

ND & ASSOCIATES

Practising Company Secretaries

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Secretarial compliance report of ATV PROJECTS INDIA LIMITED for the year ended 31st March, 2022.

I, Neeta Desai, Practising Company Secretary, have examined electronically:

- (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, 2022 ("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 Practising Company Secretary
	Not Applicable		

The Company received an e-mail from BSE on 02.08.2021 stating that there is a "Discrepancy: 1. Special Resolution not passed for Hem Prakash Sharma (Date of Birth is 27/10/1946). In this connection company submitted its reply saying "please note Mr. H.P. Sharma's date of Birth is 27.10.1946, so he will attain 75 years on 27.10.2021 and accordingly, we have Annual general meeting scheduled on 10.08.2021 where we have taken special resolution for Mr. H.P. Sharma for attaining 75 years for approval before the shareholders, So we are within the time limit for passing of special resolution for Mr. H.P. Sharma under the SEBI LODR Regulation."

There after there is no further correspondence as regards the said point.

(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	Details of action taken E.g. fines, warning letter, debarment, etc.	Observations/ remarks of the Practising Company Secretary, if any.
1.	<p>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.</p> <p>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.</p>	<p>The Independent Director Mr. K. S. Nalwaya's appointment continued even after he has attained age of 75 years without passing Special Resolution.</p> <p>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.</p>	<p>Fine imposed by BSE vide their e-mail dated 02.07.2021.</p>	<p>The Company had asked for the waiver on the above stated reason. The Company's request was not acceded to by BSE hence Company paid penalty of Rs. 1,27,440/- on 08.07.2021.</p>

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

Sr. No.	Observations of the Practising Company Secretary in the previous reports	Observations made in the secretarial compliance report for the year ended 31.03.2021	Actions taken by the listed entity, if any	Comments of the Practising Company Secretary on the actions taken by the listed entity
				Not Applicable

Place: Mumbai
Date: 24.05.2022
UDIN: F003262D000374512



For ND & Associates
(Peer Reviewed)

Neeta H. Desai

Neeta H. Desai
Practising Company Secretary
COP No. 4741