) Equity Shares of Rs. 10/- (Rupee Ten) each . The Company proposes to increase its authorized share capital to Rs. 15,00,00,000/- (Rupees Fifteen Crore) to facilitate further issue of equity shares by way of Bonus issue of the company.

The increase in the Authorised Share Capital of the Company will also require consequential amendment in the Clause V of the Memorandum of Association of the Company.

Pursuant to Section 13 and 61 the Companies Act, 2013, alteration of the Capital Clause requires approval of the members of the Company by way of passing an Ordinary Resolution to that effect.

The Company has registered a profit in the financial year 2020-21 despite of challenging situation and adverse effects on business in general. As a token of gratitude for the continuing support of the shareholders of the company, the Board recommends to issue bonus share of Rs. 9,86,80,000 to its existing equity shareholders of the Company in the proportion of 2:1 i.e., i.e.( 2 (Two) equity shares of nominal value Rs. 10/- each for every 1(One )equity shares of nominal value of Rs. 10/-) credited as fully paid up, in proportion of the shares held by them.

The Company satisfied the conditions of and requirements for, issue of Bonus Shares contained in Chapter XI of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018 as presently in force.

The Directors recommend the Resolution set out in the Notice for the approval of the Members.

No Director, Manager, other key managerial personnel and relatives of the same are concerned or interested in the passing of this Resolution.

The Board of Directors recommends the resolution for the approval of members of the Company as set out in Item No.3 and 4 of the Notice as Ordinary Resolution. None of the Directors, Key Managerial Personnel of the Company and their respective relatives is, in any way, concerned or interested, in the proposed Resolution set out at Item No. 4 and 5 of this Notice.

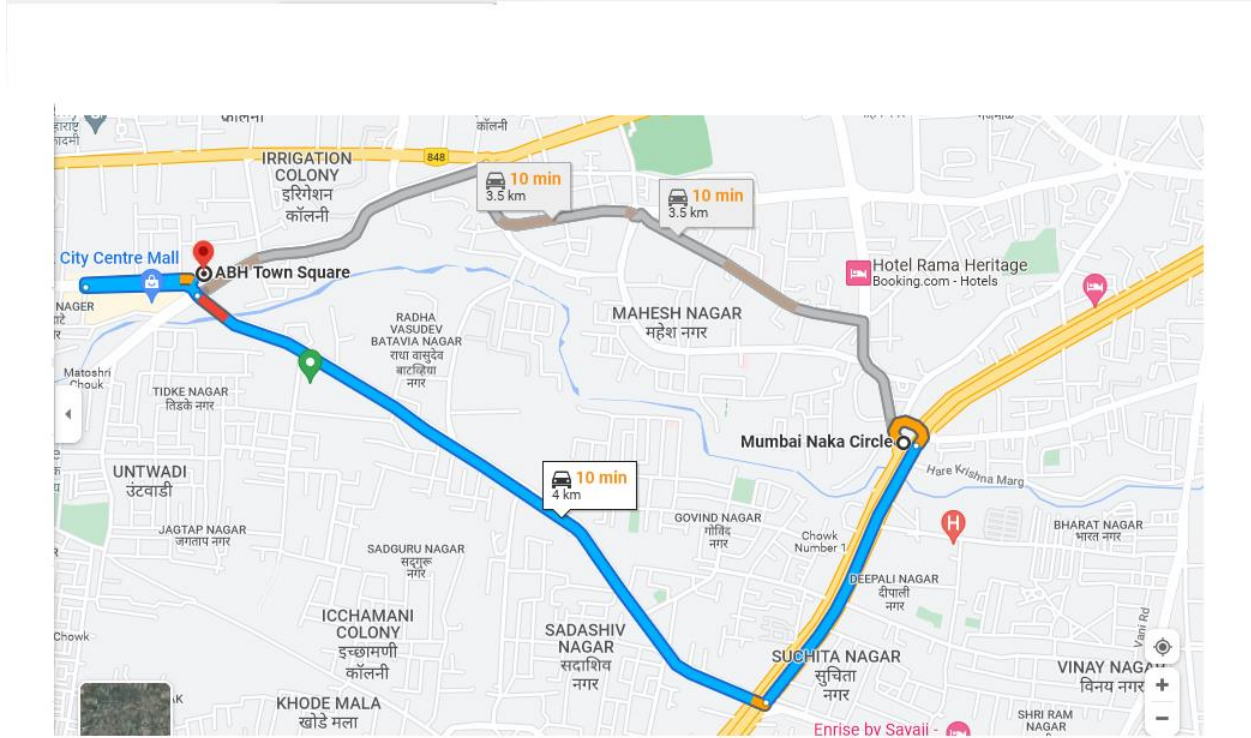
**Details of Mr. Vijaygopal Atal, the Director retiring by rotation, regularizing at the ensuing Annual General Meeting**

S. N.	Particulars	Details of Directors	Details of Directors
1.	Name of Director	Mr. Sujata Atal	Mr. Vijaygopal Atal
2.	DIN	05316466	00126667
3.	Qualifications	B.com	B.E. Civil
4.	Experience	Mrs. Sujata Atal is Graduate. She has experience of handling affair of company previously. She ably manages public relations and will be a beneficial addition to company's Board.	Mr. Vijaygopal Atal is a Civil Engineer. He has a vast experience in the field of Construction and Civil Engineering Works. He is a hardcore Businessman and having years of hands on experience in Quality Control Supervision, implementation of construction strategies, Budget and Schedule Constraints of Project.
5.	Details of remuneration to be paid, if any	Rs 16,25,000/-	Rs. 19,50,000 /-
6.	Date of first appointment to the Board	12/11/2021	11/01/2018
7.	Shareholding in the Company	62450 (1.27%)	2006200 (40.66%)
8.	Relationship with other Directors / KMPs	Vijaygopal Atal (Spouse)	Sujata Atal (Spouse)
9.	No. of meetings	The details have been given in	The details have been given in Director's



attended the year	during	Director's Report	Report
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### ROUTE MAP TO THE 10<sup>TH</sup> ANNUAL GENERAL MEETING



**Venue: Registered Office  
Unit No. 301 and 302,  
ABH Developers Town Square,  
S. No. 744, Nashik - 422007**