

ATV PROJECTS INDIA LIMITED

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Sahar Plaza Complex, Andheri Kurla Road, Andheri (E), Mumbai-400059
CIN:L99999MH1987PLC042719
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Website: <https://www.atvprojects.co.in/>

NOTICE OF POSTAL BALLOT

Pursuant to Sections 108 and 110 of the Companies Act, 2013, read with Rules 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended and applicable Circulars issued by Ministry of Corporate Affairs, Government of India)

Dear Members,

NOTICE is hereby given pursuant to the provisions of Sections 108 and 110 and other applicable provisions of the Companies Act, 2013 as amended ("the Act") read together with Rule 20 and 22 of the Companies (Management and Administration) Rules, 2014 as amended ("the Rules"), General Circular Nos. 14/2020 dated 8th April 2020, 17/2020 dated 13th April 2020, 20/2020 dated 5th May 2020, 22/2020 dated 15th June 2020, 33/2020 dated 28th September 2020, 39/2020 dated 31st December 2020, 10/2021 dated 23rd June 2021, 20/2021 dated 8th December 2021, 03/2022 dated 5th May 2022, 11/2022 dated 28th December 2022, 09/2023 dated 25th September 2023 and 09/2024 dated 19th September 2024 issued by the Ministry of Corporate Affairs, Government of India ("the MCA Circulars"), Secretarial Standard on General Meetings issued by the Institute of Company Secretaries of India ("SS-2"), Regulation 44 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (hereinafter referred to as the "SEBI Listing Regulations") and any other applicable laws, rules, circulars, notifications and regulations (including any statutory modification(s) or re-enactment(s) thereof, for the time being in force), to transact the Special Businesses as set out hereunder by passing Special Resolutions by the members of the Company (as on the Cut-off Date), through Postal Ballot only by way of remote e-voting ("e-voting/remote e-voting"):

1. To regularise the appointment of Mr. Rakesh Tiwari (DIN: 10805204) as an Independent Director for a period of 5 years from 07.12.2024 to 06.12.2029.
2. To adopt New Article of Association in place of the existing Article of Association and authorize Company Secretary or directors for signing of notice.

In compliance with MCA Circulars, this Notice is being sent only through electronic mode to those members whose e-mail address is registered with the Company/ Depository Participant(s) as on **Friday, December 13, 2024 ("Cut-off date")**. Members are requested to read the instructions given in the Notes under the section "Voting through Electronic Means" of the Notice.

An explanatory statement pursuant to Section 102 and other applicable provisions, if any, of the Act, pertaining to the said Resolutions setting out the material facts and reasons thereof, is appended to this Postal Ballot Notice ("the Notice" or "the Postal Ballot Notice").

The Board has appointed Ms. Neeta H. Desai (Membership No. 3262, COP No. 4741) of ND & Associates, Practicing Company Secretaries, as the Scrutinizer ("Scrutinizer") for conducting the Postal Ballot/e-voting process in a fair and transparent manner.

In compliance with the provisions of Sections 108 and 110 of the Act read with Rule 20 and 22 of the Management Rules, Regulation 44 of the LODR Regulations and SS-2, the Company has

provided e-voting facility to its members to cast their votes electronically. The detailed procedure with respect to e-voting is mentioned in this Notice. The Company has appointed National Securities Depository Limited (“NSDL”) for facilitating e-voting. Members desiring to exercise their votes are requested to carefully read the instructions indicated in this Notice and record their assent (FOR) or dissent (AGAINST) by following the procedure as stated in the Notes forming part of the Notice.

The schedule of remote e-voting is as under:

Commencement of e-voting	9:00 am IST on Wednesday , 18 th December,2024
Conclusion of e-voting	5:00 pm IST on Friday , 17 th January, 2025
Cut-off date for eligibility to vote	Friday, 13 th December, 2024

The e-voting facility will be disabled by NSDL immediately after 5:00 p.m. IST on Friday, 17th January, 2025 and will be disallowed thereafter.

SPECIAL BUSINESS:

1. To regularize the appointment of Mr. Rakesh Tiwari (DIN: 10805204) as an Independent Director for a period 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 149,150 &152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 read with 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 for regularization of appointment of Mr. Rakesh Tiwari (DIN No: 10805204) from an additional Director to an Independent Director for a period of 5 years, as recommended by Nomination and Remuneration Committee and Board of Directors, in their meeting held on 07th December,2024 and a declaration that he meets the criteria of independence as provided under Section 149(6) of the Act, be and is hereby appointed as an Independent Director of the Company for a period of 5 (five) consecutive years with effect from with effect from 07.12.2024 up to 06.12.2029, not liable to retire by rotation hereinafter in accordance with the provisions 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.”

2. To adopt New Article of Association in place of the existing Article of Association and authorize Company Secretary or directors for signing of notice.

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 14 and in accordance with the applicable provisions of the Companies Act, 2013 read with rules thereunder (including any Statutory modifications or re-enactment thereof, for time being in force), the Securities Exchange Board of India and any other applicable laws (including any statutory amendments, modifications, variation(s) re-enactment thereof, for the time being in force) and pursuant to the recommendation of the Board of Directors and such other approval(s), consent(s), permission(s) and/or sanction(s), if any, as may be necessary from the concerned statutory/regulatory authorities and subject to

such conditions and modifications as may be prescribed, stipulated or imposed by any of the said statutory/regulatory authorities while granting any such approval(s), consent(s), permission(s), and/or sanction(s), the approval of the members be and is hereby accorded for the amendments to the Articles of Association of the Company to align with extant regulatory and statutory provisions of the Companies Act, 2013 and the rules made thereunder.

RESOLVED FURTHER THAT the Board of Directors be and are hereby severally authorized to settle any question, difficulty or doubt, to sign such documents as may be necessary, proper or desirable (including but not limited to filing of necessary notices with Stock Exchanges, e-forms and returns with the Ministry of Corporate Affairs or elsewhere) and to carry out modifications/alterations as may be suggested by any regulatory authority in connection with the adoption of the new set of the Articles of Association of the Company and to do all such acts, deeds, matters and things, including delegating such vested authority, as may be considered necessary, proper or expedient in order to give effect to this resolution.”

By Order of the Board,

For ATV Projects India Limited

sd/-
Pooja Bagwe
Company Secretary
M.No.: A 33353

Date: 7th December 2024

Place: Mumbai

Registered Office:

ATV Projects India Limited
1201, 12th Floor, Windfall Building, Sahar Plaza Complex
Andheri Kurla Road, Andheri (E), Mumbai-400059.

Notes:

1. The explanatory statement pursuant to Section 102 read with Section 110 of the Act, along with details in terms of Regulation 36(3) of the LODR Regulations, stating all material facts and the reason/rationale for proposed resolutions is annexed herewith.
2. This Postal Ballot Notice is being sent to the members whose names appear on the register of members/list of beneficial owners as received from the National Securities Depository Limited (“NSDL”) and Central Depository Services (India) Limited (“CDSL”) and whose e-mail address is registered with the Company/Depository Participant(s)(DP), as on Friday,13th December, 2024 (“the Cut-off Date”). A person who is not a member as on the Cut-off Date should treat this Postal Ballot Notice for informational purposes only. In compliance with Regulation 44 of the LODR Regulations and pursuant to the provisions of Sections 108 and 110 of the Act read with the Rules framed thereunder and the MCA Circulars, the manner of voting on the proposed resolutions is restricted only to e-voting i.e., by casting votes electronically instead of submitting the Postal Ballot Form. Accordingly, the physical copy of the Notice along with the Postal Ballot Form and the pre-paid business reply envelope are not being sent to the members. The communication of the assent or dissent of the members would only take place through the e-voting system.
3. Once the vote on the resolution is cast by the member, he/she shall not be allowed to change it subsequently. The voting rights of members shall be in proportion to their shareholding in the paid-up equity share capital of the Company as on Friday, 13th December, 2024, being the cut-off date fixed for the purpose.
4. The Company is offering e-voting facility to all its shareholders. National Securities Depository Limited (NSDL), will be facilitating e-voting to enable the shareholders to cast their votes electronically. Instructions for remote e-voting are provided in this Notice.
5. The Notice shall also be uploaded on the website of the Company www.atvprojects.co.in and on the website of BSE Limited at www.bseindia.com and on the e-voting platform of NSDL at www.evoting.nsd.com. All the members of the Company as on the Cut-off date shall be entitled to vote in accordance with the process specified in this Notice.
6. All the documents referred to in this notice and explanatory statement will be available electronically for inspection at the Registered Office of the Company from Wednesday, 18th December, 2024 to Friday, 17th January, 2025, basis the request being sent on atvprojects@ymail.com from their registered e-mail address mentioning their name, folio number/DP ID and client ID during the voting period of the Postal Ballot.
7. The Scrutinizer shall, after conclusion of the voting period, prepare a report of the votes cast in favour or against, if any, and submit the same to the Chairman of the Company or any person authorized by him. The results of the e-voting by Postal Ballot will be announced not later than two working days of the conclusion of the e-voting and will also be displayed on the Company’s website at www.atvprojects.co.in and communicated to the stock exchanges where the shares of the Company are listed. The resolutions, if passed by requisite majority shall be deemed to have been passed on 17th January, 2025 being the last date specified by the Company for e-voting. The Scrutinizer’s decision on the votes cast will be final.
8. Members holding shares in electronic mode, who have not registered their e-mail addresses are requested to register their e-mail addresses with their respective DP. Members holding shares in physical mode are requested to update their e-mail addresses with the Company’s RTA at support@purvashare.com.

9. Resolutions passed by the Members through Postal Ballot are deemed to have been passed as if the same have been passed at a general meeting of the Members.

10. The Instructions for Members for e-voting are as under:

Commencement of e-voting	9:00 am IST on Wednesday , 18 th December,2024
Conclusion of e-voting	5:00 pm IST on Friday , 17 th January, 2025

- (i) The voting period begins on 18th December, 2024 at 9:00 a.m. IST and ends on , 17th January, 2025 at 5:00 pm IST. During this period shareholders' of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date 13th Demeber,2024 may cast their vote electronically. The e-voting module shall be disabled by NSDL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Remote E-voting Process

Step 1: Access to NSDL e-Voting system

A) Login method for e-Voting for Individual shareholders holding securities in demat mode

In terms of SEBI circular dated 9th December 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 e-mail id in their demat accounts 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.</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 ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e., your sixteen-digit demat account number held 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.</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 style="text-align: center;">NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  <p>App Store</p> </div> <div style="text-align: center;">  <p>Google Play</p> </div> </div> <div style="display: flex; justify-content: space-around; margin-top: 10px;">   </div>

<p>Individual Shareholders holding securities in demat mode with CDSL</p>	<ol style="list-style-type: none"> 1. Users who have opted for CDSL Easi/Easiest facility, can login through their existing user id and password. The 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 and New System Myeasi Tab and then use your existing my easi username and password. 2. After successful login the Easi/Easiest user will be able to see the e-Voting option for eligible companies where the e-voting is in progress as per the information provided by company. On clicking the e-voting 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. 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. 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 and New System Myeasi Tab and then click on registration option. 4. Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile and e-mail as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the e-voting is in progress and able to directly access the system of all e-Voting Service Providers.
<p>Individual Shareholders (holding securities in demat mode) login through their depository participants</p>	<p>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.</p>

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.co.in or call at (022) 4886 7000 and (022) 2499 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 shareholders other than Individual shareholders holding securities in demat mode and shareholders holding securities in physical mode.

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 '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 e-mail sent to you from NSDL from your mailbox. Open the e-mail 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 e-mail 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.co.in 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 on NSDL e-Voting system.

How to cast your vote electronically 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.
2. Select “EVEN” of company for which you wish to cast your vote during the remote e-Voting period.
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 “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 company by e-mail to atvprojects@ymail.com with a copy marked to evoting@nsdl.co.in. 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 and (022) 2499 7000 or send a request to Mr. Anubhav Saxena, Deputy Manager at evoting@nsdl.co.in

Process for those shareholders whose e-mail 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 e-mail 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 shareholder 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 for Individual shareholders holding securities in demat mode**.
3. Alternatively, shareholders/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.
4. In terms of SEBI circular dated 9th December 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 e-mail ID correctly in their demat account to access e-Voting facility.

For ATV Projects India Limited

sd/-
Pooja Bagwe
Company Secretary
M. No.: A 33353

Date: 7th December 2024
Place: Mumbai

Registered Office:

ATV Projects India Limited
1201, 12th Floor, Windfall Building, Sahar Plaza Complex
Andheri Kurla Road, Andheri (E), Mumbai-400059.

ANNEXURE TO THE NOTICE

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013

Item No. 1

To regularise the appointment of Mr. Rakesh Tiwari (DIN: 10805204) as an Independent Director

Mr. Rakesh Tiwari was appointed as an Additional Director (Independent) in the Board Meeting dated 26.10.2024. As per section 161 of the Companies Act, 2013, he holds office up to the date of result of ensuing postal ballot, Based on recommendations of Nomination and Remuneration Committee in its meeting held on 07.12.2024 and the Board of Directors at their meeting held on 07.12.2024, recommended the appointment of Mr. Rakesh Tiwari (DIN-10805204) as an Independent Director of the Company.

Mr. Rakesh Tiwari(DIN-10805204) is not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act 2013 and have given his consent to act as an Independent Directors and being eligible offers himself to be appointed as Independent Director of the Company.

The Company has also received a declarations from Mr. Rakesh Tiwari (DIN-10805204) that he meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the Act and other applicable regulations of SEBI (LODR) Regulations, 2015. Brief resumes of Mr. Rakesh Tiwari (DIN-10805204), 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. Rakesh Tiwari (DIN-10805204) fulfils 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. Rakesh Tiwari as Independent Director for the approval of the Members of the Company.

None of the other Directors except Mr. Rakesh Tiwari and the Key Managerial Personnel and their relatives are concerned or interested, in the resolution set out at Item No. 1 of the notice.

The Board recommends the Special Resolution as set out in Notice in Item no. 1 for approval of the Members.

Item No. 2

To adopt New Article of Association in place of the existing Article of Association and authorize Company Secretary or directors for signing of notice.

The existing Articles of Association (AOA) of the Company were based on the provisions of the Companies Act, 1956 (the "erstwhile Act") and several regulations in the existing AOA contained reference to specific sections of the erstwhile Act and some regulations in the existing AOA are no longer in conformity with the Companies Act, 2013 (the "new Act").

In order to bring the existing AOA of the Company in line with the provisions of the new Act, the Company-thought it fit to adopt a comprehensive new set of Articles of Association of the Company (new Articles) in substitution of and to the exclusion of the existing AOA.



None of the other Directors and the Key Managerial Personnel and their relatives are concerned or interested, in the resolution set out at Item No. 2 of the notice.

The Board recommends the Special Resolution as set out in Notice in Item no. 2 for approval of the Members.

For ATV Projects India Limited

sd/-

Pooja Bagwe

Company Secretary

M. No.: A 33353

Date: 7thDecember 2024

Place: Mumbai

Registered Office:

ATV Projects India Limited

1201, 12th Floor, Windfall Building, Sahar Plaza Complex

Andheri Kurla Road, Andheri (E), Mumbai-400059.

Annexure 1-to the Notice of Postal Ballot dated December 07, 2024

Details of Directors seeking appointment pursuant to Regulation 36(3) of the SEBI Listing Regulations and Secretarial Standard on General Meetings (SS-2) issued by the Institute of Company Secretaries of India

Name	Mr. Rakesh Tiwari (DIN:10805204)
Date of first appointment on board	Appointed as an additional director in the capacity of an Independent Director with effect from 26th October, 2024
Brief resume qualification and experience	Law graduate & Advocate of Allahabad High Court.
Chairman/ member of Audit Committee	N.A.
Chairman/ Member of Stakeholder Relationship committee	N.A.
Chairman/ Member of Stakeholder Relationship committee	N.A.
Chairman/ member of nomination and remuneration committee	N.A.
Number of shares held in the Company (including shareholding as a beneficial owner)	N.A.
Disclosure of relationship inter-se with Directors and Key Managerial Personnel of the Company	N.A.
Experience	33 years' of experience as a Practicing advocate
Remuneration Proposed	N.A.
Shareholding in the Company including shareholding as a beneficial owner as on date	N.A.
Relationship with other Directors / Key Managerial Personnel	N.A.
Entities from which the Director has resigned in the past three years	N.A.

For ATV Projects India Limited

sd/-

Pooja Bagwe
Company Secretary
M. No.: A 33353

Date: 7th December, 2024

Place: Mumbai

Registered Office:

ATV Projects India Limited
1201, 12th Floor, Windfall Building, Sahar Plaza Complex
Andheri Kurla Road, Andheri (E), Mumbai-400059.