



ATLANTA INFRASTRUCTURE AND FINANCE LTD

822, Star Chamber, Harihar Chowk, Rajkot - 360001, Gujarat.
PH:-0281-2468068.E-Mail atlantainfrafin@yahoo.com

Date: 29/09/2017

To,
Gen. Manager (DCS)
BSE Limited
P J Towers,
Dalal Street, Fort,
Mumbai-400001

SUBJECT: ANNUAL REPORT FOR THE YEAR 2016-17

Dear Sir,

With regards to captioned subject, and pursuant to Regulation 34(1) of Securities Exchange board of India (Listing Obligations and Disclosures requirements) Regulations, 2015, we hereby enclose herewith Annual Report for the F.Y 2016-17. Kindly take a note that the Annual General Meeting of the company was held on 29th September, 2017.

You are requested to take the same on your record.

Thanking You.

Yours Sincerely,

For, ATLANTA INFRA STRUCTURE & FINANCE LIMITED


MR. SHAILESH P. D.
MG DIRECTOR
(DIN: 00797245)



ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

(CIN: L45400GJ1992PLC017520)

REGISTERED OFFICE:

822, STAR CHAMBERS,

HARIHAR CHOWK,

RAJKOT – 360001

ANNUAL REPORT 2016-17

➤ **BOARD OF DIRECTORS**

NAME OF DIRECTOR	DIN	DESIGNATION
MR. SHAILESH VED	00797245	MANAGING DIRECTOR & CFO
MR. SURESH MAVANI	01556518	INDEPENDENT DIRECTOR
MRS. BHAVNA ASHAR	02258407	NON EXECUTIVE WOMAN DIRECTOR
MR. MANISH ASHAR	02406252	INDEPENDENT DIRECTOR

➤ **AUDITORS:**

PRAFUL N. SHAH & CO.
CHARTERED ACCOUNTANTS
13-B, VISHRAM PARK SOCIETY,
SUGAM FLATS ROAD,
OPP. R. C. PATEL SCHOOL,
VASNA, AHMEDABAD - 380 007

➤ **REGISTRAR AND SHARE TRANSFER AGENT:**

M/S. LINK INTIME SHARE REGISTRY PVT. LTD
5th floor, 506 to 508 Amarnath Business
Centre I (ABC I), Beside Gala Business
Centre, Nr. St. Xavier's College Corner
Off C G Road, Navarangpura,
Ahmedabad – 380009, Gujarat
PH. No 07926465179

➤ **STOCK EXCHANGES WHERE THE SHARES OF THE COMPANY ARE LISTED:**

I. BSE LIMITED

25TH FLOOR, P. J. TOWERS,
DALAL STREET, FORT,
MUMBAI – 400001

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

NOTICE

NOTICE IS HEREBY GIVEN THAT THE 24TH ANNUAL GENERAL MEETING OF THE COMPANY WILL BE HELD AT THE REGISTERED OFFICE OF THE COMPANY AT 822, STAR CHAMBERS, HARIHAR CHOWK, RAJKOT - 360001 ON 29TH DAY OF SEPTEMBER, 2017 AT 10.00 A.M. FOR TRANSACTING THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. To receive, consider and adopt the Financial Statements of the Company for the year ended March 31, 2017, including the audited Balance Sheet as at March 31, 2017, the Statement of Profit and Loss for the year ended on that date and the reports of the Board of Directors ('the Board') and Auditors thereon.
2. To appoint a Director in place of Mr. Shailesh Ved, Managing Director (Din: 00797245), who retires by rotation, in terms of Section 152 (6) of the Companies Act, 2013, and being eligible, offers himself for re-appointment.
3. To ratify the appointment of Auditors and to fix their remuneration and in this regards pass with or without modification(s), the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of Section 139, 141, 142 and other applicable provisions, if any, of the Companies Act, 2013, and Rules framed there under, as amended from time to time and pursuant to resolution passed by members at the AGM held on 30th September, 2016 the appointment of M/s. Praful N. Shah & Co., Chartered Accountants (Firm Registration No. 108057W), as Statutory Auditors of the Company to hold office till the conclusion of Twenty Eight Annual General Meeting of the Company to be held for the financial year 2020-21, be and are hereby ratified at such remuneration as may be mutually agreed between the Board of Directors of the Company and the Auditors."

PLACE: RAJKOT
DATE: 14/08/2017

BY ORDER OF THE BOARD OF DIRECTORS,
FOR, ATLANTA INFRASTRUCTURE & FINANCE LIMITED



MR. SHAILESH VED
MANAGING DIRECTOR
(DIN- 00797245)

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

NOTES: -

1. A Member entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of himself / herself and such proxy need not be a member of the company. Instrument of proxy in order to be effective must be received by the company not less than 48 hours before the meeting.
2. Information as required under Regulation 36(3) of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 and regarding appointment / reappointment of Directors is annexed hereto.
3. Pursuant to Section 101 and Section 136 of the Companies Act, 2013 read with relevant Rules made there under, the Notice is being sent to all the members, whose names appear in the Register of Members / List of Beneficial Owners, received from NSDL / CDSL as on close of business hours on **18TH AUGUST, 2017**. The Notice is being sent to Members in electronic form to the email addresses registered with their Depository Participants (in case of electronic shareholding) / the Company's Registrar and Share Transfer Agents (in case of physical shareholding).
4. For Members whose email IDs are not registered, physical copies of the Notice are being sent by permitted mode. The Members of the Company who have registered their email address are also entitled to receive such communication in physical form, upon request.
5. Pursuant to the provisions of Section 91 of the Companies Act, 2013 the Register of Members and Share Transfer Books of the Company will remain closed from **23rd September, 2017 to 29th September, 2017** (both days inclusive) in connection with AGM.
6. As a measure of economy, Annual Report will not be distributed at the Meeting. So, members are requested to bring their copy of Annual Report with them to the Annual General Meeting.
7. The Notice of AGM, Annual Report and Attendance Slip are being sent in electronic mode to Members whose email address are registered with the Company or the Depository Participant(s), unless the Members have registered their request for the hard copy of the same. Physical copy of the Notice of AGM, Annual Report and

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Attendance Slip are being sent to those Members who have not registered their email address with the Company or Depository Participant(s). Members who have received the Notice of AGM, Annual Report and Attendance Slip in electronic mode are requested to print the Attendance Slip at the Registration Counter at the AGM.

8. In compliance with the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and Regulation 44 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015, the Company is providing E-Voting facility to all the members whose names appear in the Register of Members / beneficial owners as on the Cut-Off Date i.e. 22ND SEPTEMBER, 2017, who may cast their vote by electronic mode on all resolutions in respect of business set forth in the notice through e-voting services provided by CDSL, through their portal <http://www.evotingindia.com> in this regard, members are notified that (i) the company has completed the dispatch of Notice through permitted mode to all the members of the company individually and (ii) voting through electronic means shall commence from 09.00 A.M. on 26TH SEPTEMBER, 2017 and end at 5:00 P.M. on 28TH SEPTEMBER, 2017.
9. Please note that e-voting is optional. In case a member has voted through e-voting facility, he/she is not allowed to vote at the Venue of Annual General Meeting.
10. The Member who transfers his / her shares after the Cut-off date i.e. 22ND SEPTEMBER, 2017, is not eligible to vote to the extent of transfer made by him/her, on the Resolutions mentioned in the Notice.
11. Any person who acquires the Shares of the Company after dispatch of the Notice of the General Meeting and holding the Shares on the Cut-off Date i.e. 22ND SEPTEMBER, 2017, may request to the Company on registered mail ID of the company i.e. kadvanisecurities@ymail.com to obtain the User ID & Password.
12. The Results of E-voting along with the Scrutinizer's Report shall be declared and placed on the Company's website and on the website of CDSL <https://www.evotingindia.co.in> on or before 10:30 A.M. on 3RD October, 2017 and communicated to the BSE Limited where the shares of the Company are listed.

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Information pursuant to Regulation 36(3) of SEBI (Listing Obligation and Disclosure Requirement) Regulation, 2015 with regard to Directors seeking appointment / re-appointment as the forthcoming Annual General Meeting:

➤ MR. SHAILESH VED (DIN: 00797245) – MANAGING DIRECTOR

Mr. Shailesh Ved is Managing Director of M/s. Atlanta Infrastructure and Finance Limited and having ample knowledge and experience in the field of dealing with shares and securities i.e. the main business of the Company.

Mr. Shailesh Ved is not a director in any other company and chairman/ member of Board Committees of other Companies.

He is not having any relationship with any other Director of the Company.

Shareholding in the Company: NIL

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THE INSTRUCTIONS FOR E-VOTING:

SECTION A - E-VOTING PROCESS:

- (i) The voting period begins on 26TH SEPTEMBER, 2017 FROM 9:00 A.M. TO 28TH SEPTEMBER, 2017 at 5:00 P.M. 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) of 22ND SEPTEMBER, 2017 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) The shareholders should log on to the e-voting website www.evotingindia.com.
- (iv) Click on Shareholders.
- (v) Now Enter your User ID.
- For CDSL: 16 digits beneficiary ID,
 - For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company.
- (vi) Next enter the Image Verification as displayed and Click on Login.
- (vii) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- (viii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.

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	<ul style="list-style-type: none"> In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters, Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN Field.
Dividend Bank Details OR Date of Birth (DOB)	<p>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.</p> <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 as mentioned in instruction (v).

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members 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.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant Company Name i.e. **ATLANTA INFRASTRUCTURE & FINANCE LIMITED** on which you choose to vote.
- (xiii) 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.
- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.

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- (xv) 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.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) 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.
- (xix) **Note for Non – Individual Shareholders and Custodians:**
- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporate.
 - 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 should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
 - 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.
 - In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at www.evotingindia.com, under help section or write an email to helpdesk.evoting@cdslindia.com

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SECTION B - COMMENCEMENT OF E-VOTING PERIOD AND OTHER E-VOTING INSTRUCTIONS:

- I The E-Voting period commences on 26TH SEPTEMBER, 2017 (10:00 A.M.) and ends on 28TH SEPTEMBER, 2017 (5:00 P.M.). During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on Cut-off date i.e. 22ND SEPTEMBER, 2017 may cast their vote electronically. The e-Voting module shall be disabled for voting thereafter. Once the vote on a resolution is cast by the shareholder, the shareholder shall not be allowed to change it subsequently.
- ii. The voting rights of shareholders shall be in proportion to their shares of the Paid Up Equity Share Capital of the Company.
- iii. M/s A SHAH & ASSOCIATES, Practising Company Secretaries (Membership No.: FCS 4713; CP No: 6560) (Address: D- 413, Shiromani Complex, Opp. Ocean Park, S.M. Road, Satellite, Ahmedabad - 380 015, Gujarat, India) has been appointed as the Scrutinizer to scrutinize the e-Voting process.
- iv. The Scrutinizer shall, on the conclusion of the e-voting period, unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favor or against, if any and submit forth with to the Chairman of the Company.
- v. The Results shall be declared along with the Scrutinizer's Report shall be placed on the Company's website and on the website of CDSL <https://www.evotingindia.co.in> on or before 10:30 A.M. on 3RD OCTOBER, 2017 and communicated to the BSE Limited and Ahmedabad Stock Exchange of India Limited, where the shares of the Company are listed.
- vi. The resolutions shall be deemed to be passed on the date of the Annual General Meeting, subject to receipt of sufficient votes.
- vii. For Members holding shares in physical form, the password and default number can be used only for e-Voting on the resolutions given in the notice.

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- viii. Institutional Shareholders (i.e. other than individuals, HUF, NRI etc.) are required to log on to <https://www.evotingindia.co.in> and register themselves as Corporates, link their account which they wish to vote on and then cast their vote. They should submit a scanned copy of the Registration Form bearing the stamp and sign of the entity to helpdesk.evoting@cdslindia.com. They should also upload a scanned copy of the Board Resolution / Power of Attorney (POA) which they have issued in favor of the Custodian, if any, in PDF format in the system for the scrutinizer to verify the vote.
- ix. 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 communication(s) regarding CDSL e-Voting system in future. The same may be used in case the Member forgets the password and the same needs to be reset.
- x. The Members are requested to pay attention to the matter that once he / she has exercised his / her right then he / she shall not be allowed to change his / her vote subsequently in any case.
- xi. In case you have any queries or issues regarding e-Voting, you may refer the Frequently Asked Questions ("FAQs") and e-Voting manual available at www.evotingindia.com under help section or write an email to helpdesk.evoting@cdslindia.com.

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

DIRECTORS' REPORT

To,
The Members,
ATLANTA INFRASTRUCTURE & FINANCE LIMITED

Your Directors have pleasure in presenting their 24th Annual Report on the business and operations of the Company and the accounts for the Financial Year ended March 31, 2017.

1. FINANCIAL SUMMARY OF THE COMPANY (Standalone)

The Board's Report shall be prepared based on the stand alone financial statements of the company.

(Rs. in lacs)		
PARTICULARS	2016-17	2015-16
Income for the year	--	35.08
Other income	--	37.30
Depreciation and Amortization Exp.	(0.38)	(0.65)
Other expenses	(5.14)	(4.49)
Profit or Loss before Tax	(7.95)	(2.33)
Current Tax	--	--
Profit or Loss After Tax	(7.95)	(2.33)

As the company has not carried out any business activity during the financial year 2016-17, there is no income of the Company during the year under review. However, the company has incurred some unavoidable fixed expenditure constituting depreciation on the assets of the company, employee benefit expenses and other administrative expenses during the financial year 2016-17. Hence, the Company has incurred the net loss amounting to Rs. 7.95 lakhs during the year under review.

However, the company will strive to improve its performance in long term prospects based on actual pace of global economy.

2. DIVIDEND:

Due to loss making situation of the company, the directors did not recommend any Dividend for the Year under review.

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3. **DIRECTORS AND KEY MANAGERIAL PERSONNEL:**

Mr. Shailesh Ved, Managing Director of the Company retires by rotation at the forthcoming Annual General Meeting and being eligible, offer himself for reappointment.

The Company has received declarations from all the Independent Directors of the Company confirming that they meet with the criteria of independence as prescribed under sub-section 6 of Section 149 of the Companies Act, 2013 and Regulation 16 (b) of SEBI (Listing Obligation and Disclosure Requirements) Regulations 2015.

4. **MEETINGS:**

During the year Four (4) Board Meetings and four (4) Audit Committee Meetings were convened and held.

The dates on which the said Board meetings were held are shown in the table:

Sr. No.	DATE OF MEETING	DAY
1	30.05.2016	MONDAY
2	12.08.2016	FRIDAY
3	11.11.2016	FRIDAY
4	13.02.2017	MONDAY

The intervening gap between the Meetings was within the period prescribed under the Companies Act, 2013.

5. **COMMITTEES:**

The company has several committees which have been established as a part of best corporate governance practices and are in compliance with the requirements of the relevant provisions of applicable laws and statutes.

The Board has constituted following Committees.

- Audit Committee
- Nomination and Remuneration Committee
- Stakeholder's Relationship Committee

The details with respect to the compositions, powers, roles, terms of reference etc. of relevant committees are given in detail in the 'Report on Corporate Governance' of the company which forms part of this Annual Report.

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6. EXTRACTS OF ANNUAL RETURN:

Pursuant to sub-section 3(a) of Section 134 and sub-section (3) of Section 92 of the Companies Act 2013, read with Rule 12 of the Companies (Management and Administration) Rules, 2014 the extracts of the Annual Return as at March 31, 2017 forms part of this report as “**Annexure I**”.

7. STATUTORY AUDITORS:

Pursuant to the provisions of Section 139 of the Companies Act, 2013, **M/S. PRAFUL N SHAH & CO.**, Chartered Accountants, (Firm Registration No. 108057W), have been appointed as Statutory Auditors of the company in the AGM held on 30th September, 2016 to hold the office till the conclusion of Twenty eighth Annual General Meeting of the Company to be held for the year 2020-21 subject to ratification by the shareholders annually. Accordingly, ratification of appointment of Statutory Auditors is being sought from the members of the company at the ensuing AGM In this regard, the Company has received a certificate from the auditors to the effect that if their appointment is ratified, it would be in accordance with the provisions of Section 141 of the Companies Act, 2013.

Auditors comments on your company's accounts for year ended March 31, 2017 are self explanatory in nature and do not require any explanation as per provisions of Section 134 (3) (f) of the Companies Act, 2013.

There were no qualifications, reservation or adverse remark or disclaimer made by Statutory Auditor in its report.

8. SECRETARIAL AUDITORS AND SECRETARIAL AUDIT REPORT:

Pursuant to Section 204 of the Companies Act, 2013, your company had appointed **M/S. A. SHAH & ASSOCIATES**, Practicing Company Secretaries, Ahmedabad, as its Secretarial Auditors to conduct the Secretarial Audit of the company for FY 2016-17. The Report of the Secretarial Auditor for the FY 2016-17 is annexed to this report as “**Annexure II**”.

The Board of Directors of the Company has discussed the same at arm's length and undertaken to take the corrective steps on Qualifications raised by Secretarial Auditor in Secretarial Audit Report.

9. INTERNAL FINANCIAL CONTROLS:

Your company had laid down set of standards, processes and structure which enables to implement internal financial control across the organization and ensure that the

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

same are adequate and operating effectively. Their scope of work includes review of processes for safeguarding the assets of the Company, review of operational efficiency, effectiveness of systems and processes, and assessing the internal control strengths in all areas.

10. BOARD EVALUATION:

The Board of Directors has carried out an annual evaluation of its own performance, Board committees and individual directors pursuant to the provisions of the Companies Act, 2013 and the corporate governance requirements as prescribed by Securities and Exchange Board of India ("SEBI") under Regulation 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015.

The performance of the Board was evaluated by the Board after seeking inputs from all the directors on the basis of the criteria such as the Board composition and structure, effectiveness of board processes, information and functioning, etc. The performance of the committees was evaluated by the board after seeking inputs from the committee members on the basis of the criteria such as the composition of committees, effectiveness of committee meetings, etc.

The Board and the Nomination and Remuneration Committee ("NRC") reviewed the performance of the individual directors on the basis of the criteria such as the contribution of the individual director to the Board and committee meetings like preparedness on the issues to be discussed, meaningful and constructive contribution and inputs in meetings, etc. In addition, the Chairman was also evaluated on the key aspects of his role.

In a separate meeting of independent Directors, performance of non-independent directors, performance of the board as a whole and performance of the Chairman was evaluated, taking into account the views of executive directors and non-executive directors. The same was discussed in the board meeting that followed the meeting of the independent Directors, at which the performance of the Board, its committees and individual directors was also discussed.

11. DEPOSITS:

Your company has not accepted any fixed deposits from the public within the provisions of Section 73 to 76 of the Companies Act, 2013. Hence, the disclosures

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required as per Rule 8(5)(v)&(vi) of the Companies (Accounts) Rules, 2014, read with Section 73 to 76 of the Companies Act, 2013 are not applicable to your Company.

12. **CORPORATE GOVERNANCE:**

The Company believes that good Corporate Governance is a continuous process and it is our continuous endeavor to achieve good governance, by way of a conscious and conscientious effort whereby ensuring the truth, transparency, accountability and responsibility in all our dealings with all our stakeholders.

A separate section on Corporate Governance Standards followed by your Company, as stipulated under Regulation 34(3) read with Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015 is enclosed as Annexure to this Report. The Report on Corporate Governance also contains certain disclosures required under Companies Act, 2013.

A certificate from **M/S. PRAFUL N SHAH & CO., Chartered Accountant**, conforming compliance to the conditions of Corporate Governance as stipulated under Regulation 17, 18, 19, 20, 21, 22, 23, 24, 25, 26, 27 and clauses (b) to (i) of sub-regulation (2) of regulation 46 and para C, D and E of Schedule V of SEBI (Listing Obligation and Disclosure Requirement) Regulation 2015, is annexed to this Report.

13. **VIGIL MECHANISM:**

In pursuant to the provisions of section 177(9) & (10) of the Companies Act, 2013, a Regulation 22 of the SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 Vigil Mechanism for directors and employees to report genuine concerns has been established.

14. **CONSEVATION OF ENERGY & TECHNOLOGY ABSORTION :**

(a) **Conservation of energy-**

(i)	the steps taken or impact on conservation of energy	N.A
(ii)	the steps taken by the company for utilizing alternate sources of energy	N.A
(iii)	the capital investment on energy conservation equipment's	N.A

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(b) Technology absorption-

(i)	the efforts made towards technology absorption	N.A
(ii)	the benefits derived like product improvement, cost reduction, product development or import substitution	N.A
(iii)	in case of imported technology (imported during the last three years reckoned from the beginning of the financial year)-	N.A
	(a) the details of technology imported	N.A
	(b) the year of import;	N.A
	(c) whether the technology been fully absorbed	N.A
	(d) if not fully absorbed, areas where absorption has not taken place, and the reasons thereof	N.A
(iv)	the expenditure incurred on Research and Development	N.A

15. FOREIGN EXCHANGE EARNINGS / OUTGO:-

As the Company has not carried out any activities relating to the export and import during the financial year. There is no foreign exchange expenses and foreign income during the financial year.

16. NOMINATION AND REMUNERATION POLICY:

The Board has on the recommendation of Nomination and Remuneration / Compensation Committee framed a policy on directors' appointment and remuneration of Directors including criteria for determining qualification, positive attributes, independence of directors and remuneration for Directors, Key Managerial Personnel and other employees. The policy is annexed to this report as "Annexure III".

17. PARTICULARS OF CONTRACTS OR ARRANGEMENTS WITH RELATED PARTIES:

There were no materially significant related party transactions entered by the Company with Promoters, Directors, Key Managerial Personnel or other persons which may have a potential conflict with the interest of the company.

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The policy on materiality of Related Party Transactions and also on dealing with Related Party Transactions as approved by the Audit Committee and the Board of Directors has been approved by the board.

However, the Disclosure for Related Party Transaction as required under Section 134 of the Companies Act, 2013 regarding the particulars of every contract or arrangements entered into by the Company with related parties referred to in subsection (1) of section 188 of the Companies Act, 2013 is disclosed in Form No. AOC-2 in “**Annexure IV**”.

18. PARTICULARS OF LOANS, GUARANTEES OR INVESTMENTS UNDER SECTION 186:

In terms of provisions of Section 134 (3) (g), the Particulars of Loans, Guarantees or Investments under Section 186, is annexed hereto as “**Annexure V**” and forms part of this Report.

19. PARTICULARS OF EMPLOYEES REMUNERATION:

- A. The ratio of the remuneration of each director to the median employee’s remuneration and other details in terms of sub-section 12 of Section 197, of the Companies Act, 2013 read with Rule 5(1) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, are forming part of this report as “**Annexure VI**”.
- B. The statement containing particulars of employees as required under Section 197(12) of the Companies Act, 2013 read with Rule 5(2) of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 is not provided as no employees is paid remuneration of Rs. 8.5 Lac Per month if employed for part of the year and Rs. 1.2 Crore Per Annum if employed for the whole year.

20. CORPORATE SOCIAL RESPONSIBILITY (CSR)

The company does not fall under the purview of the section 135 of the Companies Act, 2013 which requires formulating a Corporate Social Responsibility Committee and adopting any activities as specified in Schedule VII.

21. HUMAN RESOURCES:

Your Company treats its “human resources” as one of its most significant assets. The Company continues its focus on retention through employee engagement initiatives and provides a holistic environment where employees get opportunities to realize their potential. A number of programs that provide focused people attention are currently underway. Your Company thrust is on the promotion of talent internally through job

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rotation and job enlargement. The Company's Health and Safety Policy commits to provide a healthy and safe work environment to all employees.

22. SEXUAL HARASSMENT OF WOMEN AT WORKPLACE (PREVENTION, PROHIBITION AND REDRESSAL) ACT, 2013:

1. Disclosure under Section 22 of the Sexual Harassment Of Women At Workplace (Prevention, Prohibition and Redressal) Act, 2013:

Pursuant to Section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013 every company is required to set up an Internal Complaints Committee to look into complaints relating to sexual harassment at work place of any women employee.

There are no women employees are working in the Organization. Hence, there is no need to constitute committee and formulate policy in accordance with the section 22 of the Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013.

23. CHANGE IN NATURE OF THE BUSINESS:

There has been no change in the nature of business of the company during the year under review.

24. MANAGEMENT DISCUSSION AND ANALYSIS:

As per corporate governance norms, a separate section on Management Discussion and Analysis outlining the business of the Company is set out in Annexure forming part of this Report.

25. SIGNIFICANT OR MATERIAL ORDERS AGAINST COMPANY:

No significant and material orders were passed by the regulators or courts or tribunals impacting the going concern status and Company's operation in future. However company's trading is been suspended on Bombay Stock Exchange from January, 2015.

26. SIGNIFICANT OR MATERIAL EVENTS OCCURRED AFTER BALANCESHEET DATE:

No Event has occurred after the balance sheet date that representing the material changes and commitment that affecting the Financial position of the company

27. STATEMENT OF DIRECTORS' RESPONSIBILITY:

Pursuant to requirement under 134(3)(c) and Section 134(5) of the Companies Act, 2013 (Act), Directors, confirm that:

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

- (a) In the preparation of the annual accounts for the year ended on 31st March, 2017, the applicable accounting standards read with requirement set out under Schedule III to the Act, have been followed and there are no material departures from the same;
- (b) The Directors have selected such accounting policies and applied them consistently and made judgments and estimates that are reasonable and prudent so as to give a true and fair view of the state of affairs of the company as at March 31, 2017 and of the profit of the company for the year ended on that date;
- (c) The Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the company and for preventing and detecting fraud and other irregularities;
- (d) The Directors had prepared the annual accounts on a going concern basis;
- (e) The Directors, had laid down internal financial controls to be followed by the company and that such internal financial controls are adequate and are operating effectively and
- (f) The Directors had devised proper systems to ensure compliance with the provisions of all applicable laws and that such systems are adequate and operating effectively.

28. ACKNOWLEDGEMENT:

Your Directors wish to place on record their gratitude and sincere appreciation for the assistance and co-operation received from the financial institutions, banks, Government authorities, customers, vendors and members during the year under review.

Your Directors would like to express a profound sense of appreciation for the commitment shown by the employees in supporting the Company in its continued robust performance on all fronts.

PLACE: RAJKOT

DATE: 14/08/2017

BY ORDER OF THE BOARD OF DIRECTORS,
FOR, ATLANTA INFRASTRUCTURE & FINANCE LIMITED


MR. SHAMESH WED
MANAGING DIRECTOR
(DIN- 00797245)

.....ANNUAL REPORT 2016-17.....

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

ANNEXURE I **FORM NO. MGT 9**

EXTRACT OF ANNUAL RETURN

As on financial year ended on 31.03.2017

**Pursuant to Section 92 (3) of the Companies Act, 2013 and rule 12(1) of the Company
(Management & Administration) Rules, 2014**

I. REGISTRATION & OTHER DETAILS:

1.	CIN	L45400GJ1992PLC017520.
2.	Registration Date	29/04/1992.
3.	Name of the Company	ATLANTA INFRASTRUCTURE & FINANCE LIMITED.
4.	Category/Sub-category of the Company	COMPANY LIMITED BY SHARES / INDIAN NON-GOVERNMENT COMPANY.
5.	Address of the Registered office & contact details	822, STAR CHAMBERS, HARIHAR CHOWK, RAJKOT – 360001 CONTACT NO: 0281- 2468068 E-MAIL: kadvanisecurities@ymail.com
6.	Whether listed company	BSE LIMITED
7.	Name, Address & contact details of the Registrar & Transfer Agent, if any.	M/S. LINK INTIME SHARE REGISTRY PVT. LTD. NO.C-13, PANNALAL SILK MILLS COMPOUND, LAL BAHADUR SHASTRI ROAD, BHANDUP WEST, MUMBAI, MAHARASHTRA 400078. Tele: +(91)-22-25963838, 25946970

II. PRINCIPAL BUSINESS ACTIVITIES OF THE COMPANY (All the business activities contributing 10 % or more of the total turnover of the company shall be stated)

Sr. No.	Name and Description of main products / services	NIC Code of the Product/service	% to total turnover of the company
1	TRADING OF EQUITY SHARES	661	100

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

III. SHARE HOLDING PATTERN (Equity Share Capital Breakup as percentage of Total Equity) Category-wise Share Holding

Category of Shareholder	No. of Shares held at the beginning of the year (as on April 1, 2016 i.e. on the basis of SHP of March 31, 2016)				No. of Shares held at the end of the year (as on March 31, 2017 i.e. on the basis of SHP of March 31, 2017)				% Change during the year
	Demat	Physical	Total	% of Total Shares	Demat	Physical	Total	% of Total Shares	
A. Promoters/Promoters Group									
(1) Indian									
a) Individual/HUF	-	-	-	-	-	-	-	-	-
b) Central Govt.	-	-	-	-	-	-	-	-	-
c) State Govt.(s)	-	-	-	-	-	-	-	-	-
d) Bodies Corporate	-	-	-	-	-	-	-	-	-
e) Banks / FI	-	-	-	-	-	-	-	-	-
f) Any Other	-	-	-	-	-	-	-	-	-
Sub-total(A)(1):	-	-	-	-	-	-	-	-	-
(2) Foreign									
a) NRIs - Individuals	-	-	-	-	-	-	-	-	-
b) Other - Individuals	-	-	-	-	-	-	-	-	-
c) Bodies Corp.	-	-	-	-	-	-	-	-	-
d) Banks / FI	-	-	-	-	-	-	-	-	-
e) Any Other....	-	-	-	-	-	-	-	-	-
Sub-total:(A) (2):	-	-	-	-	-	-	-	-	-
Total shareholding of Promoter (A) =(A)(1)+(A)(2)	-	-	-	-	-	-	-	-	-
B. Public Shareholding									
1. Institutions									
a) Mutual Funds	-	-	-	-	-	-	-	-	-
b) Banks / FI	-	-	-	-	-	-	-	-	-
c) Central Govt.	-	-	-	-	-	-	-	-	-
d) State Govt.(s)	-	-	-	-	-	-	-	-	-
e) Venture Capital Funds	-	-	-	-	-	-	-	-	-

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

f) Insurance Companies	-	-	-	-	-	-	-	-	-
g) FIIs	-	-	-	-	-	-	-	-	-
h) Foreign Venture Capital Funds	-	-	-	-	-	-	-	-	-
i) Others (specify)	-	-	-	-	-	-	-	-	-
i-1) Foreign Financial Institution	-	-	-	-	-	-	-	-	-
i-2) Trust	-	-	-	-	-	-	-	-	-
Sub-total (B)(1):-	-	-	-	-	-	-	-	-	-
2.Non-Institutions									
a) Bodies Corporate									
i) Indian	18232797	21000	18253797	15.80	19221847	21000	19242847	16.66	0.86
ii) Overseas	-	-	-	-					-
b) Individuals									
i) Individual shareholders holding nominal share capital upto Rs. 1 lakh	18266567	4406300	22672867	19.63	3943085	4406300	8349385	7.23	(12.4)
ii) Individual shareholders holding nominal share capital in excess of Rs 1 lakh	72984450	340000	73324450	63.48	72195450	340000	72535450	62.80	(0.68)
c) Others (specify) HUF	-	-	-	-	14317072	-	14317072	12.40	12.40
Non Resident Indians (Repat)	-	-	-	-					
Non Resident Indians (Non Repat)	86	-	86	0.00	86	-	86	0.00	-
Clearing Members	1248800	-	1248800	1.08	1055160	-	1055160	0.91	(0.17)
Sub-total (B)(2):-	110732700	4767300	115500000	100	110732700	4767300	115500000	100	-
Total Public Shareholding (B)=(B)(1)+(B)(2)	110732700	4767300	115500000	100	110732700	4767300	115500000	100	-
C. Shares held by Custodian for GDRs & ADRs	-	-	-	-					-

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

(C)									
Grand Total (A+B+C)	110732700	4767300	115500000	100	110732700	4767300	115500000	100	0

B) SHAREHOLDING OF PROMOTER-

SN	Shareholder's Name	Shareholding at the beginning of the year (as on April 1, 2016 i.e. on the basis of SHP of March 31, 2016)			Shareholding at the end of the year (as on March 31, 2017 i.e. on the basis of SHP of March 31, 2017)			% change in shareholding during the year
		No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	No. of Shares	% of total Shares of the company	% of Shares Pledged / encumbered to total shares	
1	-	-	-	-	-	-	-	

C) CHANGE IN PROMOTERS' SHAREHOLDING (please specify, if there is no change)

Sr. No.	Name of the Promoter	Date	Reason (if any increase / decrease during the year)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
	-	-	-	-	-	-	-

Note- there is no Promoter in the company, hence changes made in their shareholding is not applicable,

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

D) Shareholding Pattern of top ten Shareholders:

(Other than Directors, Promoters and Holders of GDRs and ADRs):

Sr. No.	Name of the Shareholder	Date	Reason (if any increase / decrease during the year)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	ANILBHAI AMRUTLAL GANDHI (HUF)	01/04/2016	At the beginning of the year	5476000	4.74	5476000	4.74
		31/03/2017	At the end of the year	-	-	5476000	4.74
2.	KRISHNA CAP SHARES PVT LTD	01/04/2016	At the beginning of the year	4500000	3.90	4500000	3.90
		31/03/2017	At the end of the year	-	-	4500000	3.90
3.	NATWARLAL DAHYABHAI UKANI	01/04/2016	At the beginning of the year	4000000	3.46	4000000	3.46
		31/03/2017	At the end of the year	-	-	4000000	3.46
4.	PRASHANT DHIRENBHAI LOTIA	01/04/2016	At the beginning of the year	3616190	3.13	3616190	3.13
		31/03/2017	At the end of the year	-	-	3616190	3.13
5	SUDHABEN AMRUTLAL GANDHI	01/04/2016	At the beginning of the year	3573900	3.09	3573900	3.09
		31/03/2017	At the end of the year	-	-	3573900	3.09
6.	JAY MAULESH UKANI	01/04/2016	At the beginning of the year	3500000	3.03	3500000	3.03
		31/03/2017	At the end of the year	-	-	3500000	3.03
7.	MAULESH DAHYABHAI UKANI	01/04/2016	At the beginning of the year	3500000	3.03	3500000	3.03
		31/03/2017	At the end of the year	-	-	3500000	3.03
8.	GIRISHKUMA	01/04/2016	At the beginning	3240097	2.81	3240097	2.81

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

	R PRABHUDAS RUPAREL		of the year				
		31/03/2017	At the end of the year	-	-	3240097	2.81
9.	LUV NATWARLAL UKANI	01/04/2016	At the beginning of the year	3193000	2.76	3193000	2.76
		31/03/2017	At the end of the year	-	-	3193000	2.76
10.	LOTIA DHIREN HASMUKHRAI (HUF)	01/04/2016	At the beginning of the year	3116510	2.70	3116510	2.70
		31/03/2017	At the end of the year	-	-	3116510	2.70

E) Shareholding of Directors and Key Managerial Personnel:

Sr. No.	Name of the Director and Key Managerial Personnel	Date	Reason (if any increase / decrease during the year)	Shareholding at the beginning of the year		Cumulative Shareholding during the year	
				No. of shares	% of total shares of the company	No. of shares	% of total shares of the company
1.	MR. SHAILESH VED – (MANAGING DIRECTOR & CFO)	01/04/2016	At the beginning of the year	-	-	-	-
		31/03/2017	At the end of the year	-	-	-	-
2.	MR. MANISH ASHAR- (INDEPENDENT DIRECTOR)	01/04/2016	At the beginning of the year	-	-	-	-
		31/03/2017	At the end of the year	-	-	-	-
3.	MR. SURESH MAVANI- (INDEPENDENT DIRECTOR)	01/04/2016	At the beginning of the year	-	-	-	-
		31/03/2017	At the end of the year	-	-	-	-
4.	MRS. BHAVNA ASHAR- (NON EXECUTIVE DIRECTOR)	01/04/2016	At the beginning of the year	-	-	-	-
		31/03/2017	At the end of the year	-	-	-	-

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

F) INDEBTEDNESS -Indebtedness of the Company including interest outstanding/accrued but not due for payment.

Particulars	Secured Loans excluding deposits	Unsecured Loans	Deposits	Total Indebtedness
Indebtedness at the beginning of the financial year				
i) Principal Amount	N.A	N.A	N.A	N.A
ii) Interest due but not paid	N.A	N.A	N.A	N.A
iii) Interest accrued but not due	N.A	N.A	N.A	N.A
Total (i+ii+iii)	N.A	N.A	N.A	N.A
Change in Indebtedness during the financial year				
* Addition	N.A	N.A	N.A	N.A
* Reduction	N.A	N.A	N.A	N.A
Net Change	N.A	N.A	N.A	N.A
Indebtedness at the end of the financial year				
i) Principal Amount	N.A	N.A	N.A	N.A
ii) Interest due but not paid	N.A	N.A	N.A	N.A
iii) Interest accrued but not due	N.A	N.A	N.A	N.A
Total (i+ii+iii)	N.A	N.A	N.A	N.A

IV. REMUNERATION OF DIRECTORS AND KEY MANAGERIAL PERSONNEL- (Trial Balance considers of Director Remuneration)

A. Remuneration to Managing Director, Whole-time Directors and/or Manager:

Sr. No	Particulars of Remuneration	Name of MD/WTD/Manager Mr. Shailesh Ved (MD)	Total Amount
1	Gross salary	NIL	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	NIL	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	NIL	NIL
	(c) Profits in lieu of salary under section 17(3) Income- tax Act, 1961	NIL	NIL
2	Stock Option	NIL	NIL
3	Sweat Equity	NIL	NIL
4	Commission - as % of profit	NIL	NIL
	Total (A)	NIL	NIL
	Ceiling as per the Act	-	

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

B. REMUNERATION TO OTHER DIRECTORS

1. Independent Directors

Sr. No.	Particulars of Remuneration	Name of Director		Total Amt
		Mr. Suresh Mavani	Mr. Manish Ashar	
1	-Fee for attending Board / Committee meetings (in Rs.)	-	-	-
2	- Commission	-	-	-
3	- Others, please specify	-	-	-
4	TOTAL (B1)	-	-	-

2. Other Non-Executive Directors

Sr. No.	Particulars of Remuneration	Name of Director	Total Amt
		Mrs. Bhavna Ashar	
1.	-Fee for attending Board / Committee meetings (in Rs.)	-	-
2.	- Commission	-	-
3.	- Others, please specify	-	-
TOTAL (B2)		-	-
TOTAL B = B(1) + B(2)			-
TOTAL MANAGERIAL REMUNERATION			-
OVERALL CEILING AS PER THE ACT			-

C. REMUNERATION TO KEY MANAGERIAL PERSONNEL OTHER THAN MD/MANAGER/WTD:

Sr.No	Particulars of Remuneration	Key Managerial Personnel	
		CFO- Mr. Shailesh Ved	Total
1	Gross salary	N.A	NIL
	(a) Salary as per provisions contained in section 17(1) of the Income-tax Act, 1961	N.A	NIL
	(b) Value of perquisites u/s 17(2) Income-tax Act, 1961	N.A	NIL
	(c) Profits in lieu of salary under section 17(3) Income-tax Act, 1961	N.A	NIL
2	Stock Option	N.A	NIL
3	Sweat Equity	N.A	NIL
4	Commission - as % of profit	N.A	NIL
5	Others, please specify	N.A	NIL
	Total	N.A	NIL

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

XII. PENALTIES / PUNISHMENT/ COMPOUNDING OF OFFENCES:

Type	Section of the Companies Act	Brief Description	Details of Penalty / Punishment / Compounding fees imposed	Authority [RD / NCLT / COURT]	Appeal made, if any (give Details)
A. COMPANY					
Penalty	NOT APPLICABLE				
Punishment					
Compounding					
B. DIRECTORS					
Penalty	NOT APPLICABLE				
Punishment					
Compounding					
C. OTHER OFFICERS IN DEFAULT					
Penalty	NOT APPLICABLE				
Punishment					
Compounding					

PLACE: RAJKOT

DATE: 14/08/2017

BY ORDER OF THE BOARD OF DIRECTORS,
FOR, ATLANTA INFRASTRUCTURE & FINANCE LIMITED



MR. SHASHI K. VED
MANAGING DIRECTOR
(DIN- 00797245)

SECRETARIAL AUDIT REPORT

[Pursuant to section 204(1) of the Companies Act, 2013 and rule No.9 of the Companies Appointment and Remuneration Personnel) Rules, 2014]

FOR THE FINANCIAL YEAR ENDED AS ON 31ST MARCH, 2017

To,
The Members,
ATLANTA INFRASTRUCTURE & FINANCE LIMITED

We have conducted the secretarial audit of the compliance of applicable statutory provisions and the adherence to good corporate practices by **M/S ATLANTA INFRASTRUCTURE & FINANCE LIMITED** (Hereinafter called the company). Secretarial Audit was conducted in a manner that provided us a reasonable basis for evaluating the corporate conducts/statutory compliances and expressing my opinion thereon.

Based on our verification of the **M/S ATLANTA INFRASTRUCTURE & FINANCE LIMITED** (books, papers, minute books, forms and returns filed and other records maintained by the company and also the information provided by the Company, its officers, agents and authorized representatives during the conduct of secretarial audit, We hereby report that in our opinion, the company has, during the audit period covering the financial year ended on 31ST MARCH, 2017 complied with the statutory provisions listed hereunder and also that the Company has proper Board-processes and compliance-mechanism in place to the extent, in the manner and subject to the reporting made hereinafter:

We have examined the books, papers, minute books, forms and returns filed and other records maintained by **M/S ATLANTA INFRASTRUCTURE & FINANCE LIMITED** for the financial year ended on 31ST MARCH, 2017 according to the provisions of:

- (i) The Companies Act, 2013 (the Act) and the rules made there under;
- (ii) The Securities Contracts (Regulation) Act, 1956 ('SCRA') and the rules made there under;
- (iii) The Depositories Act, 1996 and the Regulations and Bye-laws framed there under;

(iv) Foreign Exchange Management Act, 1999 and the rules and regulations made there under to the extent of Foreign Direct Investment, Overseas Direct Investment and External Commercial Borrowings;

(v) The following Regulations and Guidelines prescribed under the Securities and Exchange Board of India Act, 1992 ('SEBI Act'):-

(a) The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015

(b) The Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(c) The Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(d) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009;

(e) The Securities and Exchange Board of India (Employee Stock Option Scheme and Employee Stock Purchase Scheme) Guidelines, 1999;

(f) The Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008;

(g) The Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993 regarding the Companies Act and dealing with client;

(h) The Securities and Exchange Board of India (Delisting of Equity Shares) Regulations, 2009; and

(i) The Securities and Exchange Board of India (Buyback of Securities) Regulations, 1998;

(vi) Other law specifically applicable to the company is as follows:

1. Reserve Bank of India Act, 1934 pursuant to Non banking financial companies directions.

We have also examined compliance with the applicable clauses of the following:

- I. Secretarial Standards issued by The Institute of Company Secretaries of India
- II. The Listing Agreements entered into by the Company with BSE Limited Stock Exchange(s).

During the period under review the Company has complied with the provisions of the Act, Rules, Regulations, Guidelines, Standards, etc. mentioned above subject to the following observations:

- 1. Company has not executed Fresh Listing Agreement with BSE as stipulated in Regulation 109 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015.**
- 2. Company has not complied with Regulation 29 of the Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 for all the quarters of the financial year 2016-17.**
- 3. The Company has not complied with Regulation 47(1)(a) and (b) of Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 for all the quarters of the financial year 2016-17.**
- 4. The Company is not in compliance Regulation 6 (2) of The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 and Section 203 (1) (ii) of the Companies Act, 2013 for appointment of Company Secretary as Key Managerial Personnel for the financial year 2016-17**
- 5. Company is yet to comply with the section 138 of the Companies Act, 2013 i.e. Internal Auditor needs to be appointed to conduct the internal audit of the functions and activities of the company.**
- 6. The Company is yet to comply with Regulation 33 (d) of The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 regarding submission of quarterly/yearly basis financial results by auditor who holds valid peer review certificate issued by Institute of Chartered Accountants in India.**
- 7. The Company is yet to comply with Regulation 46 of The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 regarding maintaining a Functional Website for disseminating information to shareholders.**
- 8. Company has not provided Newspaper advertisement of book closure, E voting and AGM notice pursuant to section 91 of Companies Act, 2013.**
- 9. The Company has not complied with Section 136 and Section 101 of the Companies Act, Regulation 36 of The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 regarding sending the annual report of 2015-16 to every member of the company.**

10. Company is not in compliance with Section 149(6) of The Companies Act, 2013 as well as Regulation 17(1)(b) of The Securities and Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulation, 2015 for appointment of optimum number of Independent Directors on the board of the company.

11. The company has not paid listing fees of the BSE for the financial year 2016-17.

We further report that

The Board of Directors of the Company is duly constituted with proper balance of Executive Directors, Non-Executive Directors and Independent Directors. The changes in the composition of the Board of Directors that took place during the period under review were carried out in compliance with the provisions of the Act.

Adequate notice is given to all directors to schedule the Board Meetings, agenda and detailed notes on agenda were sent at least seven days in advance, and a system exists for seeking and obtaining further information and clarifications on the agenda items before the meeting and for meaningful participation at the meeting.

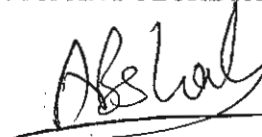
Majority decision is carried through while the dissenting members' views are captured and recorded as part of the minutes.

We further report that there are adequate systems and processes in the company commensurate with the size and operations of the company to monitor and ensure compliance with applicable laws, rules, regulations and guidelines.

We further report that during the audit period the company there has been no material discrepancy in the business and no specific change in the nature of the Business.

PLACE: AHMEDABAD
DATE: 14/08/2017

FOR, A. SHAH & ASSOCIATES
PRACTICING COMPANY SECRETARIES



MR. ANISH SHAH
PROPRIETOR
FCS No: 4713
C P No.: 6560



Note: This report is to be read with our letter of even date which is annexed as "ANNEXURE A" and forms an integral part of this report.

PRACTISING COMPANY SECRETARIES

Annexure A

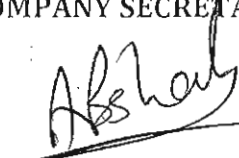
To,
The Members
ATLANTA INFRASTRUCTURE & FINANCE LIMITED
822, STAR CHAMBERS,
HARIHAR CHOWK,
RAJKOT - 360001

Our Report of even date is to be read with this letter:

1. Maintenance of Secretarial record is the responsibility of the management of the company. Our responsibility is to express an opinion on these secretarial records based on our audit.
2. We have followed the audit practices and processes as were appropriate to obtain reasonable assurance about the correctness of the contents of the secretarial records. The verification was done to test basis to ensure that correct facts are reflected in secretarial records. We believe that the processes and practices, we followed provide a reasonable basis for our opinion.
3. We have not verified the correctness and appropriateness of financial records and Books of Accounts of the Company.
4. Where ever required, we have obtained the Management representation about the compliance of laws, rules and regulations and happening of events etc.
5. The compliance of the provisions of Corporate and other applicable laws, rules, regulations, standards is the responsibility of management. Our examination was limited to the verification of procedures on test basis.
6. The Secretarial Audit report is neither an assurance as to the future viability of the company nor of the efficacy or effectiveness with which the management has conducted the affairs of the company.

PLACE: AHMEDABAD
DATE: 14/08/2017

FOR, A. SHAH & ASSOCIATES
PRACTISING COMPANY SECRETARIES


MR. ANISH SHAH
PROPRIETOR
FCS No: 4713
C P No.: 6560



Annexure – III

NOMINATION AND REMUNERATION POLICY

1. INTRODUCTION

Part D of Schedule II of SEBI (Listing obligations and disclosure requirements) Regulation, 2015 provides that:

“The Nomination and Remuneration Committee shall formulate the criteria for determining qualifications, positive attributes and independence of directors and recommend to the Board, a policy, relating to the remuneration for the directors, key managerial personnel and other employees.”

Section 178(2) & (3) of the Companies Act, 2013 provides that:

“The Nomination and Remuneration Committee shall identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the board of directors their appointment and removal and shall carry out evaluation of every director’s performance.”

Therefore, to ensure compliance with the aforesaid Act, and Regulations, the Nomination and Remuneration Committee (the ‘Committee’) the Board of directors of ‘Atlanta Infrastructure and Finance Limited’ (the ‘Company’) has formulated a Nomination and Remuneration Policy (the ‘Policy’).

2. OBJECTIVE

The objective of this Policy is to formulate the criteria for determining qualifications, positive attributes and independence for the appointment of a Director (Executive/Non-Executive/Independent) and recommend to the Board policy relating to the remuneration of the Directors, Key Managerial Personnel and other employees.

The policy reflects the Company's objectives for good corporate governance as well as sustained long - term value creation for shareholders.

3. DEFINITIONS

‘Company’ means ‘Atlanta Infrastructure and Finance Limited’.

‘Committee’ means ‘Nomination and Remuneration Committee’ as constituted by board from time to time.

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

'Regulations' means 'SEBI (Listing obligations and disclosure requirements) Regulation, 2015'

'Policy' means 'this policy'.

'Key Managerial Personnel' means

- Chief Executive Officer or Managing Director or the Manager,
- Whole time director
- Chief financial Officer
- Company secretary
- And such other officer as may be prescribed under the Act from time to time.

'Senior Management Personnel' (SMP) means personnel of the Company who are members of the core management team, excluding Board of Directors and are one level below the Executive Director including Functional Head.

'Remuneration' means any money or its equivalent given or passed to any person for services rendered by him and includes perquisites as defined under the Income-tax Act, 1961.

4. APPLICABILITY

The Nomination and Remuneration Policy applies to the appointment and remuneration of Directors, Key Managerial Personnel and Company's Senior Management and other employees.

This Nomination & Remuneration Policy shall apply to all future employment agreements with members of Company's Senior Management, Key Managerial Personnel and Board of Directors. This Policy shall be of guidance for the Nomination & Remuneration Committee and Board of Directors.

5. APPOINTMENT CRITERIA

The Committee shall identify and ascertain the integrity, qualification, expertise and experience of the person for appointment as Director, KMP or at Senior Management level and recommend to the Board his/her appointment.

A person should possess adequate qualification, expertise and experience for the position he/she is considered for appointment. The Committee has discretion to decide whether qualification, expertise and experience possessed by a person are sufficient /satisfactory for the concerned position.

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

A person to be appointed as a Director should possess impeccable reputation for integrity, deep expertise and insights in sectors/areas relevant to the Company and ability to contribute to the Company's growth.

APPOINTMENT OF EXECUTIVE DIRECTOR

For the purpose of appointment of Executive Directors, the Committee shall identify persons of integrity who possess relevant experience, domain expertise and leadership qualities and also ensure that the incumbent fulfills such other criteria with regard to age and qualifications as laid down under Companies Act or other applicable laws.

APPOINTMENT OF NON EXECUTIVE DIRECTORS

The Non Executive Directors shall be persons of high integrity with relevant expertise and experience so as to have a diverse Board with Directors having expertise in the fields of finance, taxation, law, governance, marketing and general management.

APPOINTMENT OF INDEPENDENT DIRECTORS

In the case of appointment of Independent Directors, the Committee satisfies itself with regard to the independent nature of the Director and considers the incumbent's qualification, expertise and experience in the respective field and diversity of the Board while recommending to the Board the candidature for appointment as Director so as to enable the Board to discharge its function and duties effectively.

The Nomination & Remuneration Committee shall decide whether to extend or continue the term of appointment of the independent director, on the basis of report of performance evaluation of independent directors.

APPOINTMENT OF KMP/SENIOR MANAGEMENT/OTHER EMPLOYEES

- To possess the required qualifications, experience, skills and expertise to effectively discharge their duties and responsibilities.
- To practice and encourage professionalism and transparent working Environment.
- To build teams and carry the team members along for achieving the goals/objectives and corporate mission.

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

6. REMUNERATION OF DIRECTORS, KEY MANAGERIAL PERSONNEL & SENIOR MANAGEMENT

The guiding principle is that the remuneration and the other terms of employment shall be competitive in order to ensure that the Company can attract and retain competent Executives/ Directors.

The appointment and remuneration of the Managerial Personnel shall be governed by Chapter XIII of the Companies Act, 2013 read with Schedule V and the Rules there under.

Reward Policies

- **Attract and retain:** Remuneration packages are designed to attract high caliber executives in a competitive global market and remunerate executives fairly and responsibly. The remuneration shall be competitive and based on the individual responsibilities and performance.
- **Motivate and reward:** Remuneration is designed to motivate delivery of our key business strategies, create a strong performance orientated environment and reward achievement of meaningful targets over the short-and long-term.
- **The principal terms of non-monetary benefits:** The Executives will be entitled to customary non-monetary benefits such as company cars and company health care, telephone etc. In addition thereto in individual cases company housing and other benefits may also be offered.

Remuneration of Executive Directors

- The remuneration of the Executive Directors is recommended by the Nomination and Remuneration Committee and subsequently, the Board approves and adopts the same and wherever necessary forwards the same for the approval of the shareholders in the General Meetings of the Company.
- Executive remuneration is evaluated annually against performance and a benchmark of software companies, which in size and function are similar to the Company.
The Total monthly remuneration of Managing Director/Whole-time Director shall be comprised, inter alia, as follows:
 - Basic Salary
 - House Rent Allowance
 - Transport Allowance
 - Conveyance Allowance

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

- Reimbursement of any out of pocket expenses incurred by the Directors in discharge of their functions/duties on behalf of the Company.

Annual Components:

- Medical reimbursement
- Leave Travel Allowance

Remuneration of Non-Executive Directors

The Non-Executive Directors (NEDs) are paid remuneration by way of Sitting Fees. The Articles of Association of the Company have entrusted the Board of Directors of the Company to decide the remuneration payable to the Non-Executive Directors of the Company within the limits permissible under the Companies Act, 2013 and Rules there under for each meeting of the Board of Directors or Committee Meetings attended by them irrespective of the number of days for which such meeting may continue consecutively.

Payment of Sitting Fees

The Directors may receive Sitting Fees for attending Board meeting as per the provisions of the Companies Act, 2013. The amount of Sitting Fees, as recommend by Nomination and Remuneration Committee and approved by Board of Directors, shall be subject to the limits as per Companies Act, 2013 and rules made there under and any other enactment for the time being in force.

Remuneration of KMP and Senior Management Personnel

While determining the remuneration of Key Managerial Personnel and Senior Management, the following factors are analyzed by the Committee:

- The performance and contributions of Key Managerial Personnel and Senior Management to the growth of the Company, Relative position in the organization and length of service.
- Company's performance and past remuneration paid to KMP/Senior Management.
- Limits prescribed by any Acts, rules or regulations.

Remuneration of Other employees

Apart from the Directors, KMPs and Senior Management Personnel, the remuneration for rest of the employees is determined on the basis of the role and position of the individual employee, including professional experience, responsibility, job complexity and market conditions.

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The various remuneration components, basic salary, allowances, perquisites etc. may be combined to ensure an appropriate and balanced remuneration package.

The annual increments to the remuneration paid to the employees shall be determined based on the appraisal carried out by the HODs of various departments. Decision on Annual Increments shall be made on the basis of this appraisal

7. POLICY REVIEW

The Nomination and Remuneration Committee shall review the Policy, from time to time, as and when any changes are to be incorporated in the Policy due to change in Act/Rules/Regulations or as may be felt appropriate by the Committee to ensure the effectiveness of the Policy. The Committee will discuss any revisions that may be required, and recommend any such revisions to the Board of Directors for their consideration and approval.

PLACE: RAJKOT
DATE: 14/08/2017

**BY ORDER OF THE BOARD OF DIRECTORS,
FOR, ATLANTA INFRASTRUCTURE & FINANCE LIMITED**


MR. SHANESHVED
MANAGING DIRECTOR
(DIN- 00797245)

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

Annexure - IV

FORM NO. AOC -2

(Pursuant to clause (h) of sub-section (3) of section 134 of the Act and Rule 8(2) of the Companies (Accounts) Rules, 2014.

Form for Disclosure of particulars of contracts/arrangements entered into by the company with related parties referred to in sub section (1) of section 188 of the Companies Act, 2013 including certain arms length transaction under third proviso thereto.

1. Details of contracts or arrangements or transactions at Arm's length basis.

Sr. No.	Particulars	Details
a.	Name (s) of the related party & nature of relationship	Name: NA Nature of relationship:
b.	Nature of contracts/arrangements/transaction	NA
c.	Duration of the contracts/arrangements/transaction	NA
d.	Salient terms of the contracts or arrangements or-transaction including the value, if any	NA
e.	Date of approval by the Board	
f.	Amount paid as advances, if any	N.A

PLACE: RAJKOT
DATE: 14/08/2017

BY ORDER OF THE BOARD OF DIRECTORS,
FOR, ATLANTA INFRASTRUCTURE & FINANCE LIMITED

S
MR. SHAILESH VEDIN
MANAGING DIRECTOR
(DIN- 00797245)



ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

ANNEXURE - V

(Pursuant to sub-section (2) of section 186 of the Act and Rule 11 of the Companies (Meetings of Board and its Powers) Rules, 2014)

• **Details of Loans;** (After the ledger of loans and advances provided)

Sr. No	Details of Borrower	Amount	Purpose for which the loan is to be utilized by the recipient	Time period for which it is given	Date of BR	Date of SR (if reqd)	Rate of Interest	Security
N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A	N.A

• **Details of Investments:-**

Sr. No	Date of investment	Details of Investee	Amount	Purpose for which the proceeds from investment is proposed to be utilized by the recipient	Date of BR	Date of SR (if reqd)	Expected rate of return
1	N.A	N.A	N.A	N.A	N.A	N.A	N.A

• **Details of Guarantee / Security Provided:**

Sr. No	Date of providing security/ guarantee	Details of recipient	Amount	Purpose for which the security/guarantee is proposed to be utilized by the recipient	Date of BR	Date of SR (if any)	Commission
1	N.A	N.A	N.A	N.A	N.A	N.A	N.A

PLACE: RAJKOT
DATE: 14/08/2017

BY ORDER OF THE BOARD OF DIRECTORS,
FOR, ATLANTA INFRASTRUCTURE & FINANCE LIMITED

S
MR. SHANLESH VERMA
MANAGING DIRECTOR
(DIN- 00797245)

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

ANNEXURE VI

DETAILS PERTAINING TO REMUNERATION AS REQUIRED UNDER SECTION 197(12) OF THE COMPANIES ACT, 2013 READ WITH RULE 5(1) OF THE COMPANIES (APPOINTMENT AND REMUNERATION OF MANAGERIAL PERSONNEL) RULES, 2014

- (i) The percentage increase in remuneration of each Director & Chief Financial Officer during the Financial year 2016-17, ratio of the remuneration of each Director to the median remuneration of the employees of the Company for the Financial year 2016-17 and the comparison of remuneration of each Key Managerial Personnel (KMP) against the performance of the Company are as under:

Sr. No.	Name of Director/KMP and Designation	Remuneration of Director/KMP for Financial year 2016-17 (Rs. in crore)	% increase in Remuneration in the Financial Year 2016-17	Ratio of remuneration of each Director / to median remuneration of employees	Comparison of the Remuneration of the KMP against the performance of the Company
1.	MR. SHAILESH VED – (MD)	-	-	-	-
2.	MR. MANISH ASHAR- (INDEPENDENT DIRECTOR)	-	-	-	-
3.	MR. SURESH MAVANI – (INDEPENDENT DIRECTOR)	-	-	-	-
4.	MRS.BHAVNA ASHAR- (NON EXECUTIVE DIRECTOR)	-	-	-	-

- (ii) The median remuneration of employees of the Company during the financial year was Rs. 80,000/-
- (iii) In the Financial year, there was increase of Rs. 10,000/- in median remuneration of employees;
- (iv) There were 3 permanent employees on the rolls of Company as on March 31, 2017.
- (v) Relationship between average increase in remuneration and company performance:-

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

As the company has incurred loss of Rs. 794518/- so no comparison can be provided

- (vi) Comparison of Remuneration of the Key Managerial Personnel(s) against the performance of the Company:

a) Variations in the market capitalization of the Company: The market capitalization as on *January 06, 2015 was Rs. 921690000.

*(As the shares have not been traded after 06TH January, 2015 due to suspension)


b) As earning per share of the Company is NIL Price Earnings ratio of the Company is not provided.

c) Percent increase over/ decrease in the market quotations of the shares of the company as compared to the rate at which the company came out with the last public offer in the year could not be provided as previous years data is not available.

- (vii) Average percentage increase made in the salaries of employees other than the managerial personnel in the financial year i.e. 2016-17 was 4.34% whereas the decrease in the managerial remuneration for the same financial year was 100% as no remuneration has been paid to any of the director of the company.
- (viii) The key parameters for the variable component of remuneration availed by the directors are considered by the Board of Directors based on the recommendations of the Nomination and Remuneration Committee as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.
- (ix) The ratio of the remuneration of the highest paid director to that of the employees who are not directors but receive remuneration in excess of the highest paid director during the year – Not Applicable; and
- (x) It is hereby affirmed that the remuneration paid is as per the as per the Remuneration Policy for Directors, Key Managerial Personnel and other Employees.

PLACE: RAJKOT
DATE: 14/08/2017

BY ORDER OF THE BOARD OF DIRECTORS,
FOR, ATLANTA INFRASTRUCTURE & FINANCE LIMITED


MR. SHAMSHED
MANAGING DIRECTOR
(DIN- 00797245)

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

REPORT OF THE DIRECTORS ON CORPORATE GOVERNANCE

COMPANY'S PHILOSOPHY ON CODE OF CORPORATE GOVERNANCE:

Corporate governance is about maximizing shareholder value legally, ethically and on a sustainable basis. Corporate Governance helps to enhance stakeholders' value by focusing on long-term value creation without compromising on integrity, social obligations and regulatory compliances. The Corporate Governance philosophy is scripted as:

"As a good corporate citizen, the Company is committed to sound corporate practices based on conscience, openness, fairness, professionalism and accountability in building confidence of its various stakeholders in it thereby paving the way for its long term success."

The company believes in sustainable corporate growth that emanates from the top leadership down through the organization to the various stakeholders which is reflected in its sound financial system, enhanced market reputation and improved efficiency.

The Company believes that good Corporate Governance is a continuous process and it is our continuous endeavor to achieve good governance, by way of a conscious and conscientious effort whereby ensuring the truth, transparency, accountability and responsibility in all our dealings with our stakeholders, consumers, employees and the community at large.

The Board of Directors represents the interest of the Company's stakeholders, for optimizing long-term value by way of providing necessary guidance and strategic vision to the Company. The Board also ensures that the Company's management and employees operate with the highest degree of ethical standards.

I. Board of Directors

A. BOARD OF DIRECTORS:

The names and category of Directors on the Board, their attendance at the Board meetings held during the year and also at the last Annual General Meeting, the number of Directorships held by them in other companies as on 31st March, 2017 are given below:

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

Name of Director	Category	No. of Board Meeting	Attended	Last AGM Attendance	No of directorship in Other Public Limited Cos	Disclosure of Relationship of Directors inter se
MR. SHAILESH VED	MANAGING DIRECTOR	4	4	YES	0	-
MR. MANISH ASHAR	INDEPENDENT DIRECTOR	4	4	YES	0	-
MR. SURESH MAVANI	INDEPENDENT DIRECTOR	4	4	YES	1	-
MRS.BHAVNA ASHAR	NON EXECUTIVE DIRECTOR	4	4	YES	0	-

Four Board Meetings were held during the year and the gap between two meetings did not exceed One Hundred Twenty Days. The dates on which the said meetings were held:

None of the Directors of Board is a member of more than 10 Committees and no Director is the Chairman of more than 5 committees across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

SR. NO.	DATE OF MEETING	DAY
1	30.05.2016	MONDAY
2	12.08.2016	FRIDAY
3	11.11.2016	FRIDAY
4	13.02.2017	MONDAY

B. INDEPENDENT DIRECTOR:

None of the Director of the Company is on the Board of more than 7 listed companies as an Independent Director. Further, none of the Director of the Company is acting as a Whole Time Director of any listed company as well as Independent Director in more than 3 listed companies.

None of the Directors of Board is a member of more than 10 Committees and no Director is the Chairman of more than 5 committees across all the companies in which he is a Director. The necessary disclosures regarding Committee positions have been made by all the Directors.

Pursuant to Schedule IV of the Companies Act, 2013 and the Rules made there under, all the

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

independent directors of the Company met once during a year, without the attendance of non-independent directors and members of the Management.

C. PERFORMANCE EVALUATION:

On the bases of performance evaluation criteria laid down by the Nomination and Remuneration Committee & Pursuant to the provisions of the Companies Act, 2013, overall performance and contribution of independent directors and board as whole is evaluated by the board of directors of the company at its meeting held on 28th February, 2017 and framed the opinion that all the independent directors as well executive and nonexecutive director have performed their duty satisfactorily and making their best efforts for the advancement of the company.

D. CODE OF CONDUCT:

The Board has laid down code of conduct for all Board Members and Senior Managerial Personnel of the Company. All Board Members and Senior Managerial Personnel have affirmed compliance with the Code of Conduct and a declaration to this effect signed by the Chief Executive Officer (CEO) has been obtained.

A declaration signed by Mr. Shailesh Ved , Managing Director of the company is attached herewith forming part of his Annual Report.

II. AUDIT COMMITTEE:

The Audit Committee comprises of 3 members out of which 2 are Non-Executive are independent directors. Accordingly, the Company has complied with the requirements of Regulation 18 of SEBI (Listing Obligation and Disclosure Requirement) Regulations, 2015 relating to composition of Audit Committee.

The terms of reference of the Audit Committee includes following:

- Oversight of the company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
- Recommendation for appointment, remuneration and terms of appointment of auditors of the company;
- Approval of payment to statutory auditors for any other services rendered by the statutory auditors;
- Reviewing, with the management, the annual financial statements and auditor's report thereon before submission to the board for approval, with particular reference to:
 - Matters required to be included in the Director's Responsibility Statement to be included in the Board's report in terms of clause (c) of sub-section 3 of section 134 of the Companies Act, 2013
 - Changes, if any, in accounting policies and practices and reasons for the same
 - Major accounting entries involving estimates based on the exercise of judgment by management

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

- Significant adjustments made in the financial statements arising out of audit findings
- Compliance with listing and other legal requirements relating to financial statements
- Disclosure of any related party transactions
- Qualifications in the draft audit report
- Reviewing, with the management, the quarterly financial statements before submission to the board for approval;
- Reviewing, with the management, the statement of uses / application of funds raised through an issue (public issue, rights issue, preferential issue, etc.), the statement of funds utilized for purposes other than those stated in the offer document / prospectus / notice and the report submitted by the monitoring agency monitoring the utilization of proceeds of a public or rights issue, and making appropriate recommendations to the Board to take up steps in this matter;
- Review and monitor the auditor's independence and performance, and effectiveness of audit process;
- Approval or any subsequent modification of transactions of the company with related parties;
- Scrutiny of inter-corporate loans and investments;
- Valuation of undertakings or assets of the company, wherever it is necessary;
- Evaluation of internal financial controls and risk management systems;
- Reviewing, with the management, performance of statutory and internal auditors, adequacy of the internal control systems;
- Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure coverage and frequency of internal audit;
- Discussion with internal auditors of any significant findings and follow up there on;
- Reviewing the findings of any internal investigations by the internal auditors into matters where there is suspected fraud or irregularity or a failure of internal control systems of a material nature and reporting the matter to the board;
- Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
- To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
- To review the functioning of the Whistle Blower mechanism;
- Approval of appointment of CFO (i.e., the whole-time Finance Director or any other person heading the finance function or discharging that function) after assessing the qualifications, experience and background, etc. of the candidate;
- Carrying out any other function as is mentioned in the terms of reference of the Audit Committee.

Explanation (i): The term "related party transactions" shall have the same meaning as provided in Companies Act, 2013.

Additionally, the Audit Committee shall mandatorily review the following information:

- Management discussion and analysis of financial condition and results of operations;

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

- Statement of significant related party transactions (as defined by the Audit Committee), submitted by management;
- Management letters / letters of internal control weaknesses issued by the statutory auditors;
- Internal audit reports relating to internal control weaknesses; and
- The appointment, removal and terms of remuneration of the Chief internal auditor shall be subject to review by the Audit Committee.

The Committee met 4 times during the year 2016-17 and the attendance of members at the meetings was as follows:

NAME OF MEMBER	CATEGORY	STATUS	NO. OF MEETINGS ATTENDED /HELD
MR. SURESH MAVANI	NON EXECUTIVE-INDEPENDENT	CHAIRMAN	4/4
MR. MANISH ASHAR	NON EXECUTIVE-INDEPENDENT	MEMBER	4/4
MR. SHAILESH VED	MANAGING DIRECTOR & CFO	MEMBER	4/4

The Audit Committee has reviewed financial condition and results of operations forming part of the management discussion and analysis, statement of significant related party transactions as submitted by the management as mentioned in part C Schedule II of SEBI (Listing Obligations and disclosure Requirement) Regulations, 2015.

The Chairman of the Audit Committee of the Company was present at the last Annual General Meeting of the Company held on September 30, 2016.

III. NOMINATION AND REMUNERATION COMMITTEE:

In compliance with Section 178 of the Companies Act, 2013 and Regulation 19 of SEBI (Listing obligation and Disclosure Requirement) Regulations 2015, the Board has constituted the "Nomination and Remuneration Committee."

The Nomination and Remuneration Committee comprises of 3 Non-Executive Directors and out of them 2 are independent directors. The Chairman of the Committee is an Independent Director. Accordingly, the Company has complied with the requirements of Regulation 19 of SEBI (Listing obligation and Disclosure Requirement) Regulations 2015 relating to composition of Nomination and Remuneration Committee.

The terms of reference of the Committee inter alia, include the following:

- a) To identify persons who are qualified to become directors and who may be appointed in senior management in accordance with the criteria laid down, recommend to the Board

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

their appointment and removal

- b) To carry out evaluation of every director's performance.
- c) To formulate criteria for determining qualification, positive attributes & Independence of director
- d) To recommend to board policy relating to remuneration for the directors, KMP and employees.
- e) NRC shall while formulating policy ensure that,
 - a. The level & composition of remuneration is reasonable & sufficient to attract, retain & motivate directors of the quality required to run the co. successfully
 - b. Relationship of remuneration to performance is clear and meets appropriate performance benchmarks, and
 - c. Remuneration to directors, KMP and senior management involve balance between fixed & incentive pay reflecting short and long-term performance objective appropriate to the working of the co. & its goals.
- f) To devise a policy on Board diversity;
- g) To perform any other functions as may be assigned to Committee by the Board from time to time.

The Committee met once during the year 2016-17 and the attendances of members at the meetings were as follows:

NAME OF MEMBER	CATEGORY	STATUS	NO. OF MEETINGS ATTENDED /HELD
MR. SURESH MAVANI	NON EXECUTIVE-INDEPENDENT	CHAIRMAN	1/1
MR. MANISH ASHAR	NON EXECUTIVE-INDEPENDENT	MEMBER	1/1
MRS. BHAVNA ASHAR	NON EXECUTIVE	MEMBER	1/1

No sitting fees are paid to any Director.

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

No Remuneration has been paid during the year by the Company to its directors.

IV. STAKEHOLDERS' RELATIONSHIP COMMITTEE:

In compliance with Section 178 of the Companies Act, 2013 and Regulation 20 of SEBI (Listing obligation and Disclosure Requirement) Regulations, 2015, the Board has constituted Stakeholders Relationship Committee.

The Stakeholders' Relationship Committee comprises of following members:

1. Mr. Suresh Mavani - Chairman
2. Mr. Manish Ashar - Member

The role of the Committee is as under:

- To hear the complaint and grievances of various securities holders so as ensure that timely relief is extended to securities holders including shareholders in respect of their complaint. Additionally the Committee also looks into the shareholders' complaints, if any, related to non-receipt of balance sheet, non-receipt of declared dividend, revalidation of dividend warrants etc. and redress the same expeditiously.
- To consider and approve issue of share certificates (including issue of renewed or duplicate share certificates), transfer and transmission of securities, etc

The Committee met four times during the year 2016-17 and the attendance of members at the meetings was as follows:

Name of Member	Capacity	Status	No. of Meetings attended / held
Mr. Suresh Mavani	Non Executive-Independent	Chairman	4/4
Mr. Manish Ashar	Non Executive-Independent	Member	4/4

All investors complains directly received by the company are recorded on the same date of receipt and resolved immediately.

There were no pending complaints from the shareholders at the beginning of the Financial Year 201617 and no complaint has been received by the Company from the shareholders during the Financial Year 201617.

I. GENERAL BODY MEETING:

- a. The details of last 3 Annual General Meetings (AGMs) of the Company are as under:

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

Financial Year	Date	Time	Venue
2015-2016	30.09.2016	10.00 A.M.	822, STAR CHAMBERS, HARIHAR CHOWK, RAJKOT – 360001
2014-2015	30.09.2015	10.00 A.M.	
2013-2014	30.09.2014	03.00 P.M.	

SPECIAL RESOLUTION IN LAST 3 AGMS:

- In AGM held on September 30, 2016, no Special Resolutions was passed
- In AGM held on September 30, 2015, no Special Resolutions was passed
- In AGM held on September 30, 2014, Four Special Resolutions were passed as under:
 - (i) Provisions of Section 180(1)(c) of the Companies Act, 2013, to borrow from time to time such sum or sums of money as they may deem necessary for the purpose of the business of the Company, notwithstanding that the monies to be borrowed together with the monies already borrowed by the Company (apart from cash credit arrangement, discounting of bills and other temporary loans obtained from Company's Bankers in the ordinary course of business) and remaining outstanding at any point of time will exceed the aggregate of the Paid-up Share Capital of the Company and its Free Reserves, i.e. reserves not set apart for any specific purpose; provided that the total amount up to which monies may be borrowed by the Board of Directors and which shall remain outstanding at any given point of time shall not exceed the sum of Rs. 100 crores (Rupees Hundred crores)."
 - (ii) Pursuant to the provisions of Section 186 of the Companies Act, 2013 and the rules framed there under, as amended from time to time to give any loan to any Body Corporate(s)/Person(s), to give any guarantee or to provide any security in connection with a loan to any Body Corporate(s)/Person(s) and to acquire by way of subscription, purchase or otherwise, securities of any Body Corporate(s) and to decide limit up to which such investments in securities/loans/guarantees, that may be given or made, notwithstanding that any loan given to any Body Corporate(s)/Person(s), any guarantee given or any security provided in connection with a loan to any Body Corporate(s)/Person(s) and to acquire by way of subscription, purchase or otherwise, securities of any Body Corporate(s) may exceed 60% of the aggregate of the paid-up Share Capital and Free Reserves and Securities Premium Account; or 100% of its Free Reserves, whichever is higher at any point of time however it shall not exceed beyond Rs. 50 crores at any point of time; on such terms and conditions, as the Board may think fit.

- (iii) To reappoint Mr. Shailesh Ved, Managing Director of the Company for a term period of 5 Years with effect from April 1, 2014.

II. **DISCLOSURES:**

a) Management Discussion and Analysis:

Annual Report has a detailed chapter on Management Discussions and Analysis.

b) Related Party Transaction:

There were no transactions with related parties, which are not in the ordinary course of business and not on arm's length basis.

There were no materially significant related party transactions that may have potential conflict with the interests of company at large, during the year.

The Company has received representation from Senior Management personnel that there was no material significant financial and commercial transaction entered into by them along with their relative where they have personal interest that may have a potential conflict with the interest of the Company at large. The company has also formulated a policy on dealing with Related Party Transactions.

c) Accounting treatment

The company has followed accounting treatment as prescribed in Accounting Standard applicable to the company.

- d)** Neither any non-compliance nor any penalty, strictures were imposed on the Company by stock exchanges or SEBI or any statutory authority on any matter related to capital markets during the last three years.

e) Whistle Blower Policy (Vigil Mechanism)

The Company established the Whistle Blower Policy (vigil mechanism). In line with the best Corporate Governance practices, the Company has put in place a system through which the Directors or employees may report concerns about unethical and improper practices or Alleged Wrongful Conduct, without fear of reprisal. The functioning of the vigil mechanism is being monitored by the Audit Committee from time to time.

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

f) Various Policies adopted by the company

Due to promulgation of Securities Exchange Board of India (Listing Obligation and Disclosure Requirement) Regulations, 2015, the company has adopted various other policies in line with the best Corporate Governance Practices.

Following other policies have been adopted by the company:

- Risk management policy
- Nomination and Remuneration policy
- Board Diversity policy
- Material Subsidiary policy
- Preservation of documents policy

III. MEANS OF COMMUNICATION:

Financial Results

The Results of the Company were submitted to the Stock Exchanges after the conclusion of the Board Meeting. The official news releases are being simultaneously sent to Stock Exchanges where the shares of the Company are listed.

IV. GENERAL SHAREHOLDER INFORMATION

Annual General Meeting, Book Closure & Dividend Payment

The information of forthcoming Annual General Meeting, Book Closure and Dividend payment details have been provided in the Notice of Annual General Meeting enclosed along with this Annual Report.

Financial Calendar

Financial Year: 1st April, 2017 to 31st March, 2018

Financial Results:

First Quarter Results	:	by 14 th August, 2017
Half Year Results	:	by 14 th November, 2017
Third Quarter Results	:	by 14 th February, 2018
Annual Results	:	by 30 th May, 2018

Listing

At present, the equity shares of the Company are listed on the BSE Limited (BSE)

Name of Stock Exchange	Stock Code
BSE Limited	530479
P J Towers, Dalal Street, Fort, Mumbai-400001	

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

The Company has not paid the listing fees for the year 2016-17 to the Bombay Stock Exchange Limited.

MARKET PRICE DATA AT BOMBAY STOCK EXCHANGE LIMITED:

MONTH	HIGH (RS.)	LOW (RS.)
April, 2016	*(Shares are not traded after 06 TH January, 2015 due to suspension)	
May, 2016		
June, 2016		
July, 2016		
August, 2016		
September, 2016		
October, 2016		
November, 2016		
December, 2016		
January, 2017		
February, 2017		
March, 2017		

REGISTRAR AND SHARE TRANSFER AGENT:

M/S. LINK INTIME SHARE REGISTRY PVT. LTD.

5th floor, 506 to 508 Amarnath Business
Centre I (ABC I), Beside Gala Business
Centre, Nr. St. Xavier's College Corner
Off C G Road, Navarangpura,
Ahmedabad – 380009, Gujarat
PH. No 07926465179

SHARE TRANSFER SYSTEM:

The share transfer work is handled by registrar and transfer agent for the company. Share Transfers are registered and dispatched within a period of thirty days from the date of the lodgments if the transfer documents are correct and valid in all respects. The Company has obtained the half yearly certificates from a Company Secretary in Practice for due compliance of share transfer formalities as per the requirement of Clause 47 (c) of the erstwhile Listing Agreement of the Stock Exchanges and Regulation 40(9) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015. These certificates have been submitted to the Stock Exchanges.

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

Distribution Pattern as on the 31st March, 2017:

Particulars	No of Shares	Percentage
Promoters and Relatives	0	0
Banks/ FII/ FI	0	0
Public	80884835	70.03
Body Corporate	19242847	16.66
Clearing Member	1055160	0.91
NRI	86	0.00
HUF	14317072	12.40
Total	115500000	100.00

Dematerialization of Shares and Liquidity

110732700 shares constituting 95.87 % of total number of shares of the Company are in electronic form as on March 31, 2017.

ISIN No. (For Dematerialized Shares): **INE433D01027**

The Company has no GDRs/ADRs/Warrants/Convertible Instruments outstanding as on March 31, 2017.

Address for Correspondence : 822, STAR CHAMBERS, HARIHAR CHOWK, RAJKOT
- 360001

PLACE: RAJKOT
DATE: 14/08/2017

BY ORDER OF THE BOARD OF DIRECTORS,
FOR, ATLANTA INFRASTRUCTURE & FINANCE LIMITED


S
MR. SANKESHVED
MANAGING DIRECTOR
(DIN- 00797245)

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

MANAGEMENT DISCUSSION AND ANALYSIS

1. Overall Review:

The Company has diversified in to activities relating to infrastructural projects, including constructions for residential and commercial premises.

2. Financial Review:

During the Financial Year 2016-17 company has not carried out any business activity. Hence, turnover of the company is NIL.

3. Internal Control System and their adequacy:

Considering the size of the company, your company has adequate system of internal control to provide reasonable assurance that assets are safeguarded and protected from unauthorized use or deposition.

4. Business Environment:

The Performance of the company for the year under review was satisfactory.

5. Risk and Concern:

The building, plant and machinery, vehicle and stocks of the company are adequately insured.

6. Cautionary Statement:


Statements in this report on management Discussion and analysis may be forward looking statements within the meaning of applicable security laws or regulations. These statements are based on certain assumptions and expectations of future events. Actual results could however, differ materially from those expressed or implied. Important factors that could make a different to the Company's operations include global and domestic demand supply conditions, finished goods prices, raw material cost and availability and changes in government regulation and tax structure, economic development within India and the countries with which the company has business contacts and other factors such as litigation and industrial relations.

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

The Company assumes no responsibilities in respect of forward looking statements which may be amended or modified in future on the basis of subsequent developments, information of event.

PLACE: RAJKOT
DATE: 14/08/2017

**BY ORDER OF THE BOARD OF DIRECTORS,
FOR, ATLANTA INFRASTRUCTURE & FINANCE LIMITED**


MR. SHAMLESHVED
MANAGING DIRECTOR
(DIN- 00797245)

.....ANNUAL REPORT 2016-17.....

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

CEO/CFO CERTIFICATION

To,
Board of Directors
ATLANTA INFRASTRUCTURE & FINANCE LIMITED

I, Mr. Shailesh Ved, Managing Director and Chief Financial Officer of **ATLANTA INFRASTRUCTURE & FINANCE LIMITED**, to the best of our knowledge and belief, hereby certify that:

(a) I have reviewed financial statements and the cash flow statement for the year ended March 31, 2017 and that to the best of our knowledge and belief:

1. These statements do not contain any materially untrue statement or omit any material fact or contain statements that might be misleading;
2. These statements together present a true and fair view of the Company's affairs and are in compliance with existing Accounting Standards, applicable laws and regulations.


(b) To the best of our knowledge and belief, no transaction entered into by the Company during the years which are fraudulent, illegal or volatile of the Company's Code of Conduct.

(c) I accept responsibility for establishing and maintaining internal controls for financial reporting and that we have evaluated the effectiveness of internal control systems of the Company pertaining to financial reporting and have disclosed to the Auditors and the Audit Committee, deficiencies in the design or operation of such internal controls, if any, of which we are aware and the steps we have taken or propose to take to rectify these deficiencies.

(d) I have indicated to the Auditors and the Audit Committee:

1. That there is no significant changes in internal control over financial reporting during the year;
2. That there is no significant changes in accounting policies during the year and that the same have been disclosed in the notes to the financial statements; and
3. That there is no instances of significant fraud of which we have become aware and the involvement therein, if any, of the management or an employee having a significant role in the Company's internal control system over financial reporting.

PLACE: RAJKOT
DATE: 14/08/2017


MR. SHAILESH VED
MANAGING DIRECTOR & CFO
(DIN- 00797245)

.....ANNUAL REPORT 2016-17.....

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED


DECLARATION BY THE MANAGING DIRECTOR OF THE COMPANY ABOUT CORPORATE GOVERNANCE

I, Mr. Shailesh Ved , Managing Director of **ATLANTA INFRASTRUCTURE & FINANCE LIMITED** hereby confirm pursuant to Regulation 26(3) and PART D of Schedule V of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015 that:

1. The Board of Directors of **ATLANTA INFRASTRUCTURE & FINANCE LIMITED** has laid down a code of conduct the same is adopted by all the directors.
2. All the members of the board as well as senior management personal have complied with the said code of conduct for the year ended 31st March 2017.

PLACE: RAJKOT
DATE: 14/08/2017

**BY ORDER OF THE BOARD OF DIRECTORS,
FOR, ATLANTA INFRASTRUCTURE & FINANCE LIMITED**

S

MR. SHAILESH VED
MANAGING DIRECTOR
(DIN- 00797245)

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

CERTIFICATE ON CORPORATE GOVERNANCE

To,

The Members of

ATLANTA INFRASTRUCTURE & FINANCE LIMITED

We have examined the compliance of the conditions of Corporate Governance by **ATLANTA INFRASTRUCTURE & FINANCE LIMITED** ('the Company') for the year ended March 31, 2017 as stipulated in:

- Regulation 23(4) of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (SEBI Listing Regulations) for the period April 1, 2016 to March 31, 2017 and
- Regulations 17 to 27 (excluding regulation 23 (4)) and clauses (b) to (i) of regulation 46 (2) and paragraphs C, D and E of Schedule V of the SEBI Listing Regulations for the period April 1, 2016 to March 31, 2017.

The compliance of conditions of Corporate Governance is the responsibility of the management. Our examination was limited to a review of the procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of Corporate Governance. It is neither an audit nor an expression of the opinion on the financial statements of the Company.

In our opinion and to the best of our information and explanations given to us, we certify that the Company has complied with the conditions of Corporate Governance as stipulated in the above mentioned Listing Agreement and SEBI Regulations.

We further state that such compliance is neither an assurance as to the future viability of the Company nor of the efficiency or effectiveness with which the management has conducted the affairs of the Company.

PLACE: AHMEDABAD

DATE: 14/08/2017

**FOR, M/S. PRAFUL N. SHAH & CO,
CHARTERED ACCOUNTANTS**

**CA PRAFUL B. SHAH
PROPRIETOR
M.N - 118298**



PRAFUL N. SHAH & CO.
CHARTERED ACCOUNTANTS

Flat No. 2, First Floor, 10 Residency, Opp. Komal Flats, Nr. Suraj Party Plot, Sugam Flats Road, Vasna, Ahmedabad - 380 007.
Phone : 079 - 26611218 M. : 93280 45200 E-mail : p_n_shah_ca@yahoo.com

Independent Auditors' Report

To,
THE MEMBERS OF,
ATLANTA INFRASTRUCTURE AND FINANCE LTD,
AHMEDABAD

Report on the Financial Statements

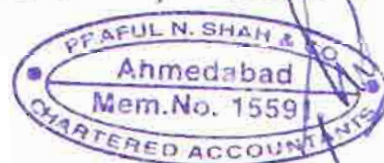
We have audited the accompanying financial statements of **ATLANTA INFRASTRUCTURE AND FINANCE LTD** ("the company"), which comprise the Balance Sheet as at 31 March 2017, the Statement of Profit and Loss and the cash flow statement for the year then ended and a summary of significant accounting policies and other explanatory information.

Management's Responsibility for the Financial Statements

The Company's Board of Directors is responsible for the matters stated in section 134(5) of the Companies Act, 2013 ("the Act") with respect to the preparation of these financial statements that give a true and fair view of the financial position, financial performance and cash flows of the Company in accordance with the accounting principles generally accepted in India, including the Accounting Standards specified under Section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014. This responsibility also includes the maintenance of adequate accounting records in accordance with the provision of the Act for safeguarding of the assets of the Company and for preventing and detecting frauds and other irregularities; selection and application of appropriate accounting policies; making judgments and estimates that are reasonable and prudent; and design, implementation and maintenance of adequate internal financial control, that were operating effectively for ensuring the accuracy and completeness of the accounting records, relevant to the preparation and presentation of the financial statements that give a true and fair view and are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these financial statements based on our audit. We have taken into account the provisions of the Act, the accounting and auditing standards and matters which are required to be included in the audit report under the provisions of the Act and the Rules made there under.



We conducted our audit in accordance with the Standards on Auditing specified under section 143(10) of the Act. Those Standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal financial control relevant to the Company's preparation of the financial statements that give true and fair view in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on whether the company has in place an adequate internal financial controls system over financial reporting and the operating effectiveness of such controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of the accounting estimates made by Company's Directors, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the financial statements.

Opinion

In our opinion and to the best of our information and according to the explanations given to us, the aforesaid financial statements, give the information required by the Act in the manner so required and give a true and fair view in conformity with the accounting principles generally accepted in India;

- a) In the case of the state of affairs of the Company as at March 31, 2017;
- b) In the case of the profit for the year ended on that date; and
- c) In the case of its cash flow for the year ended on that date.

Report on other Legal and Regulatory Requirements

1. As required by the companies (Auditor's Report) Order, 2016 ("the Order") issued by the Central Government of India in terms of sub section(11) of section 143 of the Act, we give in the Annexure – A, a statement on the matters specified in paragraphs 3 and 4 of the Order to the extent applicable.

2.As required by Section 143(3) of the Act ,we report that:

- a) We have sought and obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purposes of our audit.
- b) In our opinion proper books of account as required by law have been kept by the Company so far as appears from our examination of those books.
- c) The Balance Sheet, the Statement of Profit and Loss and cash flow statement dealt with by this Report are in agreement with the books of account.



- d) In our opinion, the aforesaid financial statements comply with the Accounting Standards specified under section 133 of the Act, read with Rule 7 of the Companies (Accounts) Rules, 2014.
- e) On the basis of written representations received from the directors as on 31 March, 2017, taken on record by the Board of Directors, none of the directors is disqualified as on 31 March, 2017, from being appointed as a director in terms of Section 164(2) of the Act and
- f) With respect to the adequacy of the internal financial controls over financial reporting of the company and the operating effectiveness of such controls, refer to our separate report in Annexure - B of the report; Our report expresses an unmodified opinion on the adequacy and operating effectiveness of the Company's internal financial controls over financial reporting.
- g) With respect to the other matters included in the Auditor's Report in accordance with Rule 11 of the Companies (Audit and Auditors) Rules, 2014, in our opinion and to our best of our information and according to the explanations given to us:
 - i. The Company has no pending litigations which have any impact on its financial position in its financial statements as at March 31, 2017
 - ii. The Company did not have any long term contracts including derivative contracts as at March 31, 2017 for which there were any material foreseeable losses
 - iii. There were no amounts which were required to be transferred, to the Investor Education and Protection Fund by the Company.
- iv With regard to requisite disclosure in financial statements as to holding as well as dealing in specified bank notes during the period 8th November, 2016 to 30th December, 2016 we report that there is no such transaction in the Company and thus the same is not applicable to the Company.

For Praful N. Shah & Co
Chartered Accountants
Firm Reg. No 108057W



Praful N. Shah
(Proprietor)
M.No. 015591

Place: Ahmedabad
Date : 29 / 05 / 2017

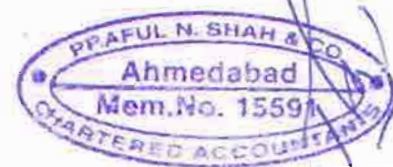
ATLANTA INFRASTRUCTURE AND FINANCE LTD
Annexure "A" to Auditors' Report
(Referred to in our Report of even Date)

[Annexure referred to in paragraph 1 under "Report on Other Legal and Regulatory Requirements" section of our report on financial statements for the year ended March 31, 2017 to the members of

ATLANTA INFRASTRUCTURE AND FINANCE LTD

- (i) (a) The Company has maintained proper records showing full particulars, including quantitative details and situation of fixed assets.
- (b) All the assets have not been physically verified by the management during the year but there is a regular program of verification which in our opinion is reasonable having regard to size of the company and nature of its assets. No material discrepancies were noticed on such verification as compared to records maintained by the Company.
- (c) Since no immovable properties are held in the name of the Company, the same is not applicable.
- (ii) The stock of raw material, Semi finished goods, finished goods, Stores & consumables, Packing and Scrap have been physically verified during the year by the management. In our opinion, the frequency of verification is reasonable and no material discrepancies were noticed on such verification.
- (iii) According to information and explanations given to us, the Company has not granted any loans, secured or unsecured, to companies, firms, Limited Liability Partnerships or other parties covered in the register maintained under Section 189 of the Act. Therefore, the provisions of Clause 3 (iii) (a), (b) and (c) of the said Order are not applicable to the Company and hence not commented upon.
- (iv) In our opinion and according to the information and explanation given to us, there are no loans, investments, guarantees and securities granted in respect of which provisions of section 185 and 186 of the Act are applicable and hence not commented upon.
- (v) The Company has not accepted deposits within the meaning of Sections 73 to 76 or any other relevant provisions of the Act and the rules framed there under.
- (vi) To the best of our knowledge and as explained, the Central Government has not prescribed the maintenance of cost records under section 148(1) of the Act, for any of the product / services rendered by the Company.
- (vii) (a) According to the information and explanations given to us and the records of the Company examined by us, in our opinion, the Company is generally regular in depositing the undisputed statutory dues, including provident fund, employees' state insurance, income tax, sales tax, service tax, custom duty, excise duty, value added tax, cess and other material statutory dues, as applicable, with appropriate authorities,

According to the information and explanations given to us and the records of the Company examined by us, in our opinion, no undisputed amounts payable as applicable were in arrears as at March 31, 2017 for a period of more than six months from the date they became payable.



(b) According to the information and explanations given to us and according to the records of the Company examined by us, there are no dues of income tax, service tax and cess which have not been deposited on account of any dispute.

(viii) Based on our audit procedure and the information and explanations given by the management, we are of the opinion that the Company has not defaulted in repayment of dues to Financial Institutions, Banks, Debenture holders or Government.

(ix) According to the information and explanations given by the management, the Company has not raised any money by way of Initial Public Offer or Further Public Offer, hence not commented upon.

Further, monies raised by the Company by way of term loans were applied for the purpose for which those were raised.

(x) According to the information and explanations given to us, no material fraud by the Company or on the Company by its officers or employees has been noticed or reported during the year under audit.

(xi) The Managerial remuneration has been paid or provided in accordance with the requisite approvals and with in the provisions of section 197 read with Schedule V to the Companies Act, 2013

(xii) In our opinion, the Company is not a nidhi company. Therefore, the provisions of clause 3(xii) of the order are not applicable to the company and hence not commented upon.

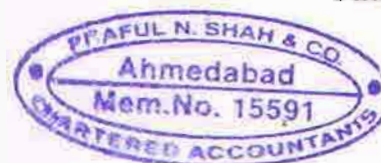
(xiii) In our opinion and according to the information given to us by the management, transactions with related parties are in compliance with Section 177 and 188 of the Act where applicable.

(xiv) According to the information and explanations given to us and on an overall examination of the balance sheet, the Company has not made any preferential allotment or private placement of shares or fully or partly convertible debentures during the year and hence, reporting requirements under clause 3(xiv) are not applicable to the Company and, not commented upon.

(xv) According to the information and explanations given to us, the company has not entered into any non-cash transactions with directors or persons connected with them.

(xvi) According to the information and explanations given to us, we report that the company is not required to be registered as required, under section 45-IA of the Reserve Bank of India Act, 1934.

For Praful N. Shah & Co
Chartered Accountants
Firm Reg. No 108057W



Praful N. Shah
(Proprietor)
M.No.015591

ATLANTA INFRASTRUCTURE AND FINANCE LTD
Annexure "B" to the Independent Auditors' Report

[Annexure referred to in paragraph 2(f) under "Report on Other Legal and Regulatory Requirements" section of our report on financial statements for the year ended March 31, 2016 to the members of

ATLANTA INFRASTRUCTURE AND FINANCE LTD

Report on the Internal Financial Controls under Clause (i) of Sub-section 3 of Section 143 of the Companies Act, 2013 ("the Act")

We have audited the internal financial controls over financial reporting of ATLANTA INFRASTRUCTURE AND FINANCE LTD, as of 31 March 2017 in conjunction with our audit of the financial statements of the Company for the year ended on that date.

Management's Responsibility for Internal Financial Controls

The Company's management is responsible for establishing and maintaining internal financial controls based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the **Guidance Note on Audit of Internal Financial Controls over Financial Reporting issued by the Institute of Chartered Accountants of India ('ICAI')**. These responsibilities include the design, implementation and maintenance of adequate internal financial controls that were operating effectively for ensuring the orderly and efficient conduct of its business, including adherence to company's policies, the safeguarding of its assets, the prevention and detection of frauds and errors, the accuracy and completeness of the accounting records, and the timely preparation of reliable financial information, as required under the Companies Act, 2013.

Auditor's Responsibility

Our responsibility is to express an opinion on the Company's internal financial controls over financial reporting based on our audit. We conducted our audit in accordance with the Guidance Note on Audit of Internal Financial Controls over Financial Reporting (the "Guidance Note") and the Standards on Auditing, issued by ICAI and deemed to be prescribed under section 143(10) of the Companies Act, 2013, to the extent applicable to an audit of internal financial controls, both applicable to an audit of Internal Financial Controls and, both issued by the Institute of Chartered Accountants of India. Those Standards and the Guidance Note require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance about whether adequate internal financial controls over financial reporting was established and maintained and if such controls operated effectively in all material respects.

Our audit involves performing procedures to obtain audit evidence about the adequacy of the internal financial controls system over financial reporting and their operating effectiveness. Our audit of internal financial controls over financial reporting included obtaining an understanding of internal financial controls over financial reporting, assessing the risk that a material weakness exists, and testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error.



We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion on the Company's internal financial controls system over financial reporting.

Meaning of Internal Financial Controls over Financial Reporting

A company's internal financial control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal financial control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles, and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

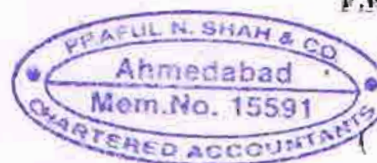
Inherent Limitations of Internal Financial Controls Over Financial Reporting

Because of the inherent limitations of internal financial controls over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may occur and not be detected. Also, projections of any evaluation of the internal financial controls over financial reporting to future periods are subject to the risk that the internal financial control over financial reporting may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

Opinion

In our opinion, the Company has, in all material respects, an adequate internal financial controls system over financial reporting and such internal financial controls over financial reporting were operating effectively as at 31 March 2017, based on the internal control over financial reporting criteria established by the Company considering the essential components of internal control stated in the Guidance Note on Audit of Internal Financial Controls Over Financial Reporting issued by the Institute of Chartered Accountants of India.

Place: Ahmedabad
Date: 29 / 05 / 2017



For Praful N. Shah & Co.
Chartered Accountants
F.R.No. 108057VV

(Praful N. Shah)
Proprietor
M. No. 015591

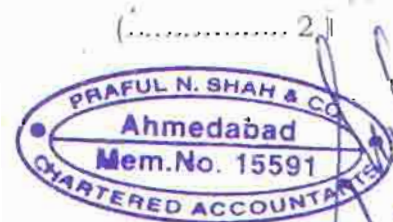


Auditor's Report on Standalone Quarterly Financial Results and Year to Date Results of ATLANTA INFRASTRUCTURE AND FINANCE LIMITED pursuant to the Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015

To,
The Board of Directors of
Atlanta Infrastructure And Finance Limited

We have audited the quarterly financial results of Atlanta Infrastructure And Finance Limited ("the Company") for the quarter ended 31st March, 2017 and the year to date results for the period 01st April, 2016 to 31st March, 2017, attached herewith, being submitted by the company pursuant to the requirement of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015. These quarterly financial results as well as the year to date financial results have been prepared on the basis of the interim financial statements, which are the responsibility of the company's management. Our responsibility is to express an opinion on these financial results based on our audit of such interim financial statements, which have been prepared in accordance with the recognition and measurement principles laid down in Accounting Standard for Interim Financial Reporting (AS 25), prescribed, under Section 133 of the Companies Act, 2013 read with relevant rules issued there under and other accounting principles generally accepted in India.

We conducted our audit in accordance with the auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial results are free of material misstatement(s). An audit includes examining, on a test basis, evidence supporting the amounts disclosed as financial results. An audit also includes assessing the accounting principles used and significant estimates made by management. We believe that our audit provides a reasonable basis for our opinion.



In our opinion and to the best of our information and according to the explanations given to us these quarterly financial results as well as the year to date results:

- (i) are presented in accordance with the requirements of Regulation 33 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in this regard; and
- (ii) give a true and fair view of the net loss and other financial information for the quarter ended 31st March, 2017 as well as the year to date results for the period from 01st April, 2016 to 31st March, 2017.

Place : Ahmedabad
Date : 29-05-2017

For, Praful N. Shah & Co.
Chartered Accountants
Firm Registration No. : 108057W



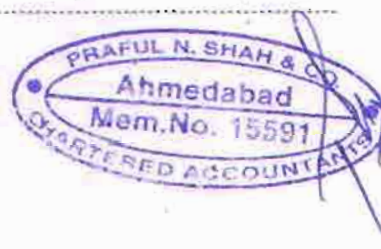
(P. N. Shah)
Proprietor
Mem. No. 015591

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

CIN: L45400GJ1992PLC017520

AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED 31TH MARCH, 2017

PART I					
(Rs. in Lakhs)					
Statement of Standalone Audited Results for the Year Ended 31.03.2017					
Particulars	3 months ended (31.03.2017)	Preceding 3 months ended (31.12.2016)	Corresponding 3 months ended in the previous year (31.03.2016)	Year to Date figures for current Period ended (31.03.2017)	Year to Date figures for the previous year ended (31.03.2016)
(Refer notes below)	Audited	Unaudited	Audited	Audited	Audited
1. Income from Operations					
(a) Revenue from operation	-	-	-	-	72.38
(b) Other Operating Income	-	-	-	-	0.09
Total Revenue	-	-	-	-	72.47
2. Expenses					
(a) Cost of materials consumed	-	-	-	-	-
(b) Purchase of stock-in-trade	-	-	-	-	5.00
(c) Changes in inventories of finished goods, work-in- progress & stock-in-trade	-	-	-	-	60.55
(d) Shares & security trading exp	-	-	-	-	0.03
(e) Employee benefits expense	0.60	0.60	0.80	2.40	4.00
(f) Depreciation & amortisation	-	0.05	0.16	0.38	0.65
(g) Other expenses	1.91	0.44	1.59	4.64	4.56
Total expenses	2.51	1.09	2.55	7.92	74.79
3. Profit/(Loss) from operations before extra ordinary and exceptional items (1-2)	(2.51)	(1.09)	(2.55)	(7.92)	(2.32)
4. Exceptional items	-	-	-	-	-
5. Profit/ (Loss) from operations before extra ordinary items	(2.51)	(1.09)	(2.55)	(7.92)	(2.32)
6. Extra ordinary items	0.01	0.01	0.01	0.02	0.03
7. Profit/ (Loss) before tax (5 +6)	(2.52)	(1.10)	(2.56)	(7.94)	(2.35)
8. Tax expenses					
(i) Current Tax	-	-	-	-	-
(ii) Deffered Tax	-	-	-	-	-
9. Profit (Loss) for the period from continuing operations (7-8)	(2.52)	(1.10)	(2.56)	(7.94)	(2.35)
10 Profit/(loss) from discontinuing operations	-	-	-	-	-
11 Tax expense of discontinuing operations	-	-	-	-	-



ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

CIN: L45400GJ1992PLC017520

AUDITED FINANCIAL RESULTS FOR THE YEAR ENDED 31TH MARCH, 2017

PART I

Statement of Standalone Audited Results for the Year Ended 31.03.2017

Particulars	3 months ended (31.03.2017)	Preceding 3 months ended (31.12.2016)	Corresponding 3 months ended in the previous year (31.03.2016)	Year to Date figures for current Period ended (31.03.2017)	Year to Date figures for the previous year ended (31.03.2016)
(Refer notes below)	Audited	Unaudited	Audited	Audited	Audited
12. Profit/(loss) from Discontinuing operations (after tax) (10-11)	-	-	-	-	-
13. Profit (Loss) for the period (9+12)	(2.52)	(1.10)	(2.56)	(7.94)	(2.35)
14. Share of Profit/Loss of Associate	-	-	-	-	-
15. Minority Interest	-	-	-	-	-
16. Net Profit / (Loss) for the year (13 + 14 + 15)	(2.52)	(1.10)	(2.56)	(7.94)	(2.35)
17. Paid-up equity share capital Face Value of Rs.1/- each. Reserves as per balance sheet of previous accounting year	1,155.00	1,155.00	1,155.00	1,155.00	1,155.00
19. Earnings Per Share (EPS)					
(a) - Basic Earning Per Share	(0.01)	(0.01)	(0.02)	(0.01)	(0.02)
(b) - Diluted Earning Per Share	(0.01)	(0.01)	(0.02)	(0.01)	(0.02)

Statement of Standalone Audited Results for the Year Ended 31.03.2017

Notes:

- 1 Profit / loss from discontinuing operations, if any, included in the above shall be disclosed separately with details thereof.
- 2 A company which presents quarterly financial results in accordance with Ind AS 34 Interim Financial Reporting (applicable under Companies (Indian Accounting Standards) Rules, 2015) for the period covered by its first Ind AS financial statement shall comply with the requirements of paragraph 32 of Ind AS 101 - First time Adoption of Indian Accounting Standard.
- 3 The above results have been reviewed by Audit committee and adopted by Board of Directors at its meeting held on 29th May, 2017.

Place : Rajkot

Date : 29.05.2017

For & On Behalf of Board of Directors
Atlanta Infrastructure & Finance Ltd.

Shallesh M. V. Red
Director



ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

CIN: L45400GJ1992PLC017520

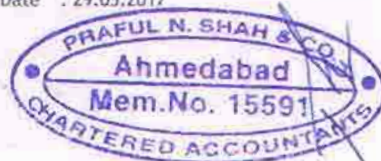
Statement of Assets and Liabilities

(Amount in Lacs)

PARTICULARS	As at 31.03.2017	As at 31.03.2016
A. EQUITY AND LIABILITIES		
(1) Shareholders' funds		
(a) Share capital	1,155.00	1,155.00
(b) Reserve and surplus	147.15	155.09
(c) Money received against share warrants		
Sub-total - Shareholders' funds :	1,302.15	1,310.09
(2) Share application money pending allotment	-	-
(3) Minority interest	-	-
(4) Non-current liabilities		
(a) Long-term borrowings	-	-
(b) Deferred tax liabilities (Net)	-	-
(c) Other Long-term liabilities	-	-
(d) Long-term provisions	-	-
Sub-total - Non-current liabilities :	-	-
(5) Current liabilities		
(a) Short-term borrowings	-	-
(b) Trade payables	-	-
(c) Other current liabilities	2.32	-
(d) Short-term provisions	-	0.60
Sub-total - Current liabilities :	2.32	0.60
TOTAL - EQUITY AND LIABILITIES	1,304.47	1,310.69
B. ASSETS		
(1) Non-current assets		
(a) Fixed assets	-	0.38
(b) Goodwill on consolidation	-	-
(c) Non-current Investments	270.58	270.58
(d) Deferred tax assets (Net)	-	-
(e) Long-term loans and advances	55.48	55.48
(f) Other non-current assets	-	-
Sub-total - Non-current assets :	326.06	326.44
(2) Current assets		
(a) Current investments	-	-
(b) Inventories	142.36	142.36
(c) Trade receivables	-	-
(d) Cash and cash equivalents	0.99	1.26
(e) Short-term loan and advances	835.06	840.63
(f) Other current assets	-	-
Sub-total - Current assets :	978.41	984.25
TOTAL	1,304.47	1,310.69

Place : Rajkot

Date : 29.05.2017



On behalf of Board of Directors
Atlanta Infrastructure & Finance Ltd.

Shailesh M. Ved
Director



ATLANTA INFRASTRUCTURE AND FINANCE LTD

Balance Sheet as at March 31, 2017

Particulars	Note No.	31st March 2017	31st March 2016
		Amt. in Rs.	Amt. in Rs.
EQUITY AND LIABILITIES:			
Shareholders' Funds:			
Share Capital	1	115,500,000	115,500,000
Reserves and Surplus	2	14,714,515	15,509,033
		130,214,515	131,009,033
Non-Current Liabilities:			
Long Term Borrowings		-	-
Current Liabilities:			
Trade Payables	3	232,000	-
Other Current Liabilities	4	-	60,000
		232,000	60,000
Total		130,446,515	131,069,033
ASSETS:			
Non-Current Assets:			
Fixed Assets:			
Tangible Assets	5	-	29,224
Intangible Assets	5	-	9,249
Capital Work in Progress		-	-
Intangible Asset under Development		-	-
Non - Current Investment	6	27,057,646	27,057,646
Deferred Tax Assets (Net)	7	3,424	3,424
Long Term Loans & Advances	8	5,548,000	5,548,000
		32,609,070	32,647,543
Current Assets:			
Inventories		14,236,310	14,236,310
Trade Receivables		-	-
Cash and Cash Equivalents	9	98,542	122,588
Short Term Loans and Advances	10	83,502,593	84,062,592
Other Current Assets		-	-
		97,837,445	98,421,490
Total		130,446,515	131,069,033

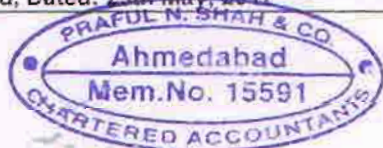
Significant Accounting Policies and Notes to the Financial Statements

As per our report of even date

For Praful N. Shah & Co.
Chartered Accountants
Firm Reg. No: 108057W

(Praful N. Shah)
Proprietor
M. No: 15591

Ahmedabad, Dated: 29th May, 2017



For Atlanta Infrastructure and Finance Ltd

(Shailesh Ved)
Director
DIN : 00797245

(Manish Ashar)
Director
DIN : 02406252

ATLANTA INFRASTRUCTURE AND FINANCE LTD

Profit and Loss statement for the year ended March 31, 2017

Particulars	Note No.	31st March 2017	31st March 2016
		Amt. in Rs.	Amt. in Rs.
REVENUE:			
Net Revenue from Operations		-	3,508,396
Other Income	11	-	3,730,839
Total Revenue		-	7,239,235
EXPENSES:			
Cost of material consumed		-	-
Purchase of stock in trade		-	500,500
Changes in inventories of finished goods, WIP and stock in trade	12	-	6,054,641
Employee benefit Expense	13	240,000	400,000
Finance Cost	14	2,003	2,909
Other Expense	15	514,043	449,588
Depreciation and amortization expense	5	38,473	65,476
Total Expenses		794,519	7,473,114
Profit/[Loss] before exceptional & extraordinary items and Tax		(794,518)	(233,878)
Less: Exceptional Items		-	-
Profit/[Loss] before extraordinary items and Tax		(794,518)	(233,878)
Less: Extraordinary Items		-	-
Profit/[Loss] before Tax		(794,518)	(233,878)
Less/[Add]: Tax Expense			
Income Tax		-	-
Deferred Tax		-	-
		-	-
Profit/[Loss] for the period from continuing operations		(794,518)	(233,878)
Earning per Equity Share [EPS] [in Rupees]			
Basic		(0.0020)	(0.0020)
Significant Accounting Policies and Notes to the Financial Statements			

As per our report of even date

For Praful N. Shah & Co.
Chartered Accountants
Firm Reg. No.: 108057W

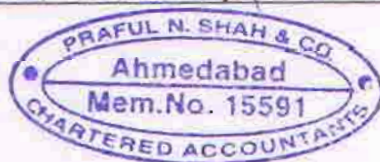
(Praful N. Shah)
Proprietor
M. No: 15591

Ahmedabad, Dated: 29th May, 2017

For Atlanta Infrastructure and Finance Ltd

(Shailesh Ved)
Director
DIN : 00797245

(Manish Ashar)
Director
DIN : 02406252



Atlanta Infrastructure and Finance Ltd

Cash Flow Statement for the year ended March 31, 2017

		March 31, 2017	March 31, 2016
A CASH FLOW FROM OPERATING ACTIVITIES			
Net Loss Before Tax		(794,518)	(233,878)
Adjustments for:			
Depreciation		38,473	65,476
Operating Profit before Working Capital Changes		(756,045)	(168,402)
Adjustments for:			
Trade and Other Receivable	-		-
Advances & Loans To Customers	559,999		(2,069,692)
Inventories	-		6,054,642
Other Current liability	(60,000)		(7,264)
Trade Payable	232,000		(65,377)
		731,999	3,912,309
Cash generated from Operations		(24,046)	3,743,907
Income Tax paid		-	-
Net Cash flow from Operating Activities		(24,046)	3,743,907
B CASH FLOW FROM INVESTING ACTIVITIES			
Purchase of Fixed Assets	-		-
Advance against Property	-		(4,457,646)
Net Cash used in Investing activities		-	(4,457,646)
C CASH FLOW FROM FINANCING ACTIVITIES			
Proceeds from Long term Borrowings			
Repayment of Long term Borrowings			
Convertible Warrant Application Money received			
Net Cash used in Financing Activities		-	-
Net increase in Cash & Cash Equivalents		(24,046)	(713,739)
Opening Balance Of Cash & Cash Equivelant		122,588	836,327
Closing Balance Of Cash & Cash Equivelant		98,542	122,588
		24,046	713,739

As per our report of even date
For Praful N. Shah & Co.
Chartered Accountants
Firm Reg. No.: 108057W



(Praful N. Shah)
Proprietor
M. No: 15591

Ahmedabad, Dated: 29th May, 2017

For Atlanta Infrastructure and Finance Ltd

Shailesh Ved
Director
DIN : 00797245

Manish Ashar
Director
DIN : 02406252

ATLANTA INFRASTRUCTURE AND FINANCE LTD			
Notes to the Financial Statements			
Note: 1-Share Capital:	31st March 2017	31st March 2016	
	Amt. in Rs.	Amt. in Rs.	
Authorised:			
12,00,00,000 Equity Shares of Rs. 1/- each	120,000,000	120,000,000	
(previous year 12,00,00,000 Equity Shares of Rs. 1/- each)	120,000,000	120,000,000	
Issued, Subscribed and Fully Paid-up Equity Shares:			
11,55,00,000 Equity Shares of Rs. 1/- each	115,500,000	115,500,000	
(previous year 11,55,00,000 Equity shares of Rs. 1/- each)	115,500,000	115,500,000	
A The reconciliation of the number of Shares outstanding as at March 31, 2015 and as at March 31, 2014 is as under:			
	31st March 2017	31st March 2016	
	Amt. in Rs.	Amt. in Rs.	
Particulars			
Number of shares at the beginning	11,550,000	11,550,000	
Add: Convertible warrants converted into equity shares during the year	-	-	
Add: Allotment of Eq. Shares on preferential basis during the year	-	-	
Add: Bonus shares issued during the year	-	-	
Number of shares at the end	11,550,000	11,550,000	
B The Company has only one class of equity shares having a par value of Rs. 1/- per share and all equity shares are pari passu and carries equal rights with respect to voting and dividend.			
C In case of liquidation, the equity shareholders shall be entitled for proportionate share of their holding in the assets remained after distribution to all creditors and preference shareholders, if any			
D Details of Share Holder holding more than 5% of Equity Shares			
Name of Share Holder	As At 31/03/2017	As At 31/03/2016	
	No. of shares % of holding	No. of shares % of holding	
Nil	Nil	Nil	

Note: 2-Reserve and Surplus:	31st March 2017	31st March 2016	
	Amt. in Rs.	Amt. in Rs.	
Capital Reserve	370348	370348	
Profit & Loss Account:			
Balance as per last Balance Sheet	(6,145,023)	(5,911,145)	
Add: Profit for the period	(794,518)	(233,878)	
Balance available for appropriation	(6,939,541)	(6,145,023)	
Less: Proposed Dividend	-	-	
Dividend Tax	-	-	
Security Premium Account:			
Opening Balance	19,712,000	19,712,000	
Add: Addition during the year	-	-	
Special Reserve u/s 45IC of RBI ACT, 1934	1,071,708	1,071,708	
Add: Transferred from surplus	-	-	
General Reserve	500,000	500,000	
Balance Carried Forward to Balance Sheet	14,714,515	15,509,033	
Total	14,714,515	15,509,033	

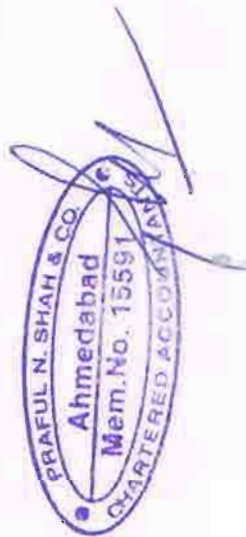
ATLANTA INFRASTRUCTURE AND FINANCE LTD			
Notes to the Financial Statements			
Note: 3-Trade Payables:	31st March 2017	31st March 2016	
	Amt. in Rs.	Amt. in Rs.	
Creditors For Expenses	232,000	-	
Total	232,000	-	

Note: 4-Other Current Liabilities:	31st March 2017	31st March 2016	
	Amt. in Rs.	Amt. in Rs.	
Provision for audit fees	-	60,000	
Total	-	60,000	



ATLANTA INFRASTRUCTURE AND FINANCE LTD
Notes to the Financial Statement (Note-5)

Description	Gross Block			Depreciation/ Amortisation			Net Block		
	As at 01-04-2016	Addition	Deduction	As at 31-03-2017	As at 01-04-2016	For the Year	Deduction	As at 31-03-2017	As at 31-03-2016
Tangible Assets:									
Own Assets									
Computer System	454170	0	0	454170	424946	29224	0	454170	29224
Sub total	454170	0	0	454170	424946	29224	0	454170	29224
Leased Assets	0	0	0	0	0	0	0	0	0
Sub total	0	0	0	0	0	0	0	0	0
Total (A)	454170	0	0	454170	424946	29224	0	454170	29224
Intangible Assets:									
Computer Software	47550	0	0	47550	38301	9249	0	47550	9249
Total (B)	47550	0	0	47550	38301	9249	0	47550	9249
Total (A+B)	501720	0	0	501720	463247	38473	0	501720	38473
Previous Year	501720	0	0	501720	397771	65476	0	463247	103949



Note: 6-Non- Current Investment:	31st March 2017	31st March 2016
	Amt. in Rs.	Amt. in Rs.
Investment Property	22,600,000	22,600,000
Advance again Investment Property	4,457,646	4,457,646
Total	27,057,646	27,057,646

Note: 7-Deferred Tax Assets:	31st March 2017	31st March 2016
		Amt. in Rs.
Deferred tax assets	5,247	5,247
Deferred tax liability	1,823	1,823
Total	3,424	3,424

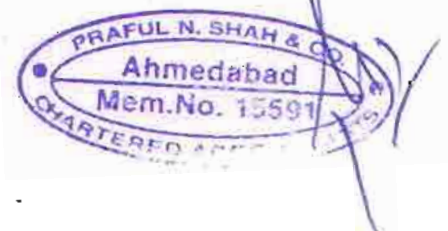
Note: 8-Long Term Loans & Advances	31st March 2017	31st March 2016
	Amt. in Rs.	Amt. in Rs.
Security Deposits	48,000	48,000
Other Loans and Advances	5,500,000	5,500,000
Total	5,548,000	5,548,000

Note: 9-Cash & Cash Equivelant	31st March 2017	31st March 2016
	Amt. in Rs.	Amt. in Rs.
Cash in Hand	94,405	121,551
Bank Accounts	4,137	1,037
Total	98,542	122,588

Note: 10-Short Term Loans and Advances:	31st March 2017	31st March 2016
	Amt. in Rs.	Amt. in Rs.
Loans and advances to related parties		
Others	83,502,593	84,062,592
Total	83,502,593	84,062,592

ATLANTA INFRASTRUCTURE AND FINANCE LTD
Notes to the Financial Statements

Note: 11- Other Income	31st March 2017	31st March 2016
	Amt. in Rs.	Amt. in Rs.
Operating Interest Income	-	3,730,839
Total	-	3,730,839

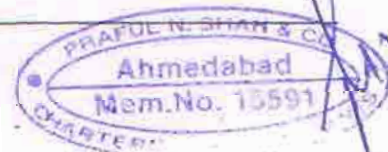


ATLANTA INFRASTRUCTURE AND FINANCE LTD Notes to the Financial Statements		
Note: 12- Changes in inventory of Finished Goods,WIP and Stock in Trade	31st March 2017	31st March 2016
	Amt. in Rs.	Amt. in Rs.
Inventories at the beginning of the year	14,236,310	20,290,951
Inventories at the end of the year	14,236,310	14,236,310
Total		6,054,641

ATLANTA INFRASTRUCTURE AND FINANCE LTD Notes to the Financial Statements		
Note: 13- Employee Benefit Expense	31st March 2017	31st March 2016
	Amt. in Rs.	Amt. in Rs.
Salaries and bonus	240,000	280,000
Director Salary	-	120,000
Total	240,000	400,000

Note: 14-Finance Cost:	31st March 2017	31st March 2016
	Amt. in Rs.	Amt. in Rs.
Bank Charges	2,003	2,909
Total	2,003	2,909

Note: 15-Other Expenses:	31st March 2017	31st March 2016
	Amt. in Rs.	Amt. in Rs.
Shares & Securities Trading Expense	-	2,500
Power and Fuel	3,770	8,000
Rent	110,500	186,000
Repairs to machinery	-	13,700
Telephone and internet expense	6,938	9,475
Travelling and Conveyance	23,875	35,635
Printing and Stationery	5,184	11,580
Postage and Courier	3,165	9,615
Discount and rate difference	-	(8,500)
Business promotion expense	13,050	19,655
Legal and Professional fees	2,000	-
National Security Depository Ltd	103,829	-
ROC Filing Fees	61,000	36,000
CDSL Charges	61,704	57,547
Share Registry Charges	54,865	46,826
Miscellaneous Expense	14,163	21,555
Remuneration to Auditors	50,000	-
Total	514,043	449,588
a Payment to the auditors for :		
i Audit Fees	25,000	-
ii Taxation matters	15,000	-
iii Other services	10,000	-
Total	50,000	-



ATLANTA INFRASTRUCTURE AND FINANCE LTD

Notes to the Financial Statements

Note: 16-Calculation of Earnings per Equity Share [EPS]:

The numerators and denominators used to calculate the basic and diluted EPS are as follows:

		31st March 2017	31st March 2016
A Profit after tax attributable to Shareholders	Amount in Rs.	(233,878)	(233,878)
B Number of Equity shares outstanding during the year	Nos.	115,500,000	115,500,000
C Nominal value of equity share	INR	1	1
D Basic EPS	INR	(0)	(0)

Note: 17 : Employee Benefit

The company/assessee does not recognize post employment benefits as required by Accounting Standard 15 (Revised) issued by the Institute of Chartered Accountants of India. However, in the absence of any actuarial valuation or required details, we are unable to ascertain the effect of the same on the profit or loss for the year.

Note: 18 : Foreign Income & Expenditure

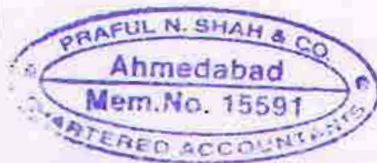
No Income & Expenditure have been incurred in foreign currency during the year.

Note: 19 : Previous year Figures

These Financial Statements have been prepared in the format prescribed by the Revised Schedule VI to the Companies Act, 1956 as notified by the Central Government of India. This has significantly impacted the disclosure & Presentation made in the financial Statement Previous year's figures have been regrouped / restated wherever necessary to make it comparable with the current year's figures.

Signatures to Notes 1 to 19

As per our report of even date
For Praful N. Shah & Co.
Chartered Accountants
Firm Reg. No.: 108057W



(Praful N. Shah)
Proprietor
M. No: 15591

For Atlanta Infrastructure and Finance Ltd



(Shailesh Ved)
Director
DIN : 00797245



(Manish Ashar)
Director
DIN : 02406252

Ahmedabad, Dated: 29th May, 2017

ATLANTA INFRASTRUCTURE AND FINANCE LTD

SIGNIFICANT ACCOUNTING POLICIES :-

a) **Basis Of Preparation:**

The accounts have been prepared as per mercantile system of accounting and on the basis of Going Concern, in conformity with the accounting principles generally accepted in India and comply with the accounting standards referred to in Section. 133 of the Companies Act, 2013 of India.

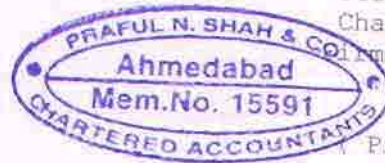
b) **Taxes on Income**

Current Tax is determined as the amount of Tax payable in respect of Taxable Income for the year.

c) **General**

Accounting Policies not specifically mentioned herewith are consistent with generally accepted accounting practice.

Place: Ahmedabad
Date : 29/05/2017



For Praful N. Shah
Chartered Accountant
Firm Reg. No. 100057W

Praful N. Shah)
(Proprietor)
M. No. 015591

ATLANTA INFRASTRUCTURE & FINANCE LIMITED

ATLANTA INFRASTRUCTURE & FINANCE LIMITED
822, STAR CHAMBERS, HARIHAR CHOWK, RAJKOT – 360001

ATTENDANCE SLIP

Name of the attending Member (In Block Letters): _____

Folio No/ DPID / Client ID : _____

Name of the Proxy : _____

(To be filled in if the Proxy attends instead of the Member)

No. of Shares held: _____

(In words) _____

I hereby record my presence at Annual General Meeting of the Company at 822, STAR CHAMBERS, HARIHAR CHOWK, RAJKOT – 360001 on 29th day of September, 2017 and at any adjournment thereof.

Signature of Shareholder / Proxy

Form No. MGT-11

Proxy form

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

CIN: L45400GJ1992PLC017520

Name of the company: **ATLANTA INFRASTRUCTURE AND FINANCE LIMITED**

Registered office: 822, STAR CHAMBERS, HARIHAR CHOWK, RAJKOT – 360001

Name of the member(s):

Registered address:

E-mail Id:

Folio No/ Client Id:

DP ID:

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

1. Name:

Address:

E-mail Id:

Signature:

2. Name:

Address:

E-mail Id:

Signature:

ATLANTA INFRASTRUCTURE & FINANCE LIMITED

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at Annual General Meeting of the company, to be held on 29th day of September, 2017 At 10.00 A.M. 822, STAR CHAMBERS, HARIHAR CHOWK, RAJKOT – 360001 and at any adjournment thereof in respect of such resolutions as are indicated below:

SR. NO.	RESOLUTION	FOR	AGAINST
Ordinary Business			
1.	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2017.		
2.	Appointment of a director in place of Mr. Shailesh Ved (Din: 00797245), who retires by rotation and being eligible, seeks re-appointment.		
3.	Ratification of Appointment of M/S. PRAFUL N SHAH & COMPANY. , Chartered Accountants (Firm Registration No. 108057W), as Statutory auditors of the Company.		

Signed this.....day of, 2017.

Signature of Shareholder

Affix
Revenue
Stamp

Signature of Proxy holder(s)

Note: 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 INFRASTRUCTURE & FINANCE LIMITED

Form No. MGT-12

Polling Paper

[Pursuant to section 109 (5) of the Companies Act, 2013 and rule 21 (1) (c) of the Companies (Management and Administration) Rules, 2014]

Name of the Company: ATLANTA INFRASTRUCTURE AND FINANCE LIMITED				
Registered office: 822, STAR CHAMBERS, HARIHAR CHOWK, RAJKOT - 360001				
BALLOT PAPER				
Sr. No.	Particulars	Details		
1.	Name of the First Named Shareholder (In block letters)			
2.	Postal address			
3.	Registered folio No. / *Client ID No. (*Applicable to investors holding shares in dematerialized form)			
4.	Class of Share	Equity Shares		
I hereby exercise my vote in respect of Ordinary/ Special Resolutions enumerated below by recording my assent or dissent to the said resolution in the following manner:				
Sr. No.	Particulars of Item	No. of shares held by me	I assent to the resolution	I dissent from the resolution
1.	Adoption of Balance Sheet, Statement of Profit and Loss, Report of the Board of Directors and Auditors for the financial year ended March 31, 2017.			
2.	Appointment of a director in place of Mr. Shailesh Ved (Din: 00797245), who retires by rotation and being eligible, seeks re-appointment.			
3.	Ratification of Appointment of M/S. PRAFUL N SHAH & COMPANY. , Chartered Accountants (Firm Registration No. 108057W), as Statutory auditors of the Company.			

PLACE: RAJKOT

DATE:

Signature of the shareholder

ATLANTA INFRASTRUCTURE & FINANCE LIMITED

ATLANTA INFRASTRUCTURE AND FINANCE LIMITED

822, STAR CHAMBERS,
HARIHAR CHOWK,
RAJKOT – 360001
(T) 0281- 2468068
Email: kadvanisecurities@ymail.com
CIN: **L45400GJ1992PLC017520**

Name of the Sole / First Named Member : _____

Address of Sole / First Named Member : _____

Registered Folio Number : _____

DPID / Client ID : _____

Number of shares held : _____

Dear Member,

SUBJECT: PROCESS AND MANNER FOR AVAILING REMOTE E-VOTING FACILITY

Pursuant to provisions of section 108 of the Companies Act, 2013 read with the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management & Administration) Amendment Rules, 2016, and Regulation 44 of SEBI Regulations, 2015, the Company is pleased to offer remote e-voting facility to the members to cast their votes electronically as an alternative to participation at the Annual General Meeting of the Company to be held on 29th SEPTEMBER, 2017 at 822, STAR CHAMBERS, HARIHAR CHOWK, RAJKOT – 360001. The Company has engaged the services of Central Depository Services (I) Limited (“CDSL”) to provide remote e-voting facilities. Remote e-voting means the facility to cast votes by a Member using electronic voting system from a place other than the venue of the AGM. The remote e-voting facility is available at the link <https://www.evotingindia.com>.

The electronic voting particulars are set out below:

EVEN (E-Voting Event Number)	User ID	Password / Sequence No.

The remote e-voting facility will be available during the following voting period:

ATLANTA INFRASTRUCTURE & FINANCE LIMITED

COMMENCEMENT OF REMOTE E-VOTING	END OF REMOTE E-VOTING
26 th September, 2017 (9:00 A.M.)	28 th September, 2017 (5:00 P.M.)

Please read the instructions printed below before exercising the vote. These details and instructions form integral part of the Notice for the Annual General Meeting to be held on 29TH SEPTEMBER, 2017.

MEMBERS ARE REQUESTED TO FOLLOW THE INSTRUCTIONS FOR REMOTE E-VOTING AS MENTION IN THE ANNUAL REPORT.

ATLANTA INFRASTRUCTURE & FINANCE LIMITED

❖ ROUTE MAP FOR AGM

ATLANTA INFRASTRUCTURE & FINANCE LIMITED

822, STAR CHAMBERS,
HARIHAR CHOWK
RAJKOT - 360001

