

# **ANNUAL REPORT 2019-2020**

**ATV  
PROJECTS  
INDIA  
LIMITED**



**(CIN - L99999MH1987PLC042719)**



## BOARD OF DIRECTORS

**Mr. M. V. Chaturvedi**, Chairman  
(DIN-00086331)

**Mr. S. P. Banerjee**, Independent Director  
(DIN-00030895)

**Mr. K. S. Nalwaya**, Independent Director  
(DIN-01259966)

**Mr. S. K. Gupta**, Independent Director  
(DIN-01995658)

(Resigned on 21/10/2019)

**Mrs. Payal Bharat Sanghavi**, Director  
(DIN-08133682)

**Mr. Nitin Wagh**, Director  
(DIN-00221128)

**Mr. H. C. Gupta**, Whole Time Director &  
(DIN-02237957) Company Secretary

## KEY MANAGERIAL PERSONNEL

**Mr. Ravindra Chaturvedi**, Chief Financial Officer

## AUDITORS

**RHAD & Co (Formerly known as Dinesh Bangar & Co)**  
(FR No.102588W)

## BANKERS

**Bank of India**

**Bank of Baroda**

**HDFC Bank Ltd**

## REGISTRAR & TRANSFER AGENT

**Sharex Dynamic India Pvt. Ltd.**

C-101, 247 Park, L.B.S. Marg,  
Vikhroli (West), Mumbai-400083.  
Phone:(022) 28515606, 28515644  
Email:sharexindia@vsnl.com  
Website: www.sharexindia.com

## REGISTERED OFFICE

Sharex Dynamic India Pvt. Ltd.

(w.e.f. 01.07.2003)

Unit: 1, :Luthra Industrial Premises, Safed  
Pool, Andheri Kurla Road, Andheri (E),  
Mumbai - 400072. Ph.: (022) - 2851 5606 /  
2851 5644 Email: sharexindia@vsnl.com

## WORKS

1. Delhi Agra Bypass,  
Krishna Nagar, Mathura-281001 (U.P.)
2. Nagothane, Dist. Raigarh,  
(Maharashtra)

## INVESTOR SERVICES DEPT.

ATV Projects India Limited  
1201, 12th Floor, Windfall Building,  
Sahar Plaza Complex, Andheri-Kurla Road,  
J.B. Nagar, Andheri (E), Mumbai - 400059.  
Tel.: +91 - 22 - 2238 0346  
Email: atvprojects@ymail.com

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Members are requested to kindly keep their copies of Annual Report handy during the meeting to be held through Video Conferencing (Webcast) or other audio visual means.

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 33<sup>rd</sup> ANNUAL GENERAL MEETING OF THE MEMBERS OF ATV PROJECTS INDIA LIMITED (CIN : L99999MH1987PLC042719) WILL BE HELD ON 15<sup>th</sup> SEPTEMBER 2020 TUESDAY AT 11 A.M THROUGH VIDEO CONFERENCING (WEBCAST) OR OTHER AUDIO VISUAL MEANS.

### TO TRANSACT THE FOLLOWING BUSINESS:

#### ORDINARY BUSINESS:

##### 1. Adoption of Audited Financial Statements and Reports of the Directors and the Auditors thereon.

To receive, consider and adopt the audited Financial Statements for the Financial Year ended 31<sup>st</sup> March, 2020 and cash flow statement together with the Reports of the Directors and the Auditors thereon.

##### 2. To appoint a director in place of Mrs. Payal Sanghavi (DIN- 08133682) who retires by rotation and being eligible offers herself for reappointment in this regard, to consider and if thought fit, to pass the following resolution as an Ordinary Resolution.

**"RESOLVED THAT** Mrs. Payal Sanghavi (DIN- 08133682) who retire by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Director of the Company whose office shall be liable to retire by rotation".

#### SPECIAL BUSINESS

##### 3. Re-appointment of Mr. Sakti Pada Banerjee (DIN 00030895) as a Non-Executive Independent Director of the Company,

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution** :

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Sakti Pada Banerjee (DIN 00030895), who holds office of Independent Director upto end of this Annual General Meeting, and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose Mr. Sakti Pada Banerjee's candidature for the office of Director, be and hereby approves the re-appointment of Mr. Sakti Pada Banerjee as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years"

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

##### 4. Continuation of Directorship of Mr. Sakti Pada Banerjee (DIN:00030895) as a Non-Executive Independent Director beyond the age of 75 years:

To consider and if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution**:

**"RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification, amendment or re-enactment thereof for the time being in force) and other applicable laws, if any, approval of the members be and is hereby accorded for continuation of directorship of Mr. Sakti Pada Banerjee (DIN:00030895), as a Non-Executive Independent Director of the Company, beyond his age of 75 years till the expiry of his tenure.

**"RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary of the Company be and are hereby jointly or severally authorised to do all such acts, deeds, matters or things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution."

##### 5. Re-appointment of Mr. Keshar Singh Nalwaya (DIN 01259966) as a Non-Executive Independent Director of the Company.

To consider and if thought fit, to pass with or without modification, the following resolution as a **Special Resolution** :

**"RESOLVED THAT** pursuant to the provisions of Sections 149, 152 and other applicable provisions, if any, of the Companies Act, 2013 read with Schedule IV to the Act (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force) and the Companies (Appointment and Qualification of Directors) Rules, 2014, as amended from time to time, and pursuant to the recommendation of the Nomination & Remuneration Committee and the Board of Directors, Mr. Keshar Singh Nalwaya (DIN 01259966), who holds office of Independent Director up to end of this Annual General Meeting, and who has submitted a declaration that he meets the criteria for independence as provided under Section 149(6) of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015, in respect of whom the Company has received a notice in writing under Section 160(1) of the Act, from a Member, signifying his intention to propose Mr. Keshar Singh Nalwaya's candidature for the office of Director, be and hereby approves the re-appointment of Mr. Keshar Singh Nalwaya as an Independent Director of the Company, not liable to retire by rotation, for a second term of five consecutive years"

**"RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution."

**6.Continuation of Directorship of Mr. Keshar Singh Nalwaya (DIN 01259966) as a Non-Executive Independent Director beyond the age of 75 years:**

To consider and if thought fit, to pass the following resolution, with or without modification(s), as a **Special Resolution**:

**“RESOLVED THAT** pursuant to Regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification, amendment or re-enactment thereof for the time being in force) and other applicable laws, if any, approval of the members be and is hereby accorded for continuation of directorship of Mr. Keshar Singh Nalwaya (DIN 01259966), as a Non-Executive Independent Director of the Company, beyond his age of 75 years till the expiry of his tenure.”

**“RESOLVED FURTHER THAT** the Board of Directors or the Company Secretary of the Company be and are hereby jointly or severally authorised to do all such acts, deeds, matters or things as may be necessary, expedient or desirable for the purpose of giving effect to this resolution.”

**7. Re-appointment of Mr. Harish Chandra Gupta (DIN - 02237957) as an Executive Whole time Director.**

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

**“RESOLVED THAT** pursuant to provisions of sections 196, 197, read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014, (including any statutory requirements, modifications, and re-enactment thereof) and rules/laws and /or guidelines for managerial remuneration issued by the Central Government from time to time, consent of the Company is hereby accorded to re appointment of Mr. Harish Chandra Gupta (DIN 2237957) as Whole time Director on a payment of remuneration of Rs.8.76 Lacs per annum with the terms to get annual increments and other benefits/amenities as applicable as per the policy of the Company subject to limits prescribed in Schedule V of Companies Act 2013, and to hold and continuing to hold the office as Whole time Director for consecutive period of three years w.e.f. 16<sup>th</sup> June 2020.”

**“RESOLVED FURTHER THAT** Board of Directors be and is hereby authorized to vary the terms and conditions of the appointment including remuneration of Mr. Harish Chandra Gupta 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 of managerial remuneration issued by the Central Government and the limits set out in Schedule V to the Companies Act 2013 and/or any amendment there to as may be from time to time.”

**RESOLVED FURTHER THAT** the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.

**DATE: 18<sup>th</sup> June, 2020**  
**Place: Mathura**

**By Order of the Board of Directors  
FOR ATV Projects India Limited**

**H.C.Gupta**  
**Whole time Director & Company Secretary**  
**(DIN 02237957, FCS -No. 2912)**

**Registered Office:**

ATV Projects India Limited  
1201, 12<sup>th</sup> Floor, Wind Fall Building  
Sahar Plaza Complex  
Andheri-Kurla Road  
Andheri(East) Mumbai 400059.

**NOTES:**

1. In view of the massive outbreak of the COVID-19 pandemic, social distancing is a norm to be followed and pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020, physical attendance of the Members to AGM venue is not required and annual general meeting (AGM) be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the Circular No. 14/2020 dated April 08, 2020, issued by the Ministry of Corporate Affairs, the facility to appoint proxy to attend and cast vote for the members is not available for this AGM. However, the Body Corporates are entitled to appoint authorized representatives to attend the AGM through VC/OAVM and participate thereat and cast their votes through e-voting.
3. Corporate members intent to participate in the meeting, should submit certified copy of resolution with authority to attend and vote.
4. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/OAVM will be made available to all members including Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM.
5. The attendance of the Members attending the AGM through VC/OAVM will be counted for the purpose of reckoning the quorum under Section 103 of the Companies Act, 2013.
6. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended), and the Circulars issued by the Ministry of Corporate Affairs dated April 08, 2020, April 13, 2020 and May 05, 2020 the Company is providing facility of remote e-voting to its Members in -

respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-voting system as well as venue voting on the date of the AGM will be provided by NSDL.

7. Members are requested to update their email-id's, whose email address are not updated with the R & T agents and/or their depository participants.
8. In line with the Ministry of Corporate Affairs (MCA) Circular No. 17/2020 dated April 13, 2020, the Notice calling the AGM has been uploaded on the website of the Company at [www.atvprojects.co.in](http://www.atvprojects.co.in) The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
9. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020 and MCA Circular No. 17/2020 dated April 13, 2020 and MCA Circular No. 20/2020 dated May 05, 2020.
10. Members who hold shares in the dematerialized form and want to provide/change/correct the bank account details should send the same immediately to their concerned Depository Participant. Members are also requested to give the MICR Code of their bank to their Depository Participants.
11. Non-resident Indian shareholders are requested to inform about the following immediately to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant, as the case may be, immediately of:-  
a. The change in the residential status on return to India for permanent settlement. b. The particulars of the NRE account with a Bank in India, if not furnished earlier.
12. The notice of the Annual General Meeting along with the Annual Report 2019-20 is being sent by electronic mode to those members whose e-mail addresses are registered with the Company/R& T agents/ Depositories, unless any member has requested for a physical copy of the same. For members who have not registered their e-mail addresses. Members may please note that this notice and Annual Report 2019-20 will also be available on the Company's website [www.atvprojects.com](http://www.atvprojects.com). The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at [www.bseindia.com](http://www.bseindia.com) and the AGM Notice is also available on the company website [www.atvprojects.co.in](http://www.atvprojects.co.in) of NSDL (agency for providing the Remote e-Voting facility) i.e. [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
13. The Register of Members and Share Transfer Books of the Company will remain closed from 9<sup>th</sup> of September 2020 Wednesday to 15<sup>th</sup> of September 2020 the both days inclusive, for the purpose of Thirty third Annual General Meeting.
14. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.

15. At the 30<sup>th</sup> Annual General Meeting of the Company held on 8th September, 2017 the members approved appointment of (Dinesh Bangar & Co.) Chartered Accountants, (FR No 102588W ) now known as RHAD & Co as Statutory Auditors of the Company to hold office for a period of five years from the conclusion of that Annual General Meeting till the conclusion of the 35<sup>th</sup> Annual General Meeting, subject to ratification of their appointment by members at every Annual General Meeting if so required by the Companies Act 2013. Vide notification dated May 7, 2018, the Ministry of Corporate Affairs has done away with the requirement of seeking ratification of members for appointment of auditors at every Annual General Meeting. Accordingly, no resolution is being proposed for ratification of appointment of statutory auditors at the 33<sup>rd</sup> Annual General Meeting.
16. The details of the Directors seeking re- appointment/ appointment at the Annual General Meeting are provided in this Notice. The Company has received the necessary consents/declarations for the re-appointment/ appointment under the Companies Act, 2013 and the rules there under.

#### THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING ARE AS UNDER:-

**The remote e-voting period begins on 12<sup>th</sup> September 2020, Saturday at 9:00A.M. and ends on 14<sup>th</sup> September, 2020, Monday at 5:00 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter.**

#### How do I vote electronically using NSDL e-Voting system?

*The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:*

**Step 1: Log-in to NSDL e-Voting system at <https://www.evoting.nsdl.com/>**

**Step 2: Cast your vote electronically on NSDL e-Voting system.**

**Details on Step 1 is mentioned below:**

#### How to Log-in to NSDL e-Voting website?

1. Visit the e-Voting website of NSDL. Open web browser by typing the following URL: <https://www.evoting.nsdl.com/> either on a Personal Computer or on a mobile.
2. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under 'Shareholders' section.
3. A new screen will open. You will have to enter your User ID, your Password and a Verification Code as shown on the screen.  
*Alternatively, if you are registered for NSDL services i.e. IDEAS, you can log-in at <https://eservices.nsdl.com/> with your existing IDEAS login. Once you log-in to NSDL eservices after using your log-in credentials, click on e-Voting and you can proceed to Step 2 i.e. Cast your vote electronically.*
4. Your User ID details are given below :



Manner of holding shares i.e. Demat (NSDL or CDSL) or Physical	Your User ID is:
a) For Members who hold shares in demat account with NSDL.	8 Character DP ID followed by 8 Digit Client ID  For example if your DP ID is IN300*** and Client ID is 12***** then your user ID is IN300***12*****.
b) For Members who hold shares in demat account with CDSL.	16 Digit Beneficiary ID  For example if your Beneficiary ID is 12***** then your user ID is 12*****.
c) For Members holding shares in Physical Form.	EVEN Number followed by Folio Number registered with the company  For example if folio number is 001*** and EVEN is 101-456 then user ID is 101456001***.

5. Your password details are given below:

- If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.
- How to retrieve your 'initial password'?
  - If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL from your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

**If your email ID is not registered, please follow steps mentioned below in process for those shareholders whose email ids are not registered**

- If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:
  - Click on "Forgot User Details/Password?" (If you are holding shares in your demat account with NSDL or CDSL) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).
  - Physical User Reset Password? (If you are holding shares in physical mode) option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com).

- If you are still unable to get the password by aforesaid two options, you can send a request at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) mentioning your demat account number/folio number, your PAN, your name and your registered address.
- Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.
- After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.
- Now, you will have to click on "Login" button.
- After you click on the "Login" button, Home page of e-Voting will open.

**Details on Step 2 is given below:**

#### **How to cast your vote electronically on NSDL e-Voting system?**

- After successful login at Step 1, you will be able to see the Home page of e-Voting. Click on e-Voting. Then, click on Active Voting Cycles.
- After click on Active Voting Cycles, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle is in active status.
- Select "EVEN" of company for which you wish to cast your vote.
- Now you are ready for e-Voting as the Voting page opens.
- Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.
- Upon confirmation, the message "Vote cast successfully" will be displayed.
- You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
- Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

#### **General Guidelines for shareholders**

- Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to [savita@cssavitasingla.in](mailto:savita@cssavitasingla.in) with a copy marked to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in).
- It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential. Login to the e-voting website will be disabled upon five unsuccessful attempts to key in the correct password. In such an event, you will need to go through the "Forgot User Details/Password?" or "Physical User Reset Password?" option available on [www.evoting.nsdl.com](http://www.evoting.nsdl.com) to reset the password.

3. In case of any queries, you may refer the Frequently Asked Questions (FAQs) for Shareholders and e-voting user manual for Shareholders available at the download section of [www.evoting.nsdl.com](http://www.evoting.nsdl.com) or call on toll free no.: 1800-222-990 or send a request to (Name of NSDL Official) at [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in)

**Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice :**

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email [atvprojects@ymail.com](mailto:atvprojects@ymail.com).  
In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to [atvprojects@ymail.com](mailto:atvprojects@ymail.com).
2. Alternatively member may send an e-mail request to [evoting@nsdl.co.in](mailto:evoting@nsdl.co.in) for obtaining User ID and Password by proving the details mentioned in Point (1) or (2) as the case may be.

**THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-**

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

**INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:**

1. Member will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access the same at <https://www.evoting.nsdl.com> under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush. Further members can also use the OTP based login for logging into the e-Voting system of NSDL.
2. Members are encouraged to join the Meeting through Laptops for better experience.

3. Further Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker may send their request mentioning their name, demat account number/folio number, email id, mobile number at (company email id).
6. Shareholders who would like to express their views/have questions may send their questions in 7 days in advance mentioning their name demat account number/folio number, email id, mobile number at [atvprojects@ymail.com](mailto:atvprojects@ymail.com). The same will be replied by the company suitably.

Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

**EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS SET OUT IN NOTICE :**

**Explanatory Statement Pursuant to section 102 of the Companies Act, 2013, in respect of Special Business set out in Notice:**

**Item No. 3 and 5**

Based on recommendations of Nomination and Remuneration Committee in its meeting held on 18th June, 2020 the Board of Directors at their meeting held on 18th June, 2020 recommended the re-appointment of Mr. Sakti Pada Banerjee (DIN 00030895) and Mr. Keshar Singh Nalwaya (DIN 01259966) as a Non-Executive Independent Director of the Company to hold office for a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting, not liable to retire by rotation.

Mr. Sakti Pada Banerjee and Mr. Keshar Singh Nalwaya are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received declarations that they meet the criteria of independence as prescribed under subsection (6) of Section 149 of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

The Company has received notice in writing from a Member along proposing the candidatures of Mr. Sakti Pada Banerjee and Mr. Keshar Singh Nalwaya for the office of Independent Director of the Company.

In the opinion of the Board, Mr. Sakti Pada Banerjee (DIN 00030895) and Mr. Keshar Singh Nalwaya (DIN 01259966) presence on the Board will be of immense value to the Company and they fulfill the conditions specified in the Companies Act, 2013, and the rules made there under for their re-appointment as Independent Director of the Company and are independent of the Management.



Brief resumes of Mr. Sakti Pada Banerjee (DIN 00030895) and Mr. Keshar Singh Nalwaya (DIN 01259966) nature of his expertise in specific functional areas and names of companies in which they hold directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated and applicable regulations of SEBI (LODR) Regulations, 2015 form part of this Notice.

Accordingly, the Board recommends the resolutions in relation to the re-appointment of Mr. Sakti Pada Banerjee (DIN 00030895) and Mr. Keshar Singh Nalwaya (DIN 01259966) as Independent Directors for the approval of the Members of the Company.

Except Mr. S. P. Banerjee (DIN:00030895) and Mr. Keshar Singh Nalwaya (DIN 01259966) no other Directors, Key Managerial Personnel or any of their relatives, are deemed to be concerned or interested in the proposed Resolution except to the extent of their shareholding, if any, in the Company.

#### Item No. 4 and 6

As per the regulation 17(1A) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2018, notified on 09 May 2018, with effect from 01 April 2019 consent of the shareholders by way of a special resolution shall be required for continuation of directorship of the Non-Executive Directors of the Company who have attained the age of 75 years.

Mr. Sakti Pada Banerjee (DIN:00030895) and Mr. Keshar Singh Nalwaya (DIN 01259966) Non-Executive Independent Directors of the Company, having attained the prescribed age limit, the Board recommends continuation of directorship of Mr. Sakti Pada Banerjee (DIN:00030895) and Mr. Keshar Singh Nalwaya (DIN 01259966) as a Non-executive Independent Directors.

In the opinion of the Board of Directors of the Company, considering his seniority, role played by Mr Sakti Pada Banerjee (DIN00030895) and Mr. Keshar Singh Nalwaya (DIN 01259966) in the growth of this Company and their rich and varied experience, approval of the shareholders are required for the continuation of their directorship's.

Except Mr. Sakti Pada Banerjee (DIN:00030895) and Mr. Keshar Singh Nalwaya (DIN 01259966) no other Directors, Key Managerial Personnel or any of their relatives, are deemed to be concerned or interested in the proposed Resolution except to the extent of their shareholding, if any, in the Company.

#### Item No. 7

Based on recommendations of Nomination and Remuneration Committee in its meeting held on 18th June,2020 the Board of Directors at their meeting held on 18th June,2020 recommended the re-appointment of Mr. Harish Chandra Gupta (DIN-02237957) as an Executive Whole time Director to hold office for a term of 3 (three) consecutive years from the conclusion of this Annual General Meeting, not liable to retire by rotation.

Mr. H.C Gupta is having 42 years of valuable experience in field of Secretarial, finance and Compliances. He is also member of institute of Company Secretaries of India.

Mr. Harish Chandra Gupta is not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors.

The resolution seeks approval of the members in terms of Sections 196 and 197 read with Schedule – V and other applicable provisions, if any, of the Companies Act, 2013, and Rules made there under for the re-appointment of Mr. Harish Chandra Gupta (Din-02237957) as a Whole Time Director of the Company for period of 3(Three) consecutive years.

Except Mr. Harish Chandra Gupta (Din-02237957) no other Directors, Key Managerial Personnel or any of their relatives, are deemed to be concerned or interested in the proposed Resolution except to the extent of their shareholding, if any, in the Company.

Accordingly, the Board recommends the resolutions in relation to the re-appointment of Mr. Harish Chandra Gupta (Din-02237957) as an Executive Whole time Director for the approval of the Members of the Company.

Pursuant to Regulation 36(3) of Securities and Exchange Board of India (Listing obligations and disclosure requirements) Regulations 2015 as proposed at resolution no.2,3,4,5,6,7 are provided below:

#### Information regarding Directors seeking appointment / reappointment in the ensuing Annual General Meeting

Name	Mrs. Payal Bharat Sanghavi (Din: 08133682)	Mr. Sakti Pada Banerjee (Din: - 00030895)	Mr.Keshar Singh Nalwaya (Din: 01259966)	Mr.Harish Chandra Gupta (Din: 02237957)
Age	29	30	75	67
Date of appointment	21-05-18	18-09-15	18-09-15	30-04-08
Qualification and experience	Qualified Chartered Accountant with six years experience in various capacities	Graduate, vast experience in finance and banking	Graduate, Engineer, vast experience in the field of technical engineering	Graduate, vast experience in secretarial, finance and compliances
Details of proposed remuneration	Sitting Fees	Sitting Fees	Sitting Fees	8.76 lacs
Director in other Company	Nil	Shree Ram Urban Infrastructure Pvt. Ltd.	KSN Tech Ventures Pvt. Ltd.	Nil
Chairman/ member of Audit Committee in other company	Nil	Nil	Nil	Nil
Chairman/ member of stakeholder relationship committee in other company	Nil	Nil	Nil	Nil
Chairman/ member of nomination and remuneration committee in other company	Nil	Nil	Nil	Nil
Shares held in the company	Nil	4000	Nil	Nil
Relationship with other directors	Nil	Nil	Nil	Nil



**By Order of the Board of Directors  
FOR ATV Projects India Limited**

**H.C.Gupta**  
**Whole time Director & Company Secretary**  
(DIN 02237957, FCS -No. 2912)

**Registered Office:**  
ATV Projects India Limited  
1201, 12<sup>th</sup> Floor, Wind Fall Building  
Sahar Plaza Complex  
Andheri-Kurla Road  
Andheri(East) Mumbai 400059.

MAP, ATTENDANCE SLIP, PROXY FORM (MGT-11) OF 33<sup>rd</sup> ANNUAL GENERAL MEETING OF ATV PROJECTS INDIA LIMITED ARE NOT ATTACHED AS AGM WILL BE HELD THROUGH VIDEO CONFERENCING OR OTHER AUDIO VISUAL MEANS.

**DIRECTOR'S REPORT TO THE MEMBERS**

Your Directors are pleased to present the 33<sup>rd</sup> Report together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March, 2020.

**1. FINANCIAL RESULTS:**

(Rs. in Lacs)

Particulars	Year Ended (31-03-2020)	Year Ended (31-03-2019)
Total revenue from operations	3774.35	4083.83
Other Income	5.51	13.31
Total Revenue	3779.86	4097.14
Profit / (Loss) before exceptional items and Tax	279.29	204.79
Exceptional Items	0	-562.67
Profit (Loss) before tax	279.29	-357.88
Tax Expenses (Net)	34.07	6.09
Profit (Loss) after Tax	245.22	-363.97
Other comprehensive income	0	616.26
Total Comprehensive income/ Profit for the year	245.22	252.29
Balance Profit carried to Balance sheet	2257.61	2213.20

The Company has made no transfers to reserves during the year.

Material changes and commitments which have occurred after the close of the year till the date of this report, which affect the financial position of the Company are reported at appropriate places to this report.

**2. SHARE CAPITAL**

The Authorized Share Capital of the company as on 31<sup>st</sup> March, 2020 was Rs. 75 crores divided into 7, 50, 00,000 Equity Shares of Rs. 10/- each. The Issued & Subscribed capital as on same date was Rs. 53, 11, 74,250 divided into 5, 31, 17,425 equity shares of Rs 10/- each. Calls in arrears were Rs. 56.17 lacs. Paid up capital as on 31<sup>st</sup> March, 2020 remained Rs.5255.57 lacs. During the year under review the Authorized, Issued, Subscribed and Paid up capital of the company remained unchanged.

**3. DIVIDEND**

The company has earned profit during the year, however it would like to retain the same for growth of the company. Hence, the company is not declaring the dividend for the current year.

**4. OPERATION/ STATE OF COMPANY'S AFFAIRS**

Your Mathura Plant is presently executing various orders for different clients such as M/s. Andritz Hydro Pvt Ltd, M/s. ISGEC Heavy Engg. Ltd, M/s. Voith Hydro, M/s. Flovel Energy Pvt Ltd, M/s. F. L. Smidth Pvt. Ltd, M/s. Humboldt Wedag India Pvt Ltd, M/s. L & T Howden Pvt Ltd, Harbin air conditioning company ltd, M/s Gail India Ltd and M/s. STV etc. for Boiler drums, Deaerator, Chimneys, Bunkers, oil/water separators and various equipments -

for Hydro Power, Cement Plant, Heavy Steel Girder (Railway Bridges) and Steam Distribution Duct etc.

Recently, company received a valuable order worth of Rs 7.80 crore to supply Steam Distribution Duct from Harbin air conditioning company Ltd a China based company. Further order received worth Rs.3.10 Crores from M/s. L&T MHPS, Hazira – Surat for supply of Upper Housing required for THDC, Khuraja project & SJVNL for Buxar project needed for power plant. Further a new order worth of Rs 1.31 crores also received from M/s. GAIL, Pata for fabricating Oil and Water Separator.

Recently we are qualified by CORE (Central organization for railway electrification) for fabrication and supply of fabricated galvanized steel structures and SPS for OHE and TSS.

We are also an approved vender of RDSO for fabrication and supply of open web girders, composite and other steel plate girders.

Your Mathura Plant is fully equipped to undertake fabrication of critical equipment's required for Cement, Hydro Power, Sugar, railways & Power sectors etc. It has been decided to enhance our manufacturing capacity for which reconditioning of our existing Horizontal Boring Machine (Skoda make) is in process. Company is also in process to install a Vertical Lathe at the earliest. The total cost for refurbishing and addition of proposed machinery will be around Rs. 7 to 8 crores.

The necessary action to set up in house Design & Eng. facilities required for enlistment with EIL & PDIL has been initiated. We have procured required Cods, Plotter / Printer, Software and required number of Computers. By creating such facility, it will also help the company in meeting the eligibility criteria required for participation in tenders floated by various companies.

Company has procured new machines such as welding machine to enhance fabrication facility of Steam Distribution Duct required for air conditioning system of Power Plants.

Further, company has added a team of 50 workers to enhance the production capacity.

The company proposes to install solar power plant of 200 KVA to reduce the electricity cost.

Due to COVID19 pandemic and consequent lockdown restrictions imposed by the National Government wef. 25<sup>th</sup> of March 2020 has continued till 31<sup>st</sup> May 2020.

Later on after one and half month some of manufacturing activities were gradually allowed to start their production activities with certain restrictions hence ATV Projects India Ltd was permitted to open their manufacturing operations on 11<sup>th</sup> May 2020 with 70% attendance of total workforce and with certain restrictions.

All guidelines as issued time to time by the Government of India and State Governments as well as local authorities all precautionary measures are being ensured to comply with.

In compliance of Regulation 30(3) of SEBI (LODR),2015 the impact on various business activities is to be disclosed in financial statements, which caused unforeseen disruption in operation of manufacturing, marketing, demand, supply, orders, debtors, creditors, and financial activities.

In short the following activities were adversely affected:-

A)

- 1) Short Dispatch of finished goods  
During the month of March 2020 Rs.418.30 lakh
- B) 2) Loss of production during the month of April and  
of May 2020 Rs.550.00 Lakhs
- 3) Shortage of Dispatch of finished goods  
During the month of April 2020 Rs. 350.00 lakh
- 4) Financial liquidity was adversely affected as pending  
Payments could not be released.

However your directors are taking every possible effort to come out from the unforeseen disruption in operation of manufacturing, marketing, demand, supply, orders, debtors, creditors, and financial activities.

**5. MANAGEMENT:** Company is managed by well qualified, experienced professionals guided by the Board of Directors.

#### 6. BOARD OF DIRECTORS:

The Board is duly constituted.

Mr. Mahesh Chaturvedi, Chairman (DIN: 00086331) and Mr. Harish Chandra Gupta whole time Director (DIN: 02237957) are permanent directors.

Mr. S.P. Banerjee, (DIN 00030895), Mr. K.S. Nalwaya (DIN: 01259966) and Mr. Nitin Wagh (DIN: 00221128) are Independent Directors. Mrs. Payal B. Sanghavi (DIN-08133682) is non-executive non independent woman director. Under Section 149,150,152 read with Schedule IV of the Companies (Appointment and Qualification of Directors) Rule 2014, and other applicable provisions of Companies Act 2013, Term of Mr. S.P. Banerjee and Mr. K.S. Nalwaya Independent Directors will expire in the ensuing Annual General Meeting. However they offer themselves to be re appointment.

Based on recommendations of Nomination and Remuneration Committee in its meeting held on 18th June,2020 the Board of Directors at their meeting held on 18th June,2020 recommended the re-appointment of Mr. Sakti Pada Banerjee (DIN 00030895) and Mr. Keshar Singh Nalwaya (DIN 01259966) as a Non-Executive Independent Director of the Company to hold office for a term of 5 (Five) consecutive years from the conclusion of this Annual General Meeting, not liable to retire by rotation.

Mr. S.P Banerjee and Mr. Keshar Singh Nalwaya are not disqualified from being appointed as Directors in terms of Section 164 of the Act and have given their consent to act as Directors. The Company has received declarations that they meet the criteria of independence as prescribed under subsection (6) of Section 149 of the Act and Regulation 16(1)(b) of the Securities Exchange Board of India (Listing Obligation and Disclosure Requirements) Regulations, 2015.

Mrs. Payal Sanghavi, (DIN:08133682) Director will retire by rotation in this Annual General Meeting. Being eligible offers herself to be reappointed as Director.

During the year Mr. S.K Gupta independent director has resigned from the board on 21-10-2019 due to his health issues -