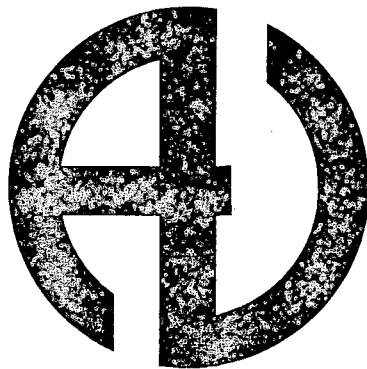


Annual Report 2006-2007

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ATV PROJECTS INDIA LIMITED



BOARD OF DIRECTORS

Mr. M.V. Chaturvedi	<i>Chairman</i>
Mr. S.P. Banerjee	<i>Non-Executive Director</i>
Mr. V. Narayan	<i>Wholtime Director</i>
Ms. Manju Jain	<i>Nominee Director, IFCI</i>
Mr. Rajesh K. Pathak	<i>Director & Secretary</i>

AUDITORS

N. S. Bhatt & Co.
Chartered Accountants,
Mumbai.

BANKERS

Central Bank of India
Bank of India
State Bank of India
State Bank of Travancore
Punjab National Bank

REGISTERED OFFICE

D-8, MIDC, Street No.16, Marol,
Andheri (East), Mumbai-400 093.

WORKS

- I. Delhi - Agra Bypass, Post Krishnanagar,
Mathura - 281 001.
- II. D-8, MIDC, Street No.16, Marol,
Andheri (East), Mumbai-400 093.
- III. Nagothane, Dist. Raigad, Maharashtra.

R & T AGENT

Sharex Dyanamic India Pvt. Ltd.
w.e.f. 01.07.2003
Address 17/B, Dena Bank
Building, 2nd Floor,
Horniman Circle, Fort,
Mumbai - 400 001.

INVESTORS SERVICES DEPT.

D-8, MIDC, Street No.16, Marol,
Andheri (East), Mumbai - 400 093.

Members are Requested to kindly bring their copies
of the annual report to the meeting.



NOTICE OF 20TH ANNUAL GENERAL MEETING

Notice is hereby given that the Twentieth Annual General Meeting of the Members of ATV PROJECTS INDIA LIMITED will be held on Tuesday the 18th December, 2007 at 11.00 a.m. at Tejpal Auditorium, August Kranti Marg, Gowalia Tank, Mumbai 400 007 to transact the following business:

ORDINARY BUSINESS

- 1) To receive, consider and adopt the Audited Profit & Loss Account for the period ended 30th June 2007 and the Balance Sheet as on that date, and the Report of the Director's and the Auditor's thereon.
- 2) To appoint a Director in place of Mr. S. P. Banerjee who retires by rotation and, being eligible, offers himself for re-election.
- 3) To appoint a Director in place of Rajesh K. Pathak who retires by rotation and, being eligible, offers himself for re-election.
- 4) To appoint Auditors to hold office from the conclusion of the Twentieth Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS:

- 5) To consider and if thought fit, to pass with or without modifications, the following resolutions, as a SPECIAL RESOLUTION:

"RESOLVED THAT pursuant to the provisions of Sections 198, 269, 309, 314 and other applicable provisions, if any, of the Companies Act, 1956 and the laws in force from time to time and / or guidelines for Managerial Remuneration issued by the Central Government from time to time, the consent of the Company be and is hereby accorded to the appointment of and payment of Remuneration to Mr. V. Narayan and to holding and continuing to hold a office or place of profit under the Company for a period of one year with effect from 1st February 2007 upon and subject to terms and conditions contained in an agreement entered into between the Company and Mr. V. Narayan, a copy whereof is placed before the meeting and initiated by the Chairman for the purpose of identification.

Resolved Further that the Board of Directors be and is hereby authorised to vary the terms and conditions of the appointment including remuneration of Mr. V. Narayan, in such manner as the Board of Directors may in exercise of its absolute discretion consider appropriate, provided however, that the terms of such appointment and / or remuneration are in conformity with the guidelines for Managerial Remuneration issued by the Central Government and to the limits set in Schedule XIII to the Companies Act, 1956 and / or any amendments thereto as may be made from time to time.

RESOLVED FURTHER THAT in the event of loss or

inadequacy of profits in any financial year during the term of office of Mr. V. Narayan as a Whole time Director, the aforesaid salary and all other remuneration, benefits and amenities as set out in the aforesaid Agreement be paid to Mr. V. Narayan as minimum remuneration, notwithstanding that the same shall be in excess of the percentage limitations laid down in Section 309 (3) and Section (1) of the Companies Act, 1956.

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be considered necessary desirable or expedient to give effect to this Resolution".

By order of the Board of Directors

Place: Mumbai
Dated: 22nd October, 2007

Rajesh K. Pathak
Director & Secretary

Registered Office:

D-8, M.I.D.C., Street No. 16,
Marol, Andheri (East),
Mumbai 400 093

NOTES:

1. A Statement of Material Facts in respect of the Special Business under item No. 5 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND VOTE AND IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/HERSELF AND THE PROXY SO APPOINTED NEED NOT BE MEMBER OF THE COMPANY. PROXIES, IN ORDER TO BE EFFECTIVE, MUST BE RECEIVED AT THE REGISTERED OFFICE OF THE COMPANY NOT LESS THAN 48 HOURS BEFORE THE MEETING.
3. All documents referred to in the above notice and the accompanying statements are open for inspection at the registered office of the Company on all working days (except Saturdays & Holidays) between 10.30 a.m. and 12.30 p.m.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from Monday 10th December 2007 to Tuesday 18th December 2007 both days inclusive.
5. Members are requested to intimate their queries / requirements for clarification on the Annual Report so as to reach the Company on or before 8th December 2007, which will enable the Company to furnish the replies at the Annual General Meeting.
6. Members are requested to bring their copy of the Annual Report along with them to the Meeting, as copies of the Annual Report will not be distributed at the Meeting.
7. Members are requested to produce the Attendance slip at the entrance of the venue.

Disclosures pursuant to Clause 49 of the Listing Agreement with regard to the Directors seeking reappointment at the forthcoming Annual General Meeting

Name of the Director	Brief Resume & Nature of expertise in the functional area	Listing of other Directorship & Committee membership
Mr. V. Narayan	M.A.(Stats.) with first class degree from the University of Mumbai, member of Mumbai Management Association, president of the Indian Institution of Industrial Engineering.. He has over 50 years of experience as in managerial capacity including that of Director / consultant / Advisor in reputed manufacturing industries of engineering, chemical, pharmaceutical, and sugar.	Membership of the Investor Grievance Committee of the Company

ANNEXURE TO NOTICE:

Statement of Material Facts pursuant to Section 173(2) of the Companies Act, 1956 annexed to the Notice dated 22nd October 2007.

Item No. 5

By a resolution passed on 12th January 2007, the Board has appointed Mr. V. Narayan as a Wholetime Director of the Company, subject to the approval of the Members in General Meeting, for a period of one year with effect from 1st February 2007. He has served the Company previously in various positions including that as a Wholetime Director. The Board considers that in view of his knowledge & experience, the appointment of Mr. V. Narayan is in the best interest of the Company.

The essential terms and conditions of Mr. V. Narayan's appointment, as stated in the Agreement entered into by the Company with Mr. V. Narayan, are as under:

- I) Mr. V. Narayan will carry out such functions, exercise such powers and carry out such duties as may be entrusted to him from time to time.
- II) Period of Agreement: One year with effect from 1st February 2007.
- III) Remuneration: The remuneration payable to the Wholetime Director will be determined by the Board of Directors of the Company in the exercise of its absolute discretion within the overall limits prescribed under Sections 198, 309 and Schedule XIII of the Companies Act, 1956.

Salary: Rs. 25000/- per month

The above remuneration will be paid and allowed as minimum remuneration for any year even in the event of loss or inadequacy of profit.

OTHER TERMS:

- I) The terms and conditions of the appointment and /or remuneration may be varied or increased from time to time in such a manner as the Board of Directors in the exercise of its absolute discretion considers appropriate provided however, that the terms of such appointment and / or remuneration are subject to the limits set out in Schedule XIII of the Companies Act, 1956 or any amendments thereto as may be made from time to time.
- II) The Agreement is terminable on three month's notice on either side.
- III) The Wholetime Director shall not directly or indirectly engage himself in any other business or occupation or employment whatsoever.
- IV) The Wholetime Director shall not be entitled to supplement his earnings under the Agreement with any buying or selling commission. He shall not also become interested or otherwise concerned directly or through his wife and / or minor children in any selling agency of the Company, without the prior approval of the Central Government.
- V) If and when the Wholetime Director is required to entertain for the purpose of the Company's business, the Company shall reimburse all actual expenses incurred by him for such entertainment.
- VI) The Wholetime Director shall be entitled to all leave benefits as are applicable under the Company's rules to the Executive Director and in force time to time.
- VII) The Wholetime Director shall observe the secrecy obligation in regard to the business affairs of the Company.

In Compliance with the provisions of Schedule XIII of the Companies Act, 1956, the aforesaid appointment and remuneration payable to the Wholetime Director is being placed before the Members in the General Meeting. The Board of Directors recommends the same for your approval.

Save and except Mr. V. Narayan, no other Director of the Company is in anyway concerned or interested in this item of business.

By order of the Board of Directors

Place: Mumbai
Dated: 22nd October, 2007

Rajesh K. Pathak
Director & Secretary

Registered Office:
D-8, M.I.D.C., Street No. 16,
Marol, Andheri (East),
Mumbai 400 093



DIRECTOR'S REPORT TO THE MEMBERS

Your Directors hereby present the Twentieth Annual Report together with the Audited Statement of Accounts for the period ended 30th June 2007.

1. FINANCIAL RESULTS :

	Period ended 30/06/2007 (15 months)	Year ended 31/03/2006 (12 months)
Income	1,144.87	1,072.60
Cash Profit / (Loss)	186.82	38.34
Add : Interest	1,898.45	1,518.76
Net Loss	1,711.63	1,480.42
Add : Depreciation	278.05	265.83
Gross Loss	1,989.68	1,746.25
Extra Ordinary Items	113.86	133.46
Provision for fringe benefit tax	0.43	0.26
Add : Loss carried		
From previous year	38,722.38	36,842.41
Total Loss carried to		
Balance Sheet	40,826.35	38,722.38

2. OPERATIONS :

As you are aware that the Engineering Division at Mathura operated intermittently for executing the conversion jobs for Power Plant, Boiler Heat Exchanger and other works for allied industries. But TPE Plant of the Company remained closed throughout the year due to non-availability of Working Capital Finance.

As regards Mathura Unit, we have taken initiative in carrying our maintenance of all heavy plant and machinery. During the year, the Company has executed sub-contract works in respect of the jobs procured from the main contractors and now we are taking some contracts with material as well and hopeful to get some major orders in due course.

As regards TPE plant, sufficient care was taken to ensure that the plant is maintained well to prevent deterioration due to its non-use.

As per the directions of Hon'ble AAIFR Company was asked to appoint MITCON to carry out a fresh valuation of the company and IDBI to call a Joint meetings of all the Secured Lenders. IDBI called the Joint Meetings based on the valuation report of MITCON in the month of October & November, 2006 and asked the company to submit its revised OTS proposal. Company has submitted its revised proposal and the same was approved in the Joint meeting of Secured Lenders in the month of January, 2007. As per the OTS settlement terms, company has deposited 10% up-front amount with IDBI and awaiting the formal sanction (LOI) from all the Lenders. Upon receipt of LOI, company has to make 5% down payment and balance 85% in installments.

3. MANAGEMENT :

Mr. V. Narayan was reappointed as the Whole-Time Director of the company for a period of one year with effect from 1st February 2007 subject to the approval of the Shareholders. The resolution pertaining to the reappointment of Mr. V. Narayan as Whole-Time Director and the remuneration payable to him is set out at item 5 of the Notice and the relevant explanatory statement.

4. DIRECTORS :

- 4.1 The Board of Directors was informed that Mr. V. K. Saxena, one of our senior most Directors passed away on 14th February 2007. The Board called a meeting on 21.02.07 to express condolences over his demise. The Board also took account of his immense contribution to the Company and observed that it was a great loss to the company.
- 4.2 Mr. S P. Banerjee, will retire by rotation at the forthcoming Annual General Meeting of the Company and being eligible, offers himself for re-appointment Accordingly his appointment as Director is included at item 2 of the Notice.
- 4.2 Mr. Rajesh K. Pathak, will retire by rotation at the forthcoming Annual General Meeting of the Company and being eligible, offers himself for re-appointment Accordingly his appointment as Director is included at item 3 of the Notice.
- 4.3 None of the Directors of the company are disqualified for being appointed as Directors as specified under section 274(1)(g) of the Companies Act, 1956.