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Secretarial compliance report of ATV PROJECTS INDIA LIMITED for the year ended 31st March, 2021.

I, Neeta Desai, Practising Company Secretary, have examined electronically (Physical examination not possible due to the outbreak of COVID -19 Pandemic and resultant lockdown):

- (a) all the documents and records made available to us electronically and explanation provided by **ATV PROJECTS INDIA LIMITED** (“the listed entity”),
- (b) the filings/ submissions made by the listed entity to the stock exchanges,
- (c) website of the listed entity,
- (d) any other document/ filing, as may be relevant, which has been relied upon to make this certification,

for the year ended 31st March, 2021 (“Review Period”) in respect of compliance with the provisions of:

- (a) the Securities and Exchange Board of India Act, 1992 (“SEBI Act”) and the Regulations, circulars, guidelines issued thereunder; and
- (b) the Securities Contracts (Regulation) Act, 1956 (“SCRA”), rules made thereunder and the Regulations, circulars, guidelines issued thereunder by the Securities and Exchange Board of India (“SEBI”);

The specific Regulations, whose provisions and the circulars/ guidelines issued thereunder, have been examined, include: -

- (a) Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015;
- (b) Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018;

(c) Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011;

(d) Securities and Exchange Board of India (Buyback of Securities) Regulations, 2018; *Not Applicable under period of review.*

(e) Securities and Exchange Board of India (Share Based Employee Benefits) Regulations, 2014; *Not Applicable under period of review.*

(f) Securities and Exchange Board of India (Issue and Listing of Debt Securities) Regulations, 2008; *Not Applicable under period of review.*

(g) Securities and Exchange Board of India (Issue and Listing of Non-Convertible and Redeemable Preference Shares) Regulations, 2013; *Not Applicable under period of review.*

(h) Securities and Exchange Board of India (Prohibition of Insider Trading) Regulations, 2015;

(i) Securities and Exchange Board of India (Registrars to an Issue and Share Transfer Agents) Regulations, 1993;

(j) SEBI (Depositories and Participant) Regulations, 2018;

and based on the above examination, we hereby report that, during the Review Period:

(a) The listed entity has complied with the provisions of the above Regulations and circulars/ guidelines issued thereunder, except in respect of matters specified below: -

Sr. No.	Compliance Requirement (Regulations/ circulars / guidelines including specific clause)	Deviations	Observations/ Remarks of the Practicing Company Secretary
1.	Regulation 17(1A) Non-compliance with the requirements pertaining to appointment or continuation of Non-executive director who has attained the age of seventy-five years	The Independent Director Mr. K. S. Nalwaya's appointment continued even after he has attained age of 75 Years without passing Special Resolution.	Mr. Nalwaya attained age of 75 years on 07.05.2020. Due to the Pandemic of COVID-19 and resultant lockdown the Bord Meeting was delayed and hence even the AGM was delayed.

2.	Regulation 27(2) Corporate Governance Report (Regulation 27(2) of SEBI (LODR) Regulations 2015) submitted for the Quarter ended June 2020. The Company has not passed resolution for continuation of his appointment as he has attained 75 years of age.	In the Corporate Governance report for the quarter ended June 2020 , no mention of resolution for continuation of his appointment as he has attained the age of 75 years.	Mr. K. S. Nalwaya has attained the age of 75 years on 07.05.2020. The Company could not conduct the Board Meeting in April as had decided due to the Pandemic of Covid-19 and resultant lockdown.
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The Company has submitted the reply to BSE and have requested to waive penalty. In last year Annual General Meeting held on 15.09.2020 they have passed special resolution for continuation of appointment of Mr. K. S. Nalwaya as an Independent Director. The request of the Company made to BSE is under consideration.

(b) The listed entity has maintained proper records under the provisions of the above Regulations and circulars/ guidelines issued thereunder in so far as it appears from our electronic examination of those records.

(c) The following are the details of actions taken against the listed entity/ its promoters/ directors/ material subsidiaries either by SEBI or by Stock Exchanges (*including under the Standard Operating Procedures issued by SEBI through various circulars*) under the aforesaid Acts/ Regulations and circulars/ guidelines issued thereunder:

Sr. No.	Action taken by	Details of violation	of	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practicing Company Secretary, if any.
None					

(d) The listed entity has taken the following actions to comply with the observations made in previous reports:

