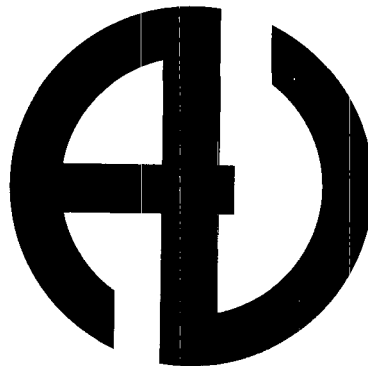


Annual Report 2007-2008

CERTIFIED TRUE COPY

For ATV Projects India Limited

Company Secretary



ATV PROJECTS INDIA LIMITED



BOARD OF DIRECTORS

Mr. M.V. Chaturvedi	<i>Chairman</i>
Mr. V. Narayan	<i>Wholtime Director</i>
Ms. Manju Jain	<i>Nominee Director, IFCI</i>
Mr. S.P. Banerjee	<i>Non-Executive Independent Director</i>
Mr. K. S. Nalwaya	<i>Non-Executive Independent Director</i>
Mr. S. K. Gupta	<i>Non-Executive Independent Director</i>
Mr. H. C. Gupta	<i>Director & Secretary</i>
Mr. Rajesh Pathak (Resigned on 04.04.2008)	<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

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.

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.

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**

Notice is hereby given that the Twenty First Annual General Meeting of the Members of **ATV PROJECTS INDIA LIMITED** will be held on Tuesday the 16th Day of December, 2008 at Tejpal Auditorium, August Kranti Marg, Gowalia Tank, Mumbai 400 007 at 11.00 a.m. to transact the following business :

ORDINARY BUSINESS

1. To receive, consider and adopt the 21st Annual Report of the Directors, Balance sheet as at June 30th, 2008, the Profit and Loss Account for the Financial Year Ended June 30, 2008 and the Report of the Auditors 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 Auditor to hold office from the conclusion of the Twenty First Annual General Meeting and to fix their remuneration.

SPECIAL BUSINESS

4. To Consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**.

"**RESOLVED THAT** in accordance with the provisions of Section 260 of the Companies Act, 1956, Mr. S.K. Gupta who holds office upto the date of this meeting, and in respect of whom the Company has received a notice in writing along with a deposit of Rs. 500/- under section 257 of the said Act from a member signifying his intention to propose Mr. S.K. Gupta as a candidate for the office of director be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation."

5. To Consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**.

"**RESOLVED THAT** in accordance with the provisions of Section 260 of the Companies Act, 1956, Mr. K.S. Nalwaya who holds office upto the date of this meeting, and in respect of whom the Company has received a notice in writing along with a deposit of Rs. 500/- under section 257 of the said Act from a member signifying his intention to propose Mr. K.S. Nalwaya as a candidate for the office of director be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation."

6. To Consider and if thought fit, to pass with or without modification, the following resolution as an **Ordinary Resolution**.

"**RESOLVED THAT** in accordance with the provisions of Section 260 of the Companies Act, 1956, Mr. H.C. Gupta who holds office upto the date of this meeting, and in respect of whom the Company has received a notice in writing along with a deposit of Rs. 500/- under section 257 of the said Act from a member signifying his intention to propose Mr. H.C. Gupta as a candidate for the office of director be and is hereby appointed as a Director of the Company, who shall be liable to retire by rotation."

7. To Consider and if thought fit, to pass with or without modification, the following resolution as **Special Resolution**.

"**RESOLVED THAT** pursuant to Section 314 (1) of the Companies Act, 1956, consent of the members is hereby accorded for appointment of Mr. H.C. Gupta, Director, as Company Secretary also w.e.f. 16th June, 2008, as he is fellow member of the Institute of Company Secretaries of India and possesses the requisite qualifications under Companies (Appointment and Qualifications of Secretary) Rules, 1988 on a total remuneration of Rs. 5,00,000/- p.a. and other perks and as per terms and conditions prescribed in his appointment letter.

8. To Consider and if thought fit, to pass with or without modification, the following resolution as **Special Resolution**

"**RESOLVED THAT** pursuant to the provisions of Section 198, 269, 309, 314 and other applicable provisions, if any, of the Companies Act, 1956 and the laws 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 as director and payment of Remuneration to Mr. V. Narayan and to holding and continuing to

hold office or place of profit under the Company for a period of one year with effect from 1st February 2008 upto and subject to terms and conditions contained in an agreement entered into between the Company and Mr. V. Narayan, a copy whereof is place 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 from time to time.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the terms 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 the same shall be excess of the percentage limitations laid down in Section 309(3) and Section (1) of the Companies Act, 1956.

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

By order of the Board of Directors

H.C.GUPTA

Director & Secretary

Place: Mumbai
Dated: 18th October, 2008.

Registered Office:

D-8, MIDC., 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. 4 to 8 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. PROXY, 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 08th day of December, 2008 to 16th day of December, 2008 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 6th day of December, 2008, 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.	He is not a Director in any other company

ANNEXURE TO NOTICE:

Statement of Material Facts pursuant to Section 173(2) of the Companies Act, 1956 annexed to the Notice dated 18th October, 2008.

Item No. 4.

As you are aware that Board of Directors of the Company highly concerns about relisting of the Company's Shares with Bombay Stock Exchange which is currently under suspension, and therefore to comply with the Listing Agreement Board of Directors of the Company has appointed Mr. S.K. Gupta as an Additional Director of the Company who act as a Independent Director.

Mr. S.K. Gupta also be the member of the Investors Grievance Committee.

Mr. S.K. Gupta is considered as interested in the aforesaid resolution.

Item No. 5

As you are aware that Board of Directors of the Company highly concerns about relisting of the Company's Shares with Bombay Stock Exchange, which is currently under suspension, and therefore to comply with the Listing Agreement Board of Directors of the Company has appointed Mr. K.S. Nalwaya as an Additional Director of the Company who act as a Independent Director.

Mr. K.S. Nalwaya also be the member of the Audit Committee.

Mr. K.S. Nalwaya is considered as interested in the aforesaid resolution.

Item No. 6 & 7

With a view to making the Board of Directors more broad based and bringing about greater efficiency and effectiveness in decision making process the Board of Directors has appointed Mr. H.C. Gupta as an Additional Director of the Company w.e.f. 30th April, 2008. Since Mr. H.C. Gupta is also the member of Institute of Company Secretaries of India and eligible to hold position of Company Secretary he is appointed as Company Secretary of the Company.

Mr. H.C. Gupta is considered as interested in the aforesaid resolution.

Item No. 8

By a resolution passed on 16th January, 2008, 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 2008. 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:

1. 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.
2. Period of Agreement: One year with effect from 1st February 2008.
3. 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:

1. 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.
2. The Agreement is terminable on three month's notice on either side.
3. The Wholetime Director shall not directly or indirectly engage himself in any other business or occupation or employment whatsoever.
4. 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.
5. 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.
6. 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.
7. 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.

The above statements may be regarded as an abstract of the terms of appointment and memorandum of interest pursuant to section 302 of the companies Act, 1956.

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: 18th October, 2008

H. C. GUPTA

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 are pleased to present the Twenty First Annual Report together with the Audited Statement of Accounts for the year ended 30th June 2008.

1. FINANCIAL RESULTS :

	Year ended 30/06/2008 (12 months)	Period ended 30/06/2007 (15 months)
Income	1,953.97	1,072.31
Cash Profit / (Loss)	314.32	186.82
Less : Interest	1,518.76	1,898.45
Net Loss	1,204.44	1,711.63
Add : Depreciation	187.77	278.05
Gross Loss	1,392.21	1,989.68
Extra Ordinary Items	-----	113.86
Provision for fringe benefit tax	0.39	0.43
Add : Loss carried From previous year	40,826.35	38,722.38
Total Loss carried to Balance Sheet	42,218.95	40,826.35

2. SHARE CAPITAL

The Authorised Share Capital of the Company as on 30th June 2008 is Rs. 75 Crores divided into 75000000 Equity Shares of Rs. 10/- each. The issued subscribed and paid up capital as on same date was Rs. 52.56 Crores divided into 52555700 Equity shares of Rs. 10/- each fully paid up. During the year under review the authorised and issued subscribed & paid up capital remained unchanged.

3. DIVIDEND

Your Directors place on record their deep sense of concern that due to huge losses, your Directors are unable to declare any dividend to its shareholders and / or to make any appropriation for the same.

4. OPERATIONS:

The Engineering Division at Mathura operated well for executing the works with our own raw materials as well as on job work basis for Power Plant, Cement Plant and for other industrial Plants. We have carried out regular maintenance of all the plant and machinery to ensure well and un intermittent operation.

With regards to TPE Plant of the Company, it remained closed throughout the year due to non-availability of Working Capital Finance. As regards TPE plant, sufficient care was taken to ensure that the plant is maintained well to prevent deterioration due to its non-use.

Members are aware that the earlier OTS offer of the company for Rs. 72 crores was accepted in the Joint meeting of all the Secured Lenders held in the month of January 2007. As per the OTS settlement terms, company has deposited 10% up-front amount Rs.7.2 crores with IDBI and till date we have received

the sanction letters from 64.84% lenders and awaiting the balance sanctions. Meanwhile, IDBI (O.A.) called a joint meeting in the month of January 2008 of all the secured lenders and requested the company to enhance its earlier OTS offer in view of the raise in the value of the property of the company. Therefore, company has offered an additional Rs.10 crores by making the OTS offer to Rs.82 crores to cut short the time in the early rehabilitation of the company. Hon'ble AAIFR vide its order dated 13th February, 2008 directed IDBI (O.A.) to accept the OTS offer of Rs.82 crores on behalf of all the lenders and also changed schedule of payments and also directed the Company to file its DRS with BIFR. Meanwhile, Central Bank of India one of the secured lender has challenged the order of AAIFR and filed a Writ Petition before Delhi High court for enhancement of OTS. Your Company has also filed a Writ Petition before Delhi High Court against the order of AAIFR to the extent of change in the schedule of balance payment. Both the Writ Petitions are pending before the Hon'ble Delhi high court. As per directions of Hon'ble AAIFR, company has filed its DRS before Hon'ble BIFR. Matter is under consideration of BIFR.

5. 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 2008 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 8 of the Notice and the relevant explanatory statement.

6. DIRECTORS:

- 6.1 The Board of Directors inform that Mr. Rajesh Pathak, one of Director has vacated his office of Director as well as of Place of Profit as Company Secretary w.e.f 04th April, 2008.
- 6.2 Mr. H.C. Gupta, was appointed as an Additional Director of the Company w.e.f. 30th April, 2008 & since Mr. H.C. Gupta possess requisite qualification and experiences for the post of Company secretary, he was later on appointed as a Company secretary w.e.f. 15th June, 2008. Mr. H.C. Gupta will hold the office of Director till the ensuing Annual General Meeting, accordingly his appointment as Director is included in item no. 6 of the Notice.
- 6.3 Mr. S. K. Gupta, has been appointed as an Additional Director of the Company w.e.f. 23rd July, 2008. Mr. S. K. Gupta will hold office till the ensuing Annual General Meeting. Accordingly his appointment as Director is included in item no. 4 of the Notice. Mr. S. K. Gupta also been appointed as Member of the Investor Grievance Committee of the Company.
- 6.4 Mr. K. S. Nalwaya has been appointed as an Additional Director of the Company w.e.f. 23rd July, 2008. Mr. K. S. Nalwaya will hold office till the ensuing Annual General Meeting. Accordingly his appointment as Director is included in the item no. 5 of the Notice. Mr. K. S. Nalwaya also been appointed as Member of the Audit Committee of the Company.
- 6.5 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.