

**ATV
PROJECTS
INDIA
LIMITED**



(An ISO 9001:2015 Certified Company)

REGISTERED OFFICE :
1201, 12TH FLOOR, WINDFALL BUILDING,
SAHAR PLAZA COMPLEX, ANDHERI - KURLA ROAD,
J.B. NAGAR, ANDHERI (E), MUMBAI - 400 059.
TEL.: 91-22-67418212 / 66969449
E-mail ID : atvprojects@ymail.com
CIN:- L99999MH1987PLC042719

09.07.2024

To,
The Department of Corporate Service
Bombay Stock Exchange Ltd.
Phiroze Jeejeebhoy Towers,
Dalal Street, Mumbai - 400 001

Respected Sir,

Sub: Intimation of 37th Annual General Meeting

Notice is hereby given that the 37th Annual General Meeting of Members of the Company will be held on Thursday, 8th August, 2024 at 12 P.M through Video Conferencing (VC)/ other Audio-Visual Means (OVAM), to transact the businesses as set out in the notice of Annual General Meeting.

The Annual Report containing the Notice of AGM is also uploaded on the website of the company <https://www.atvprojects.co.in/> and BSE website <https://www.bseindia.com>.

Notice of the Annual General Meeting is being enclosed.

This is for your reference and record

Thanking you,
Yours faithfully,
For ATV PROJECTS INDIA LIMITED

Pooja Bagwe
COMPANY SECRETARY

Encl.: A/a

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 37TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ATV PROJECTS INDIA LIMITED (CIN: L99999MH1987PLC042719) WILL BE HELD ON THURSDAY, 8TH AUGUST, 2024 AT 12:00 P.M. THROUGH VIDEO CONFERENCING (WEBCAST) OR BY 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 31st March, 2024 and Cash Flow Statement together with the Reports of the Directors and the Auditors thereon.

2. To appoint a director in place of Mr. H. C. Gupta (DIN-02237957) who retires by rotation and being eligible offers himself for reappointment.

To consider and if thought fit, to pass the following resolution as an **ORDINARY RESOLUTION**.

“RESOLVED THAT Mr. H. C. Gupta (DIN-02237957) who retires 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 retirement by rotation”.

SPECIAL BUSINESS:

3. Re-appointment of Mr. H. P. Sharma (DIN: 08897941) as an Independent Director for Second term of Five Years.

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

“RESOLVED THAT pursuant to provisions of Section 149,152 read with Schedule IV and all other applicable provisions of the Companies Act,2013 and read rules of the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment for the time being in force) and as per applicable Regulations and schedules of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015, Mr. H.P. Sharma (DIN: 08897941) be and is hereby re-appointed as an Independent Director for a second term of 5 years consecutive years with effect from the conclusion of this Annual General Meeting till the Conclusion of 42nd Annual General Meeting, as recommended by Nomination and Remuneration Committee and Board of Directors, in their meeting held on May 11, 2024 and for whom the company has received declaration that he meets the criteria of independence as provided under Section 149(6) of the Companies Act, 2013.”

“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 H.P.SHARMA, (DIN: 08897941) as a Non- Executive Independent Director beyond the Age of 75 years

To consider and if thought fit, to pass with or without modification, the following resolution 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 or re-enactment thereof for the time being in force) and subject to such other applicable laws, rules, regulations, etc. as may be applicable in this regard, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the members be and is hereby accorded to continue the appointment of Mr. H. P. Sharma (DIN-08897941) as an 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 authorized 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. Continuation of Directorship of Mr. Mahesh Chaturvedi, (DIN: 00086331) as a Non-Executive Director for a term of 5 years.

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

“RESOLVED THAT pursuant to Regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification or re-enactment thereof for the time being in force) and subject to such other applicable laws, rules, regulations, etc. as may be applicable in this regard, and pursuant to the recommendation of the Nomination and Remuneration Committee and approval of the members be and is hereby accorded to continue the term of appointment of Mr. Mahesh Chaturvedi (DIN-00086331) for a further period of 5 years”

RESOLVED FURTHER THAT the Board of Directors or the Company Secretary of the Company be and are hereby jointly or severally authorized 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.”

6. Sale / Lease / to develop in Joint Venture / Self-develop 75 acres of land including Immovable Building and other misc. Properties/ attached thereto and all related assets of TPE Plant situated at Nagothane Distt. Raigarh Maharashtra.

To consider and, if thought fit, to pass the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any amendment there to or re-enactment thereof for

the time being in force), provisions of the Memorandum and Articles of Association of the Company, and the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions thereof, as amended from time to time, any other law for the time being in force and such other approvals, consents, permissions being obtained from the appropriate authorities to the extent applicable and necessary subject to such other applicable statutes and regulations, and subject to such other requisite approvals, consents and clearance from statutory authorities, if and wherever necessary, and as may be required, consent of the shareholders of the Company be and is hereby accorded for sale/lease/to develop in joint venture/self-develop 75 acres of land including Immoveable Building and other misc. properties/ attached thereto and all related assets of TPE Plant situated at Nagothane Distt. Raigarh Maharashtra for such considerations as may be decided by the Board of Directors of the Company on such terms and conditions and with such modifications as may be required by any of the concerned authorities or as the Board of Directors of the Company may deem fit and appropriate in the interest of the Company and the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient for giving effect to this resolution.

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid Resolution, Mr. A. K. Sharma and Mrs. Pooja Bagwe, Whole time Directors of the Company be and are hereby severally authorized to finalize the manner and method for sale/lease/to develop in joint venture/self-develop of surplus unused land and to execute all necessary agreements (including such representations, warranties, indemnities and covenants as may be customary in such transactions), deeds and documents and subsequent modifications thereto, and to take such actions including delegates such authority and to give all such directions, or to do all such acts, deeds, matters, and things as may be necessary and/or expedient in the interest of the Company including without limitation, to settle any questions, doubts that may arise in this regard, as it may in its absolute discretion deem fit, and also to further delegate from time to time, all or any of the power conferred herein to any committee of the Board or individuals.

7. Sale / Lease / to develop in Joint Venture / Self-develop surplus lands aggregating to 3.73 acre of unused/surplus land at rear side of the old workshop at Mathura Plant of the Company

To consider and, if thought fit, to pass the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any amendment thereto or re-enactment thereof for the time being in force), provisions of the Memorandum and Articles of Association of the Company, and the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions thereof, as amended from time to time, any other law for the time being in force and such other approvals, consents, permissions being obtained from the appropriate authorities

to the extent applicable and necessary subject to such other applicable statutes and regulations, and subject to such other requisite approvals, consents and clearance from statutory authorities, if and wherever necessary, and as may be required, consent of the shareholders of the Company be and is hereby accorded for sale/lease/to develop in joint venture/self-develop land aggregating to 3.73 acre unused/surplus land at rear side of the old workshop at Mathura Plant of the Company for such considerations as may be decided by the Board of Directors of the Company on such terms and conditions and with such modifications as may be required by any of the concerned authorities or as the Board of Directors of the Company may deem fit and appropriate in the interest of the Company and the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient for giving effect to this resolution.”

“RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid Resolution, Mr. A. K. Sharma and Mrs. Pooja Bagwe, Whole time Directors of the Company be and are hereby severally authorized to finalize the manner and method for sale/lease/to develop in joint venture/self-develop surplus unused land and to execute all necessary agreements (including such representations, warranties, indemnities and covenants as may be customary in such transactions), deeds and documents and subsequent modifications thereto, and to take such actions including delegates such authority and to give all such directions, or to do all such acts, deeds, matters, and things as may be necessary and/or expedient in the interest of the Company including without limitation, to settle any questions, doubts that may arise in this regard, as it may in its absolute discretion deem fit, and also to further delegate from time to time, all or any of the power conferred herein to any committee of the Board or individuals.

8. Sale / Lease / to develop in Joint Venture / Self-develop of surplus lands aggregating to 2.71 acre of unused/surplus land located at ATV Nagar, Mathura.

To consider and, if thought fit, to pass the following resolution as **SPECIAL RESOLUTION**:

“RESOLVED THAT pursuant to the provisions of Sections 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any amendment thereto or re-enactment thereof for the time being in force), provisions of the Memorandum and Articles of Association of the Company, and the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions thereof, as amended from time to time, any other law for the time being in force and such other approvals, consents, permissions being obtained from the appropriate authorities to the extent applicable and necessary subject to such other applicable statutes and regulations, and subject to such other requisite approvals, consents and clearance from statutory authorities, if and wherever necessary, and as may be required, consent of the shareholders of the Company be and is hereby accorded for sale/lease/to develop in joint venture/self-develop land aggregating to 2.71 acre unused/surplus land at ATV Nagar, Mathura for such considerations as may be decided by the Board of Directors of the Company on such terms and conditions and with such modifications as may be

required by any of the concerned authorities or as the Board of Directors of the Company may deem fit and appropriate in the interest of the Company and the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient for giving effect to this resolution.

"RESOLVED FURTHER THAT for the purpose of giving effect to the aforesaid Resolution, Mr. A. K. Sharma and Mrs. Pooja Bagwe, Whole time Directors of the Company be and are hereby severally authorized to finalize the manner and method for sale/lease/to develop in joint venture/self-develop surplus unused land and to execute all necessary agreements (including such representations, warranties, indemnities and covenants as may be customary in such transactions), deeds and documents and subsequent modifications thereto, and to take such actions including delegates such authority and to give all such directions, or to do all such acts, deeds, matters, and things as may be necessary and/or expedient in the interest of the Company including without limitation, to settle any questions, doubts that may arise in this regard, as it may in its absolute discretion deem fit, and also to further delegate from time to time, all or any of the power conferred herein to any committee of the Board or individuals."

9. Alteration of objects clause by adding a new object:

To consider and, if thought fit, to pass the following resolution as **SPECIAL RESOLUTION**:

"RESOLVED THAT pursuant to the provisions of Section 13 and other applicable provisions, if any, of Companies Act, 2013, (including any statutory modifications or re-enactment thereof, for the time being in force), and the rules framed there under, consent of the shareholders of the Company be and is hereby accorded, subject to the approval of the Ministry of Corporate Affairs, to append following sub clause (3B) after sub clause (3) of clause III (A) of the Memorandum of Association of Company:

(3B) To carry on the business in India and abroad of development of land, building or any other kind of real estate and in that respect to conceive, design, invest, construct, build, manage, set up and maintain, either on its own or under a strategic alliance or joint venture or any other arrangement townships, housing, built-up infrastructure and construction-development projects including but not limited to housing, commercial premises, hotels, resorts, hospitals, educational institutions, recreational facilities, industrial parks, special economic zones, city and regional level infrastructure, inclusive or exclusive of such infrastructural facilities / amenities such as roads, water supply, street lighting, drainage, sewerage, roads and bridges, mass rapid transit systems and other conveniences, an integrated techno township, technology parks, software parks, electronic and Hardware Technology parks, cybercity and infocity, property including residential flats, office premises, houses, buildings, sheds and other fixtures on lands and buildings and any rights or privileges.

RESOLVED FURTHER THAT for the purpose of giving effect to this resolution, Mrs. Pooja Bagwe, Whole Time Director and company secretary of the Company be and is hereby authorized, on behalf of the Company, to do all acts, deeds, matters and things as deem necessary, proper or

desirable and to sign and execute all necessary documents, applications and returns for the purpose of giving effect to the aforesaid resolution along with filing of necessary E-form with the office of Ministry of Corporate Affairs."

By Order of Board of Directors

For ATV PROJECTS INDIA LTD

Pooja Bagwe
Whole time Director & Company Secretary
(DIN- 03162798)

Date: 11.05.2024
Place: Mumbai

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

NOTES:

1. 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 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 05, 2022, Circular No 10/2022 dated 28.12.2022 and Circular No 09/2023 dated 25.09.2023 and SEBI Circular no SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 as well as Circular no SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting 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 intend 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 for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), 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 without restriction on account of first come first served basis.

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. The Notice calling the AGM has been uploaded on the website of the Company at 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 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
8. 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, MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022 General Circular No 10/2022 dated 28.12.2022 and Circular No 09/2023 dated 25.09.2023
9. 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.
10. Non-resident Indian shareholders are requested to inform about the change in the residential status on return to India for permanent settlement to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant immediately.
11. The notice of the Annual General Meeting along with the Annual Report 2023-2024 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/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 2023-2024 will also be available on the Company's website <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 Members who have not registered their e-mail address with the Company are requested to submit their valid e-mail address to Purva Sharegistry India Private Limited.
12. As a part of the green initiatives, the Members who have not yet registered their e-mail addresses are requested to register their e-mail addresses with their DPs in case the shares are held by them in electronic form and with Purva Sharegistry India Private Limited or their respective depositories in case the shares are held by them in physical form. Upon such Registration, all communication from the Company/RTA will be sent to the registered e-mail address.
13. The Register of Members and Share Transfer Books of the Company will remain closed from Friday, 2nd August, 2024 to Thursday, 8th August, 2024 (both days inclusive) for the purpose of Thirty Seventh Annual General Meeting.
14. Members are requested to send their queries to the Company, if any, on accounts and operations of the Company at least seven days before the meeting so that the same could be suitably answered at the meeting.
15. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
16. As required by Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the relevant detail of Director seeking appointment at this Annual General Meeting is given in the Notice of the Annual General Meeting.
17. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Hence, the Members holding shares in physical form are requested to consider converting their holdings in the dematerialized form. The Members, who are desirous to convert their physical holdings into dematerialized form, may contact the Depository Participant of their choice.
18. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
19. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date i.e. August 1, 2024 may cast their vote by remote e-Voting. A person who is not a Member as on the cut-off date should treat this Notice for information purposes only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail the facility of remote e-Voting as well as remote e-Voting during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e., August 1, 2024, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in.

THE INSTRUCTIONS FOR MEMBERS FOR REMOTE E-VOTING AND JOINING GENERAL MEETING ARE AS UNDER:-

The remote e-voting period begins on 5th August, 2024 at 9 A.M. and ends on 7th August, 2024 at 5 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. August 1, 2024, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being August, 1 2024.

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: Access to NSDL e-Voting system

A) Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Login method for Individual shareholders holding securities in demat mode is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. Existing IDEAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDEAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. If you are not registered for IDEAS e-Services, option to register is available at https://eservices.nsdl.com. Select "Register Online for IDEAS Portal" or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp</p> <p>3. 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. Once the home page of e-Voting system is launched, click on the icon "Login" which is available under</p>

Type of shareholders	Login Method
	<p>'Shareholder/Member' section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <p> App Store  Google Play</p>  
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p> <p>3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a</p>



Type of shareholders	Login Method
	e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders (holding securities in demat mode) login through their depository participants	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. Upon logging in, you will be able to see e-Voting option. Click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. NSDL and CDSL.

Login type	Helpdesk details
Individual Shareholders holding securities in demat mode with NSDL	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.com or call at 022 - 4886 7000
Individual Shareholders holding securities in demat mode with CDSL	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 22 55 33

B) Login Method for e-Voting and joining virtual meeting for shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 'Shareholder/Member' section.
3. A new screen will open. You will have to enter your User ID, your Password/OTP and a Verification Code as shown on the screen.
Alternatively, if you are registered for NSDL eservices 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 101456 then user ID is 101456001***

5. Password details for shareholders other than Individual shareholders are given below:

- a) If you are already registered for e-Voting, then you can use your existing password to login and cast your vote.
- b) 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.

c) How to retrieve your 'initial password'?

- (i) 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'.
- (ii) If your email ID is not registered, please follow steps mentioned below in **process for those shareholders whose email ids are not registered.**

6. If you are unable to retrieve or have not received the "Initial password" or have forgotten your password:

- a) 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.
- b) Physical User Reset Password?" (If you are holding shares in physical mode) option available on www.evoting.nsdl.com.
- c) If you are still unable to get the password by aforesaid two options, you can send a request at evoting@nsdl.com mentioning your demat account number/folio number, your PAN, your name and your registered address etc.
- d) Members can also use the OTP (One Time Password) based login for casting the votes on the e-Voting system of NSDL.

7. After entering your password, tick on Agree to "Terms and Conditions" by selecting on the check box.

8. Now, you will have to click on "Login" button.

9. After you click on the "Login" button, Home page of e-Voting will open.

Step 2: Cast your vote electronically and join General Meeting on NSDL e-Voting system.

How to cast your vote electronically and join General Meeting on NSDL e-Voting system?

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.
2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".
3. Now you are ready for e-Voting as the Voting page opens.
4. 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.
5. Upon confirmation, the message "Vote cast successfully" will be displayed.
6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.
7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. 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 with a copy marked to evoting@nsdl.com. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) can also upload their Board Resolution / Power of Attorney / Authority Letter etc. by clicking on "Upload Board Resolution / Authority Letter" displayed under "e-Voting" tab in their login.
2. 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 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 or call on.: 022 - 4886 7000 or send a request to Ms. Pallavi Mhatre at evoting@nsdl.com

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 to atvprojects@ymail.com
2. 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. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at **step 1 (A) i.e. Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.com for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated December 9, 2020 on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are required to update their mobile number and email ID correctly in their demat account in order to access e-Voting facility.

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 by following the steps mentioned above for **Access to NSDL e-Voting system**. After successful login, you can see link of "VC/OAVM" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under **Join Meeting** menu. The link for VC/OAVM will be available in Shareholder/Member 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.

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/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at atvprojects@ymail.com. The same will be replied by the company suitably.
6. 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:

ITEM NO. 3

Mr. H. P. Sharma was appointed as an Independent Director in the 34th Annual General Meeting dated 10.08.2021 for a period of three years up to the date of ensuing AGM and is eligible for reappointment for second term.

Accordingly, based on recommendations of Nomination and Remuneration Committee in its meeting held on May 11, 2024 and the Board of Directors at their meeting held on May 11, 2024, recommended the reappointment of Mr. H. P. Sharma (DIN-08897941) as an Independent Director of the Company for second term for a further period of 5 years.

Mr. H. P. Sharma (DIN-08897941) is not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act 2013 and has given his consent to act as an Independent Director and being eligible offers himself to be appointed as an Independent Director of the Company.

The Company has also received declarations from Mr. H. P. Sharma (DIN-08897941) that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the act applicable regulations of SEBI (LODR) Regulations, 2015.

Brief resumes of Mr. H. P. Sharma (DIN-08897941), nature of his expertise in specific functional areas and names of companies in which he holds directorships and memberships / chairmanships of Board Committees, shareholding and relationships between directors inter-se as stipulated and applicable under regulations of SEBI (LODR) Regulations, 2015 form part of this Notice.

In the opinion of the Board, Mr. H. P. Sharma (DIN-08897941) fulfills the conditions specified in the Companies Act, 2013, and the rules made there under for his appointment as Independent Director of the Company.

Accordingly, the Board recommends the resolutions in relation to the appointment of Mr. H. P. Sharma as Independent Director for the approval of the Members of the Company.

None of the other Directors except H.P, Sharma and the Key Managerial Personnel and their relatives are concerned or interested, in the resolution set out at Item No. 3 of the notice.

ITEM NO. 4

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. Company had already passed a special resolutions in this regards in the 34th AGM held on August 10, 2021.

As the term of Mr. H. P. Sharma (DIN-08897941) as an Independent Director is getting expired in the ensuing AGM and he is eligible for reappointment for second term and based on the recommendations of Nomination Remuneration committee and Board of Directors Meetings held on May 11, 2024 Mr. H. P. Sharma (DIN-08897941) be reappointed as an Independent Director of the Company for second term of 5 years. Hence the proposed resolution is placed in the ensuing AGM.

Mr. H. P. Sharma (DIN-08897941) is not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act 2013 and has given his consent to act as an Independent Directors and being eligible offers himself to be appointed as an Independent Director of the Company.

The Company has also received declarations from Mr. H. P. Sharma (DIN-08897941) that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the act applicable regulations of SEBI (LODR) Regulations, 2015.

Mr. H. P. Sharma (DIN-08897941) having attained the prescribed age limit, the Board recommends continuation of directorship of Mr. H. P. Sharma (DIN-08897941) as a Non-executive Independent Directors.

The Board considers the continued association of Mr. H. P. Sharma (DIN-08897941) would be of immense benefit to the Company in the growth of this Company in terms of experience, and it is desirable to continue to avail his services as the Independent Director.

None of the other Directors except H.P, Sharma and the Key Managerial Personnel and their relatives are concerned or interested in the resolution set out at Item No. 4 of the notice and accordingly recommended for the approval by the members as Special Resolution.

ITEM NO. 5

As per the regulation 17(1D) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) (Amendment) Regulations, 2023, applicable with effect from 15 July 2023, consent of the shareholders by way of a special resolution shall be required for continuation of director serving on the Board of Directors whose appointment or reappointment has not been placed before the Shareholders for a period of five years.

Mr. Mahesh Chaturvedi (DIN-00086331) is one of the directors also serving as Chairman on the Board whose appointment or reappointment has not been subject to shareholders approval for a period of last 5 years. Accordingly based on the recommendations of Nomination Remuneration committee and Board of Directors Meetings held on May 11, 2024 recommended the reappointment of Mr. Mahesh Chaturvedi (DIN-00086331) to continue as a Non-Executive director for a further period of 5 years.

The Board considered the business experience of more than 40 years of Mr. Mahesh Chaturvedi (DIN-00086331) which has taken the Company to high growth level. His valuable guidance and support and art of carrying the business have taken the company to heights. Hence it is highly desirable to continue to avail his services as the Chairman and Non-Executive Director.

None of the other Directors except Mr. Mahesh Chaturvedi and their relatives are concerned or interested in the resolution set out at Item No. 5 of the notice and accordingly recommended for the approval by the members as Special Resolution.

ITEM NO. 6

The proposed resolution has already been passed by the Company through Postal Ballot in the year 2017 and now to comply with the latest amendment in Regulation 30 brought in force by SEBI (LODR), second amendments, 2023 effective from July, 2023, the proposed resolution is once again placed before the members for approval as it is falling in the criteria of material event as described in Regulation 30 read with Part A of Scheduled III of SEBI (LODR) Regulations, 2015. Accordingly based on the recommendations of Board of Directors Meeting held on May 11, 2024 recommended the proposed resolution for approval of the members of the Company as a special Resolution

Further, our existing workshop at Mathura is almost 35 years old and infrastructure requires refurbishment and modernization to optimize efficiency and productivity. The structures need to be replaced in due course of time.

Presently, our company is running on internal generation and does not have working capital facility availed from any bank. However, to achieve steady growth & to enhance working to ensure smooth day-to-day operations the company may require working capital finance to meet with the financial obligations and to seize new business prospects.

Further, in terms of Section 180(1) (a) of the Companies Act, 2013 shareholder approval is required by a Company to sell or otherwise dispose-off the whole or substantially the whole of the undertaking of the Company. An undertaking is defined to mean an undertaking in which the investment of a Company exceed 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of a company during the previous financial year.

Based on the above understanding the above proposal requires members approval under Section 180(1) (a) of the Act.

The Directors recommend passing of the Special Resolution at Item No.6 for approval of the members.

None of the Directors, Manager, Key Managerial Personnel of the Company and their relatives are interested or concerned in the said resolution except to the extent of their respective shareholding, if any, in the Company.

ITEM NO. 7

Based on the recommendations of Board of Directors Meeting held on May 11, 2024 the proposed resolution is being sought for approval of the members of the Company as a special Resolution for Sale /Lease/to develop in Joint Venture / Self-develop of surplus lands aggregating to 3.73 acre of unused/surplus land at rear side of the old workshop at Mathura Plant of the Company.

Further, our existing workshop at Mathura is almost 35 years old and infrastructure requires refurbishment and modernization to optimize efficiency and productivity. The structures need to be replaced in due course of time.

Presently, our company is running on internal generation and does not have working capital facility availed from any bank. However, to achieve steady growth & to enhance working to ensure smooth day-to-day operations the company may require working capital finance to meet with the financial obligations and to seize new business prospects.

Further, in terms of Section 180(1) (a) of the Companies Act, 2013 shareholder approval is required by a Company to sell or otherwise dispose-off the whole or substantially the whole of the undertaking of the Company. An undertaking is defined to mean an undertaking in which the investment of a Company exceed 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of a company during the previous financial year.

Based on the above understanding the sale requires members approval under Section 180(1) (a) of the Act.

The Directors recommend passing of the Special Resolution at Item No.7 for approval of the members.

None of the Directors, Manager, Key Managerial Personnel of the Company and their relatives are interested or concerned in the said resolution except to the extent of their respective shareholding, if any, in the Company.

ITEM NO. 8

Based on the recommendations of Board of Directors Meeting held on May 11, 2024 the proposed resolution is being sought for approval of the members of the Company as a special Resolution for Sale/Lease/to develop in Joint Venture/Self-develop surplus lands aggregating to 2.71 acre of unused/surplus land at located at ATV Nagar, Mathura.

Further, our existing workshop at Mathura is almost 35 years old and infrastructure requires refurbishment and modernization to optimize efficiency and productivity. The structures need to be replaced in due course of time.

Presently, our company is running on internal generation and does not have working capital facility availed from any bank. However, to achieve steady growth & to enhance working to ensure smooth day-to-day operations the company may require working capital finance to meet with the financial obligations and to seize new business prospects.

Further, in terms of Section 180(1) (a) of the Companies Act, 2013 shareholder approval is required by a Company to sell or otherwise dispose-off the whole or substantially the whole of the undertaking of the Company. An undertaking is defined to mean an undertaking

in which the investment of a Company exceed 20% of its net worth as per the audited balance sheet of the preceding financial year or an undertaking which generates 20% of the total income of a company during the previous financial year.

Based on the above understanding the sale requires members approval under Section 180(1) (a) of the Act.

The Directors recommend passing of the Special Resolution at Item No.8 for approval of the members.

None of the Directors, Manager, Key Managerial Personnel of the Company and their relatives are interested or concerned in the said resolution except to the extent of their respective shareholding, if any, in the Company.

ITEM NO. 9

With reference to the Item no. 7 & 8 of this notice, the company has unused surplus land at ATV Nagar and at the rear side of workshop at Mathura. The company is exploring an opportunity to develop the land under Joint Venture or self-development. Hence it is decided to add an object under the head of main object of Memorandum of association of the Company. Section 13 of the Companies act, 2013 requires that the Company will have to pass a special resolution to alter the objects clause under the head main objects. Hence this resolution.

None of the Directors, Manager, Key Managerial Personnel of the Company and their relatives are interested or concerned in the said resolution except to the extent of their respective shareholding, if any, in the Company.

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

Name	Mr. H. C. Gupta	Mr. H. P. Sharma	Mr. Mahesh Chaturvedi
Age	71	78	69
Date of appointment	16.12.2008	10.08.2021	26-02-1987
Qualification and experience	Commerce Graduate, Company Secretary. He is fellow member of Institute of Company Secretaries of India. He possess over Thirty Nine years' experience in various capacities including as Director	Advocate of High Court	Graduate. He possess over 40 years' of experience of managing company's operations.
Chairman/ member of Audit Committee	Nil	Yes	Yes
Chairman/ Member of Stakeholder relationship committee	Nil	Nil	Yes

Name	Mr. H. C. Gupta	Mr. H. P. Sharma	Mr. Mahesh Chaturvedi
Chairman/ Member of Stakeholder relationship committee	Nil	Nil	Yes
Chairman/ member of nomination and remuneration committee	Nil	Yes	Yes
Shares held in the company	Nil	Nil	Yes- (No of Shares- 18,97,536) and HUF- 1,05,52,089
Relationship with other directors	Nil	Nil	Nil

By Order of Board of Directors

For ATV PROJECTS INDIA LTD

Pooja Bagwe
Whole time Director & Company Secretary
(DIN- 03162798)

Date: 11.05.2024

Place: Mumbai

Registered Office:

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