

**Annual  
Report  
2010-2011**



**ATV PROJECTS INDIA LIMITED**



## BOARD OF DIRECTORS

<b>Mr. M. V. Chaturvedi</b>	<i>Chairman</i>
<b>Mr. S. P. Banerjee</b>	<i>Director</i>
<b>Mr. K. S. Nalwaya</b>	<i>Director</i>
<b>Mr. S. K. Gupta</b>	<i>Director</i>
<b>Mr. H. C. Gupta</b>	<i>Whole Time Director &amp; Secretary</i>

### AUDITORS

**N. S. Bhatt & Co.**

Chartered Accountants,  
Mumbai.

### BANKERS

**Central Bank of India**  
**Bank of India**  
**State Bank of India**  
**State Bank of Travancore**  
**Punjab National Bank**

### R & T AGENT

Sharex Dynamic India Pvt. Ltd.  
w.e.f. 01.07.2003

Unit:- 1, Luthra Industrial Premises  
Andheri Kurla Road, Safed Pool  
Andheri (East), Mumbai - 400 072.  
Tel.: (022) 28515604, 28515644  
E-mail : sharexindia@vsnl.com

### REGISTERED OFFICE

D-8, MIDC, Street No.16, Marol,  
Andheri (East), Mumbai-400 093.  
Tel.: (022) 67418212, 66969449  
Fax : (022) 66960638  
E-mail : atvprojects@ymail.com

### WORKS

- I. Delhi - Agra Bypass Road,  
Post Krishnanagar,  
Mathura - 281 001.
- II. Nagothane, Dist. Raigad, Maharashtra.

### INVESTORS SERVICE DEPT.

D-8, MIDC, Street No.16, Marol,  
Andheri (East), Mumbai - 400 093.

Members are Requested to kindly bring their  
copies of the annual report to the meeting.



**NOTICE**

Notice is hereby given that the Twenty Fourth Annual General Meeting of the Members of ATV PROJECTS INDIA LIMITED will be held on Friday, the 16<sup>th</sup> September 2011 at Tej Pal Auditorium, August Kranti Marg, Gwaliatank, Mumbai-400007 at 11 am to transact the following business namely:-

**ORDINARY BUSINESS.**

1. To receive, consider and adopt the 24<sup>th</sup> Annual Report of the Directors, Balance sheet as on 31<sup>st</sup> March , 2011, the Profit and Loss Account for the financial year Ended 31<sup>st</sup> March, 2011 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. S. K. Gupta, who retires by rotation and being eligible, offers him-self for re-election.
3. To appoint a Director in place of Mr. K. S. Nalwaya, who retires by rotation and being eligible, offers himself for re-election.
4. To appoint Auditors to hold office from the conclusion of the Twenty Fourth Annual General Meeting and to fix their remuneration.

**SPECIAL BUSINESS**

5. To consider and if thought fit, to pass with or without modification, the following resolutions as Special Resolutions:

“RESOLVED THAT pursuant to provisions of Section 198, 269, 309, 310 and 314 and other applicable provisions if any, of the Companies Act 1956 and rules laws and /or guidelines for Managerial Remuneration issued by the Central Government from time to time, consent of the Company be and is hereby accorded to the appointment of Mr. H. C. Gupta as a Whole Time Director & Secretary and payment of remuneration of 5 lacs per annum and to hold and continuing to hold the office of place of profit in the Company for a period of three years w.e.f.16<sup>th</sup> June 2011.”

RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary the terms and conditions of the appointment including remuneration of Mr. H. C. Gupta in such manner as the Board of Directors may in exercise of its absolute discretion consider appropriate provided however that the terms of such appointment and/or remuneration are in conformity with the guidelines for Managerial Remuneration issued by the Central government and to the limits set in Schedule xiii to the Companies Act 1956 and/or any amendment thereto as may be from time to time.

RESOLVED FURTHER THAT in the event of loss or inadequacy of profit in any financial year during the tenure of office of Mr. H. C. Gupta, as Whole Time Director, the aforesaid remuneration, benefits and amenities shall be payable to Mr. H. C. Gupta as minimum remuneration.

RESOLVED THAT Board of Directors be and is hereby authorized to do all such acts deeds, matters and things as may be considered desirable or expedient to give effect to this resolution.

6. To consider and if thought fit, to pass with or without modification, the following resolutions as Special Resolutions

“RESOLVED THAT pursuant to provisions of Section 314(1B) of the Companies Act 1956, and other applicable provisions if any, the consent of the Company be and is hereby accorded to the appointment of Mr. Rajan Chaturvedi as a Vice-president at a total remuneration of Rs.186000 per month and subject to such terms and conditions as contained in the appointment letter.”

“RESOLVED FURTHER THAT the Board of Directors be and is hereby authorized to vary the terms and conditions of the appointment including the remuneration of Mr. Rajan Chaturvedi, in such manner as the Board of Directors may in exercise of its absolute discretion consider appropriate.

BY ORDER OF THE BOARD OF DIRECTORS

**H. C. GUPTA**

Whole Time Director & Secretary

Place : Mumbai  
Dated : 16th July, 2011

Registered Office:  
D-8, MIDC. Street No. 16,  
Marol, Andheri (East)  
Mumbai 400 093.

**NOTES**

1. A statement of material facts in respect of the Special Business under item No.5 & 6 are annexed hereto.
2. A member entitled to attend and vote is entitled to appoint a proxy to attend and vote on pool instead of him/her and the proxy so appointed need not be member of the Company. Proxy in order to be effective must be received at the registered office of the Company not less than 48 hours before the meeting.
3. All documents referred to in the above notice and the accompanying statements are open for inspection at the registered office of the Company on all working days (except Saturdays & Holidays) between 10.30 a.m. and 12.30 p.m.
4. The Register of Members and the Share Transfer Books of the Company will remain closed from 8<sup>th</sup> September 2011 to 16<sup>th</sup> September 2011 both days inclusive.
5. Members are requested to intimate their queries / requirements for clarification on the Annual Report so as to reach the Company on or before 6<sup>th</sup> September 2011 which will enable the Company to furnish the replies at the Annual General Meeting.
6. Members are requested to bring their copies of the Annual Report along with them at the Meeting, as copies of the Annual Report will not be distributed at the Meeting.
7. Members are requested to produce the Attendance slip at the entrance of the venue.

Disclosure pursuant to clause 49 of the Listing Agreement with regard to Directors, seeking appointment at the forthcoming Annual General Meeting.:



Name of the Director	Brief Resume & Nature of experience in functional Areas	Other Directorship/ Committee Membership
Mr. H.C. Gupta	Commence Graduate, Company Secretary. He is fellow member of Institute of Company Secretaries of India. He possesses over 32 years experience in various capacities including as Director.	He is neither a member nor Director or of any committee in any other Company

#### ANNEXURE TO NOTICE

#### Statement of material facts pursuant to section 173(2) of the Companies Act 1956 annexed to notice :

##### ITEM NO .5

By resolution passed on 28<sup>th</sup> April 2011, the Board has re-appointed Mr.H.C.Gupta as Director and re designated as Whole Time Director & Secretary of the Company subject to approval by members in General meeting. He is serving in the company for last three years as director & Secretary. The Board considers that in view of his experience and knowledge, appointment of Mr.H.C.Gupta is in the best interest of the Company.

In compliance with the provisions of Schedule xiii of the Companies Act 1956, the aforesaid appointment and remuneration payable to the Whole time Director is being placed before the members in the General Meeting for passing it as Special Resolution.

Save and except Mr. H. C. Gupta, no other Director of the Company in any way is concerned or interested in this business.

##### ITEM NO.6

By a resolution passed on 31<sup>st</sup> may 2011, the Board has appointed Mr.Rajan Chaturvedi, as vice president subject to approval by the members in General meeting. He is B.B.B.from U.K. The Board considers that in view of his knowledge and experience, the appointment of Mr.Rajan Chaturvedi as Vice president is in the best interest of the Company.

Since Mr. Rajan Chaturvedi is relative to Mr.Mahesh Chaturvedi, Chairman of the Company, his appointment requires approval of members in General Meeting as Special Resolution under Section 314(1B) of the Companies Act 1956.

Save and except Mr. Mahesh Chaturvedi, no other Director of the Company is in any way concerned or interested in this business.

BY ORDER OF THE BOARD OF DIRECTORS

**H. C. GUPTA**

Whole Time Director & Secretary

Place : Mumbai  
Dated : 16th July, 2011

Registered Office:  
D-8, MIDC. Street No. 16,  
Marol, Andheri (East)  
Mumbai 400 093.

#### DIRECTOR'S REPORT TO THE MEMBERS

Your Directors are pleased to present the Twenty Fourth Report together with the Audited Statement of Accounts for the year ended 31<sup>st</sup> March 2011.

	1. FINANCIAL RESULTS :	
	Year ended 31/03/2011	Year ended 31/03/2010
Income	2,598.28	2,931.16
Profit before Interest, Depreciation & Tax	358.84	627.66
Less : Interest	-----	-----
Less : Depreciation	(132.92)	(153.61)
Profit / (Loss) before Tax	225.92	474.05
Add : Loss carried From previous year	(41,495.20)	(41969.25)
Total Loss carried to Balance Sheet	<b>41,269.28</b>	<b>41,495.20</b>

#### 2. SHARE CAPITAL

The Authorized Share Capital of the company as on 31<sup>st</sup> March 2011 was Rs. 75 crores divided into 75000000 Equity Shares of Rs. 10/- each. The issued, subscribed and paid up capital as on same date was Rs. 52.56 crores divided into 5,25,55,700 Equity shares of Rs. 10/- each fully paid up. During the year under review the authorized, issued, subscribed & paid up capital remained unchanged.

#### 3. DIVIDEND

Your Directors place on record their deep sense of concern that due to huge carry forward losses, your Directors are unable to declare any dividend to its shareholders and / or to make any appropriation for the same.

#### 4. OPERATIONS:

The Engineering Division at Mathura is partially in operation and executing the works with our own raw materials as well as on job work basis for Power Plant, Cement Plant and for other industrial units. We have carried out regular maintenance of all the plant and machinery to ensure the smooth operation.

With regards to TPE Plant of the company which remained closed through out the year, sufficient care has been taken to ensure further deterioration due to its non-use.

Members are aware that the OTS proposal of Rs. 82 crores has been accepted by the secured lenders and the same have also been confirmed by Hon'ble AAIFR vide its order dated 13<sup>th</sup> February, 2008. Therefore, in compliance to the OTS offer, our company has deposited up-front amount of Rs. 12.30 Crores (being 15% of the OTS) with IDBI (O.A.) which has already been disbursed to the consenting lenders approx 82%. The Draft Rehabilitation Scheme (DRS) filed as per the direction of Hon'ble AAIFR is pending before BIFR for speedy rehabilitation of the company. As per the direction of the Hon'ble Delhi High Court the AAIFR has now seized with both the appeals for fresh consideration. Meanwhile, few lenders have withdrawn its sanction to OTS proposal and some of them issued notice u/s 13 (2) of the SRFA&ESIA



act. Your company has challenged the same before AAIFR and AAIFR vide its order dated 30<sup>th</sup> June 2011 have directed the company to deposit the balance OTS amount within two months with IDBI Hence AAIFR has now again restored the OTS proposal as directed earlier.

#### 5. MANAGEMENT:

Nomination of Mrs. Manju Jain as Nominee Director was withdrawn by IFCI w.e.f 29<sup>th</sup> October, 2010, hence she ceased to be Nominee Director of the Company.

Mr. H. C. Gupta was re-appointed as Director & Secretary of the Company and designated as Whole Time Director & Secretary with effect from 16th June, 2011, subject to approval of members. The resolution pertaining to re-appointment of Mr. H. C. Gupta as Whole Time Director & Secretary and remuneration payable to him is set out in item No. 5 of the notice and the relevant explanatory statement.

#### 6. DIRECTORS:

6.1.1 Mr. S. K. Gupta will retire by rotation at the forth coming Annual General Meeting of the Company and being eligible, offers himself for reappointment.

6.1.2 Mr. K. S. Nalwaya will retire by rotation at the forthcoming Annual General Meeting of the Company and being eligible, offers himself for reappointment.

6.1.3 None of the Directors of the company are disqualified for being appointed as Directors as specified under section 274(1) (g) of the Companies Act, 1956.

#### 7. DIRECTOR'S RESPONSIBILITY STATEMENT

In compliance to the Provisions of Section 217 (2AA) of the Companies Act, 1956, your Directors wish to place on record.

- i) That in preparing the Annual Accounts, all applicable accounting standards has been followed.
- ii) That the accounting policies adopted are consistently followed and the judgments and estimates made are reasonable and prudent so as to give a true and fair view of state of affairs of the Company at the end of the Financial Year and of the Profit and Loss Account of the Company for the Financial Year, under review.
- iii) That the Directors have taken proper and sufficient care for the maintenance of adequate accounting records in accordance with the provisions of the Act for safeguarding the assets of the Company and for preventing / detecting fraud and other irregularities.
- iv) That the Annual Accounts have been prepared on a going concern basis.

#### 8. CORPORATE GOVERNANCE

Your company adheres to all the requirements of the Corporate Governance both in letter and spirit. Your company is complying with the conditions as prescribed under clause 49 of the Listing Agreement. Code of Conduct as applicable to the directors and the senior management personnel has also been put in place. Your company continues to maintain an internal control system headed by an Internal Audit Team and which the Audit Committee continuously reviews.

A separate Report on Corporate Governance is attached as a part of the Annual Report.

#### 9. EMPLOYEE RELATIONS

Your Directors wish to place sincere thank to all the employees and officers for their cordial relations and valuable services, which continued to be rendered by them to the Company.

#### 10. TECHNOLOGIES, RESEARCH & DEVELOPMENT, ETC.

As the TPE plant at Nagothane has been closed for last twelve years, therefore, details about power, fuel expenses etc. in respect of the plant have not been given. The Company continues to economies in every sphere including that of power and fuel by avoiding all wasteful expenditure and cutting costs.

No R & D is being carried on at present and the imported technology has been fully absorbed. When Company will put up final pilot plant, the same will reduce batch timing and cost of production.

The details about foreign exchange earning and outgo are given in the Notes to Accounts.

#### 11. DEMATERIALISATION OF SHARES

The Company has entered into agreements with both National Securities Depository Limited (NSDL) and Central Depository Services Limited (CDSL) whereby the shareholders have an option to dematerialize their shares with either of the Depository. As on 31<sup>st</sup> March 2010 total 32.62 % of the equity shares of the company has been dematerialized.

#### 12. LISTING OF SHARES AT BSE

In response to representation of the company for revocation of suspension of listing of its Equity shares before Bombay Stock Exchange (BSE), the shares of the company have been re-listed at Bombay Stock Exchange (BSE) since 7<sup>th</sup> June 2010.

#### 13. PARTICULARS OF EMPLOYEES

There is no employee coming within the purview of Section 217 (2A) of the Companies Act, 1956, read with Companies (Particulars of Employees) Rules, 1975.

#### 14. AUDITORS

M/s. N. S. Bhatt & Co., Chartered Accountants, Auditors of the Company will retire at the forthcoming Annual General Meeting of the Company and being eligible, offer themselves for re-appointment.

The comments by the Auditors in their Report are self-explanatory and, in the opinion of the Board, do not require any further clarifications.

#### 15. ACKNOWLEDGMENT

Your Directors gratefully acknowledge the continuing faith and support extended by the Shareholders, Creditors, Staff and others who have supported the Company and hope to receive their continued support.

**For and on behalf of the Board of Directors**

Place : Mumbai  
Dated: 16<sup>th</sup> July, 2011

**M. V. CHATURVEDI**  
Chairman

## REPORT ON THE CORPORATE GOVERNANCE

### 1. Company's philosophy on code of Corporate Governance

Your Company is committed to good Corporate Governance. The Company fully understands the rights of its shareholders to information on the performance of the company and considers itself a trustee of its shareholders. Corporate Governance strengthens investor's trust and ensures a long-term partnership that helps in fulfilling our quest for achieving significant growth and profits.

### 2. Board of Directors:

#### 2.1 Composition of Board

The Board of Directors of the company consists of an optimum combination of Executive and Non-Executive Directors with more than 50% of the Board of Directors being Non-Executive Directors. The Non-Executive Directors are drawn from amongst persons with experience in business, finance, Law and corporate management. The Chairman of the Board is also a Non-Executive Director. The total strength of the Board of Directors at present is 5. The brief profile of the Board of Directors is as under:

Directors	Category	No. of other Directorship	Committee membership in other companies
Mr. M. V. Chaturvedi	Non-Executive Director	2	NIL
Mr. S. P. Banerjee	Non-Executive Independent Director	2	NIL
Mr. K. S. Nalwaya	Non-Executive Independent Director	1	NIL
Mr. S. K. Gupta	Non-Executive Independent Director	1	NIL
Mr. H. C. Gupta	Whole Time Director & Secretary	NIL	NIL

#### 2.2 Meetings and Attendance

The Company's Corporate Governance policy requires the Board to meet at least four times in a year. Therefore during this financial year four meetings of the Board were held on 29<sup>th</sup> April 2010, 28<sup>th</sup> July 2010, 30<sup>th</sup> October 2010 & 12<sup>th</sup> February 2011.

Attendance at the Board Meetings and general Meeting of each Director is as under:

Name of Directors	No. of Board Meetings Attended	Attendance at the last AGM
Mr. M V Chaturvedi	4	Present
Mr. S.P. Banerjee	4	Present
Mrs. Manju Jain	1	Absent
Nominee Director (upto 29th October 2010)		
Mr. S. K. Gupta	4	Present
Mr. K. S. Nalwaya	2	Present
Mr. H. C. Gupta	4	Present

#### Information placed before the Board of Directors and Executive Committee.

Interalia the following information's are regularly placed before the Board of Directors:

- Quarterly results of the Company.
- Information on recruitment and remuneration of senior officials just below the Board level.
- Material Communication from Government / Boards.
- Labour Relations
- Material Transactions, which are not in the ordinary course of business

- Disclosures by the management of material transactions, if any, with potential for conflict of interest.

#### Membership of Board Committees

None of the Directors holds membership of more than 10 committees of the Board.

### 3. Committee of Directors:

#### A) Audit Committee

The Audit Committee provides direction to the audit and risk management function in the Company and monitors the quality of internal audit and management audit. The responsibilities of the Audit Committee include overseeing the financial reporting process to ensure proper disclosure of financial statements, recommending appointment / removal of external auditors and fixing their remuneration, reviewing the annual financial statements before submission to the Board, reviewing adequacy of internal control system, structure and staffing of the internal audit function, reviewing findings of internal investigations and discussing the scope of audit with external auditors. Four Audit Committee meetings were held during the year 2010-2011 on 29<sup>th</sup> April 2010, 28<sup>th</sup> July 2010, 30<sup>th</sup> October 2010 & 12<sup>th</sup> February 2011.

The terms and composition of the Audit Committee conform to the requirement of Section 292 A of the Companies Act, 1956.

#### Composition:-

The composition of audit committee is as follows

Name of Director	Designation	Committee Membership	No. of meeting attended
Mr. S.P. Banerjee	Director	Chairman	4
Mr. M V Chaturvedi	Director	Member	4
Mr. K. S. Nalwaya	Director	Member	2

#### B) Shareholders' Grievances and Share Transfer Committee

A Shareholders/Investors grievance committee has been constituted by the Board to monitor the redressal of the Shareholders/Investors grievances. The committee considers the status of the entire process of transfer, transmission and dematerialization of shares. It also examines the pending Investors complaints and directs the compliance officer to take effective steps to resolve the entire complaints.

There were four meetings of the Shareholders grievance committee during the financial year 2010-2011 held on 29<sup>th</sup> April 2010, 28<sup>th</sup> July 2010, 30<sup>th</sup> October 2010 & 12<sup>th</sup> February 2011.

#### Composition :-

The composition of shareholders / Investors grievances committee as follows :-

Name of Director	Designation	Committee Membership	No. of meeting attended
Mr. M V Chaturvedi	Director	Chairman	4
Mr. S.P. Banerjee	Director	Member	4
Mr. S.K. Gupta	Director	Member	4

#### C) Remuneration Committee

The Committee is entrusted with role and responsibilities of approving compensation package of Managing Director/Whole Time Director, reviewing and approving the performance based incentives to be paid to the Managing Director / whole Time Director and reviewing and approving compensation package and incentive scheme of senior managerial personnel.



#### Composition

The Composition of the Remuneration Committee is as follows:

Name of the Director	Designation	Committee Membership
1. Mr. S.P.Banerjee	Director	Chairman
2. Mr. K.S.Nalwaya	Director	Member
3. Mr. S.K.Gupta	Director	Member

#### 4. Director's Interest in the Company:

Details of Remuneration to all Directors for the period 2010-2011 are as follows:

Directors	Sitting Fees	Salary & Perks	Total
Mr. M V Chaturvedi	2,000	----	2,000
Mr. S.P. Banerjee	2,000	----	2,000
Mrs. Manju Jain (Nominee, IFCI)	500	----	500
Mr. S. K. Gupta	2,000	----	2,000
Mr. K. S. Nalwaya	1,000	----	1,000
Mr. H.C. Gupta	----	5,00,000	5,00,000
<b>Total</b>	<b>7,500</b>	<b>5,00,000</b>	<b>5,07,500</b>

#### 5. Details of previous Three Annual General Meetings

Year	Location	Date	Time
2007-08	Tejpal Auditorium, August Kranti Marg, Gowalia Tank, Mumbai- 400007	16/12/2008	11.00 a.m.
2008-09	Tejpal Auditorium, August Kranti Marg, Gowalia Tank, Mumbai- 400007	25/09/2009	11.00 a.m.
2009-10	Yashwant Rao Chavan Prishthan General Jagannath Bhosle Marg, Mumbai - 400 021.	28/07/2010	11.00 a.m.

#### 6. MANAGEMENT DISCUSSION AND ANALYSIS REPORT:

The cost effective measures taken by the Company have resulted in improved performance and quality of equipment supplied. Because of the improved performance the installed capacity has been better utilized and the management is confident of having improved margins from the orders on hand.

While the macroeconomic and industry outlook are stable and positive, the factors such as spiraling steel and energy prices, higher inflationary pressures, etc. could affect the business environment.

The Company is fully committed to ensuring an effective internal control system and it periodically checks the adequacy and effectiveness of the internal control systems.

Your Company is a manufacturing company and the risk of the Company consists principally of fluctuating steel price, power charges and trade recoverable. The periodical monitoring and evaluation has been implemented to minimize the above inherent risks.

#### 7. Disclosures:

(a) Disclosures on materially significant related party transactions:

The transactions with related parties are undertaken in the normal course of Business and were at terms and conditions, which were not prejudicial to the interest of the Company.

(b) Details of non-compliance by the Company, penalties, strictures imposed on the Company by the Stock Exchange, SEBI or any Statutory Authorities or any matter related to Capital Markets:

The Company is complying with all the requirements of the Listing Agreements with the Stock Exchange as well as regulations and guidelines of SEBI or any statutory authority on matters relating to capital markets in order to resume trading of its shares.

#### 8. Code of Conduct for Directors and Senior Management Personnel

The Board had approved and adopted a Code of Business Conduct and Ethics as applicable to the Board of Directors and senior Management Personnel. These conducts are critical to business and helps in maintaining Standards of the Business conduct of the company. The executives of the company are expected to uphold these conducts in their day-to-day activities and comply with all applicable Laws, rules and regulations.

The following Code of Conducts have been adopted by the Board:

##### I. Conflict of interest

Directors and Senior Management personnel must avoid any conflicts of interest between themselves and the Company.

##### II. Corporate opportunities

Directors / Senior Management are prohibited from taking the company opportunities for themselves.

##### III. Bribery and corruption

No Director or employee of the Company will utilize bribery or corruption in conducting the Company's business.

##### IV. Insider trading

All Directors and Senior Management shall comply with the Insider Trading Regulations as laid down by SEBI and the Company.

##### V. Use and protection of assets and information

The Directors and Senior Management entrusted with property belonging to the Company are responsible for the careful use, protection, expenditure and administration of such assets.

##### VI. Confidentiality

Directors must maintain the confidentiality of information entrusted to them by the Company and any other confidential information about the Company.

##### VII. Compliance with laws, rules, regulations and fair dealing

Directors / Senior Management must comply, and oversee compliance by employees, officers and other directors, with laws, rules and regulations applicable to the Company.

##### VIII. Encouraging the reporting of any illegal or unethical behavior

Directors/Senior Management should promote ethical behavior and take steps to encourage employees to talk to supervisors, managers and other appropriate personnel when in doubt about the best course of action in a particular situation.

##### IX. Compliance standards

Directors should communicate any suspected violations of this Code promptly to the Chairman of the Audit Committee.

##### X. Waiver of code of business conduct and ethics

Any waiver of this Code may be made only by the Board of Directors and must be promptly disclosed to the Company's shareholders.

#### 9. Means of Communication

Quarterly Results : Whether Published	Yes
Whether it also displays officials news	No
Releases and presentations made to Institutional investors/analysts	
Whether shareholders information	
Section forms part of the Annual Report	Yes

#### 10. General Shareholder Information:

1. Financial Calender (tentative)
 

Financial reporting for the Quarter ending 30.06.2011	End of July 2011.
Financial reporting for the Quarter ending 30.09.2011.	End of October 2011.
Financial reporting for the Quarter ending 31.12.2011.	End of January, 2011.
Financial reporting for the Quarter ending 31.03.2012	End of April, 2012
2. Annual General Meeting (Date, Time, Place)
 

16th September, 2011  
11 a.m.  
Tej Pal Auditorium,  
August Kranti Marg,  
Gwaliatank,  
Mumbai - 400 007
3. Listing of Equity Shares
 

Bombay Stock Exchange  
Delhi Stock Exchange  
Ahmedabad Stock Exchange
4. Registrar and Share Transfer Agents : (Share transfer and Communication regarding share)
 

Sharex Dynamics India Pvt. Ltd.  
(w.e.f. July 2003) as Register & Transfer Agents.

Address

Unit-1, Luthra Industrial Premises, Andheri Kurla Road, Safed Pool, Andheri (East), Mumbai - 400 072.  
Phone No.: 28515606 / 28515644  
Email : sharexindia@vsnl.com
5. Stock Code:
 

The Stock Exchange, Mumbai	BSE Code 500028
The Delhi Stock Exchange	DSE Code 005795
The Ahmedabad Stock Exchange	ASE Code 06330
6. Book Closure Date:
 

8th Sept. 2011 To	
16th Sept. 2011.	
7. ISIN No. for the Company's Equity Shares in Demat Form
 

INE447A01015
8. Depositories Connectivity :
 

NSDL and CDSL
9. Complaints received during the year:
 

Received	Cleared	Pending
89	84	05

(a) Complaints received from Shareholders
10. Market Price Data (High / Low during each month in the last Financial Year)
 

	High	Low
Month		
June, 10	49.95	7.00
July, 10	10.80	7.60
August, 10	9.40	7.00
September, 10	8.38	6.91
October, 10	8.12	6.51
November, 10	7.90	5.83
December, 10	6.48	4.79
January, 10	5.37	4.27
February, 10	4.68	3.50
March, 10	4.16	3.30

#### 11. Share Transfer System:

Trading in Equity Shares of the Company is permitted only in dematerialized form. Share transfers in physical form are registered and returned within 30 days from the date of receipt of documents in order in all respects, except in certain cases due to some technical reasons.

#### 12. Distribution of Shareholdings as on 31<sup>st</sup> March 2011 :

No. of Shares	No. of Shareholders	% of Shareholders	No. of Shares held	% of Total
Up to 5000	134925	95.90	175998060	33.13
5001 to 10000	3462	2.46	27752770	5.22
10001 to 20000	1245	0.88	19091250	3.59
20001 to 30000	368	0.26	9541900	1.80
30001 to 40000	163	0.12	5881390	1.11
40001 to 50000	151	0.11	7176170	1.35
50001 to 100000	180	0.13	12729230	2.40
100001 to above	193	0.14	273003480	51.40
<b>TOTAL</b>	<b>140,687</b>	<b>100.00</b>	<b>531174250</b>	<b>100.00</b>

#### 13. Category of Shareholder's as on 31<sup>st</sup> March 2011

Category	No. of Shares Held	Voting Strength %
Promoter's, Relatives & Associate Companies	14168048	26.673
Mutual Funds & UTI	229877	0.433
Banks & FII's	5295712	9.970
Central / State Government	2301250	4.332
Venture Capital Fund	126	0.001
Insurance Companies	9732	0.018
Foreign Inst. Investment	492492	0.927
Bodies Corporate	3532781	6.651
Individual Holdings		
(i) upto 1 lacs	24418708	45.971
(ii) above 1 lacs	1785753	3.362
Any other	9516	0.018
NRI	873430	1.644
<b>TOTAL</b>	<b>53117425</b>	<b>100.00</b>

#### 14. Plant and Works Locations:

Location	Address
Mathura	: Delhi-Agra Bypass Road, Post- Krishnanagar Mathura, U.P.- 281001
Nagothane	: Nagothane, Dist- Raigad, Maharashtra.

#### 15. Addresses for Correspondence

Shareholders correspondence should be addressed to Share Department  
ATV Projects India Ltd.  
D-8, MIDC, Street No. 16, Marol, Andheri (E), Mumbai 400 093.

#### 16. Compliance Officer

**H. C. Gupta**  
Tel: (022) 67418212 Fax: (022) 66960638  
E-mail : atvprojects@ymail.com

For and on behalf of the Board of Directors

**M. V. Chaturvedi**  
Chairman

Mumbai: 16th July, 2011



## **AUDITORS' CERTIFICATE ON CORPORATE GOVERNANCE**

To  
The Members of  
ATV Projects India Ltd.

We have examined the compliance of conditions of corporate governance by ATV PROJECTS INDIA LTD. for the period ended on 31<sup>st</sup> March, 2011 as stipulated in clause 49 of the Listing Agreement of the said Company with Stock exchange.

The Compliance of conditions of corporate governance is the responsibility of the management. Our examination was limited to procedures and implementation thereof, adopted by the Company for ensuring the compliance of the conditions of the Corporate Governance. It is neither an audit nor an expression of opinion on the financial statements of the Company.

In our opinion and the best of our information and according to the explanations given to us, subject to comments stated in Company's report on corporate governance in item no 7 (b) as to compliance of requirements of listing agreements and no.11 as to share transfer system, we certify that the Company has complied with the conditions of corporate governance as stipulated in the above mentioned listing agreement.

We state that no investor grievances are pending for a period of one month against the Company as per the records by the Shareholders/Investors Grievances Committee.

We further state that such compliance is neither an assurance as to the future viability of the Company nor the efficiency or effectiveness with which the management has conducted the affairs of the Company.

Thanking you,

Yours faithfully

**For N.S.BHATT & CO.**  
**Chartered Accountants,**

**(N.S.BHATT)**  
**Proprietor**

**Place: Mumbai**  
**Dated: 16th July, 2011**

## **CEO CERTIFICATION**

H.C. Gupta, Whole Time Director and Secretary of the Company hereby certify that:

We have reviewed the financial statements and the cash flow statement for the period ended 31<sup>st</sup> March, 2011 and we hereby certify to the best of our knowledge and belief.

1. These statements do not contain any materially untrue or omit any material fact or contain statements that might be misleading.
2. These statements together present a true and fair view of the Company's affairs and are in compliance with accounting standards, applicable laws and regulations.
3. There are, to the best of our knowledge and belief, no transactions entered into by the Company during the period ended 31<sup>st</sup> March 2011, which are fraudulent, illegal or violate the Company's code of conduct.
4. We accept responsibility for establishing and maintaining internal controls and that we have evaluated the effectiveness of the internal control systems of the Company and we have disclosed to the auditors and the Audit Committee those deficiencies, of which we are aware, in the design or operation of the internal control systems and that we have taken the required steps to rectify these deficiencies.

We further certify that –

- (a) There have been no significant changes in internal control during the period.
- (b) There have been no significant changes in accounting policies during the period.
- (c) There have been no instances of significant fraud of which we have become aware and the involvement therein, of management or an employee having a significant role in the Company's control system.

**For ATV Projects India Ltd.**

**H.C.Gupta**  
Whole Time Director & Secretary

Date: 16 July, 2011

## **DECLARATION**

As provided under Clause 49 of the Listing Agreement with the Stock Exchanges, the Board Members and Senior Management Personnel have confirmed the compliance with the code of conduct and ethics for the period ended 31<sup>st</sup> March, 2011.

**For ATV Projects India Ltd.**

**H.C.Gupta**  
Whole Time Director & Secretary

Place : Mumbai  
Dated : 16th July, 2011



## AUDIT REPORT

TO THE MEMBERS OF ATV PROJECTS INDIA LIMITED

We have audited the attached Balance Sheet of ATV PROJECTS INDIA LIMITED Mumbai as at 31<sup>st</sup> March, 2011 and annexed Profit & Loss Account and cash flow statement of the Company for the year ended on that date. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

1. We conducted our audit in accordance with auditing standards generally accepted in India. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.
2. As required by the Companies (Auditor's Report) Order, 2003 issued by the Central Government of India in terms of section 227(4-A) of the Companies Act, 1956, we annex hereto a statement on the matters specified in paragraph 4 and 5 of the said order.
3. Further to our comments stated in paragraph 2 above, we report that: -
  - a. We have obtained all the information and explanations which to the best of our knowledge and belief were necessary for the purpose of our audit.
  - b. In our opinion proper books of accounts as required by law have been kept by the Company so far as appears from our examination of such books.
  - c. The Balance Sheet, Profit & Loss Account and Cash Flow Statement dealt with by this report are in agreement with the books of accounts.
  - d. In our opinion the Balance Sheet, Profit & Loss Accounts and Cash Flow Statement dealt with by this report subject to Para 'F' herein below complies with the mandatory Accounting standards referred in Section 211(3C) of the Companies Act, 1956.
  - e. On the basis of the written representation received from the Directors and taken on record by the Board of Directors, we report that none of the Director is disqualified as on 31<sup>st</sup> March, 2011 from being appointed as a Director in terms of clause (g) of sub-section (1) of section 274 of the Companies Act, 1956.
  - f. In our opinion and to the best of our information and according to the explanations given to us, and subject to Note No. B - 4 with regards to non provision of doubtful debts amounting to Rs. 1798.78 lacs, Note No. B - 8 regarding Non provision of depreciation of Rs.584.86 lacs, Note No. B - 10 regarding non-provision of interest of Rs. 69189.92 lacs and Note No. B - 18 regarding the amount due towards ssi units, the accounts, read with other notes given in schedule 'M' gives the information required by the Companies Act, 1956, in the manner so required and give a true & fair view in conformity with the accounting principles generally accepted in India:
    - (i) In the case of Balance Sheet, of the state of affairs of the Company as at 31<sup>st</sup> March, 2011 and
    - (ii) In the case of the Profit & Loss Account, of the Profit for the year ended on that date.
    - (iii) In the case of the cash flow statement of the cash flows for the year ended on that date.

FOR N. S. BHATT & CO.,  
Chartered Accountants

N.S.BHATT  
(Proprietor)  
M.No. 10149  
F.No. 101342W

Place: Mumbai  
Dated: 16<sup>th</sup> July, 2011.

Annexure to the Auditor Report (Referred to in paragraph (2) of our report of even date)

- I.
  - a) The Company has maintained the fixed assets records including quantitative details and situation of fixed assets and is in the process of updating the same.
  - b) As explained to us, the fixed assets have been physically verified by the management at reasonable interval in a phased manner during the year and no material discrepancy has been noticed on such verification and has been properly dealt with in the Books of Accounts.
  - c) As per the information and explanation given to us, no fixed assets have been disposed off by the Company during the period.
- II.
  - a) The Stock of finished goods, stores, spare parts and raw material have been physically verified by the management at reasonable intervals during the year, having regards to the nature of business and particular circumstances.
  - b) The procedure of physical verification of stock followed by the management as explained to us, in our opinion, reasonable and adequate in relation to the size of the Company and the matter of its business.
  - c) As per the information and explanation given to us and according to the records produced to us, no material discrepancies noticed on such physical verification as compared to book records, have been properly dealt with in the books of account.
- III. As per the information and explanation given to us, the Company has neither granted nor taken any loans, secured or unsecured, to any Companies, firms or other parties covered in the register maintained under section 301 of the Companies Act, 1956.
- IV. According to the information and explanation given to us, in our opinion there are adequate internal control procedures commensurate with the size of the Company

and nature of its business, for the purchase of inventory and fixed assets and for sale of goods. During The course of our audit no major weaknesses has been noticed in the internal control system of the Company.

- V.
  - a) According to the information and explanations given to us, we are of the opinion that the transactions that need to be entered into the register maintained under section 301 of the Companies Act, 1956 have been so entered.
  - b) In our opinion and according to the information and explanations given to us, the transaction made in pursuance of contracts or arrangements entered in the register maintained under section 301 of the Companies Act, 1956 and exceeding the value of rupees five lacs in respect of any party during the year have been made at prices which are reasonable having regard to prevailing market prices of the relevant time.
- VI. The Company has not accepted any deposits from public.
- VII. In our opinion, the Company has an internal audit system commensurate with the size and nature of its business.
- VIII. The Central Government has not prescribed the maintenance of cost records by the Company under section 209 (1) (d) of the Companies Act, 1956, therefore the provision of clause 4 (viii) of the Companies (Auditor's Report) Order, 2003 is not applicable to the Company.
- IX.
  - a) As per the information and explanation given by the management, and according to the records of the company with regard to undisputed statutory dues including Provident Fund, Investor Education and Protection Fund, Employees State Insurance, Income Tax, Sales Tax, Wealth Tax, Custom Duty and Other Statutory dues applicable to it, the company is generally regular in depositing with appropriate authorities. According to the information and explanation given to us, the Company is a sick industrial Company registered with BIFR and as such is in financial constraint during the period, the undisputed amounts payable in respect of such statutory dues, which have remained outstanding as at 31<sup>st</sup> March, 2011 for a period more than six months with regard to Sales Tax Rs.32.30 lacs for the year 1995-1996 to 2005-2006 and Provident Fund of Rs.55.34 lacs for the year 1995 - 1996 to 2003 - 2004, however, provident fund have since been paid.
  - b) According to the records of the Company, the dues of Sales Tax, Income Tax, Custom Duty, Wealth Tax, Excise Duty, which have not been deposited on account of disputes and from where the disputes is pending with regard to aggregate Sales Tax of Rs. 8.03 lacs for the year 1997 - 1998, which is disputed and the Company has filed an appeal before Appellate Authority.
- X. As per the information and explanation given to us, the Company is a sick Industrial Company registered with BIFR and the accumulated losses of the Company are more than 50% of its net worth. According to the records produced before us, the Company has not incurred any cash losses for the period ending 31<sup>st</sup> March, 2011 and in the immediately preceding year ending 31-03-2010.
- XI. The company has taken in earlier years secured / unsecured term loans and non - convertible debentures from Financial Institutions, Non Banking Finance Companies and banks amounting to Rs.14795.34 lacs and Interest thereon of Rs.6648.65 lacs, Working Capital Loans from Banks (including interest) Rs.25815.30 lacs, Inter Corporate Deposits Rs.354.01 lacs and Sales Tax deferment loan Rs.182.10 lacs. The Company is Sick Industrial Undertaking registered with BIFR. The said amount due for repayment is stated and explained in Note to Accounts at point No.B-2, and recovery/recall proceedings have been stayed on account of the company having been declared a sick industrial company registered with BIFR.
- XII. According to the information and explanation given to us, the Company has not granted any loans and advances on the basis of security by way of pledge of shares, debentures and other securities.
- XIII. The Company is not a chit fund, nidhi or mutual benefit fund / society. Therefore the provisions of clause 4 (xiii) of the Companies (Auditor Report) Order 2003 are not applicable to the Company.
- XIV. In our opinion, the Company is not dealing in or trading in shares, securities, debentures and other investments.
- XV. According to the information and explanation given to us, the company has not given any guarantee for loan taken by others from Banks and Financial Institutions.
- XVI. The Company has neither raised any term loan during the year nor any unrealized amount was left on the account as at the beginning of the year. Therefore, the provisions of clause 4 (xvi) of the Companies (Auditors Report) Order 2003 are not applicable to the Company.
- XVII. According to the information and explanations given to us and on an overall examination of the Balance Sheet of the Company, we report that the funds raised on short-term basis have not been used for long-term investment and vice - versa.
- XVIII. The Company has not made any preferential allotment of shares to parties and companies covered in the register maintained under section 301 during the year.
- XIX. No debentures have been issued by the Company during the year.
- XX. The Company has not raised money by public issues during the year.
- XXI. To the best of our knowledge and beliefs and according to the information and explanations given to us, no fraud on or by the Company was noticed or reported during the year.

FOR N. S. BHATT & CO.,  
Chartered Accountants

N. S. BHATT  
(Proprietor)  
M.No. 10149  
F.No. 101342W

Place: Mumbai  
Dated: 16th July, 2011.



**BALANCE SHEET AS AT 31ST MARCH 2011**

(Rs. in Lacs)			
SCHEDULE	As At 31.03.2011	As At 31.03.2010	
<b>SOURCES OF FUNDS</b>			
<b>Shareholders' Funds</b>			
Share Capital	A	5,255.57	5,255.57
Reserves & Surplus	B	11,824.26	11,499.26
<b>Loans Funds</b>			
Secured Loans	C	47,030.40	47,540.40
Unsecured Loans	D	765.00	1,269.25
<b>TOTAL</b>		<u>64,875.23</u>	<u>65,564.48</u>
<b>APPLICATION OF FUNDS</b>			
<b>Fixed Assets</b>			
Gross Block	E	39,732.10	39,707.24
Less : Depreciation		<u>16,986.26</u>	<u>16,853.34</u>
Net Block		<u>22,745.84</u>	<u>22,853.90</u>
<b>Current Assets, Loans &amp; Advances :</b>			
<b>Current Assets</b>			
Inventories	F	323.30	418.50
Debtors		2598.21	3,014.66
Cash & Bank Balances		<u>159.61</u>	<u>167.64</u>
		<u>3,081.12</u>	<u>3,600.80</u>
Loans & Advances	G	1,003.51	723.55
		<u>4,084.63</u>	<u>4,324.35</u>
Less : Current Liabilities & Provisions	H	<u>3,224.52</u>	<u>3,108.97</u>
Net Current Assets		<u>860.11</u>	<u>1,215.38</u>
<b>Profit &amp; Loss Account</b>		<u>41,269.28</u>	<u>41,495.20</u>
<b>TOTAL</b>		<u>64,875.23</u>	<u>65,564.48</u>
<b>NOTES TO ACCOUNTS</b>			
M			

In terms of our report of even date

For **N.S. BHATT & CO.**  
Chartered Accountants

**N.S. BHATT**  
(Proprietor)  
M.No. 10149  
F.No. 101342w  
Place : Mumbai  
Dated : 16th July, 2011.

For and on behalf of the Board of Directors

**M. V. CHATURVEDI**  
Chairman

**S. P. BANERJEE**  
Director

**H. C. GUPTA**  
Whole Time Director & Company Secretary



**PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED 31ST MARCH 2011**

(Rs. in Lacs)

	SCHEDULE	Year Ended 31/03/2011	Year Ended 31/03/2010
<b>INCOME</b>			
Sales	I	2,304.26	2,574.49
Less : Excise Duty Paid		(83.61)	(124.96)
		2,220.65	2,449.53
Other Income	J	377.63	481.63
<b>TOTAL</b>		<b>2,598.28</b>	<b>2,931.16</b>
<b>EXPENDITURE</b>			
Materials	K	1,499.27	1,587.34
Manufacturing, Administration & Other Expenses	L	740.17	716.16
Depreciation		132.92	153.61
<b>TOTAL</b>		<b>2,372.36</b>	<b>2,457.11</b>
<b>Profit / (loss) Before Taxation</b>		<b>225.92</b>	<b>474.05</b>
Provision for Taxation		-----	-----
Profit for the year		225.92	474.05
Balance (loss) As Per Last Balance Sheet		(41,495.20)	(41,969.25)
Balance (loss) Carried To Balance Sheet		(41,269.28)	(41,495.20)
Basic And Diluted Earnings Per Share Rs.		0.43	0.89

**Notes To Accounts**

**M**

In terms of our report of even date

For **N.S. BHATT & CO.**  
Chartered Accountants

For and on behalf of the Board of Directors

**N.S. BHATT**  
(Proprietor)  
M.No. 10149  
F.No. 101342w  
Place : Mumbai  
Dated : 16th July, 2011.

**M. V. CHATURVEDI**  
Chairman

**S. P. BANERJEE**  
Director

**H. C. GUPTA**  
Whole Time Director & Company Secretary



**SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH 2011**

		(Rs. in Lacs)		(Rs. in Lacs)	
		As At 31.03.2011	As At 31.03.2010	As At 31.03.2011	As At 31.03.2010
<b>SCHEDULE A :- SHARE CAPITAL</b>			<b>SCHEDULE C :- SECURED LOANS</b>		
<b>Authorised</b>			Non - Convertible Secured Debentures		
7,50,00,000 Equity Shares of			5,899.33		
Rs. 10/- each			7,500.00	7,500.00	5,899.33
<b>Issued, Subscribed</b>			Loans from Financial Institutions / Banks		
5,31,17,425 Equity Shares of			9,087.87		
Rs. 10/- each			5,311.74	5,311.74	9,087.87
Less : Call - in - Arrears			Loans from Non - Banking Financial		
56.17			Companies		
56.17			735.76		
<b>TOTAL</b>			Working Capital Finance from Banks		
<b>5,255.57</b>			25,815.30		
<b>5,255.57</b>			Sales Tax Deferment Loan		
<b>SCHEDULE B :- RESERVES &amp; SURPLUS</b>			182.10		
Capital Investment Subsidy			Interest Accrued and due		
27.00			6,540.04		
Share Premium Account			OTS Payment to O.A.		
As per last Balance Sheet			(1,230.00)		
10,266.79			10,266.79		
Less : Call in Arrears			<b>TOTAL</b>		
140.36			47,030.40		
<b>10,126.43</b>			47,540.40		
Capital Reserve			<b>SCHEDULE D :- UNSECURED LOANS</b>		
335.00			From Financial Institutions / Banks		
Debtore Redemption Reserve			302.38		
1,290.00			302.38		
Investment Allowance Reserve			Inter Corporate Deposits		
As per last Balance Sheet			354.01		
45.83			779.00		
<b>11,824.26</b>			Interest accrued & due		
<b>11,499.26</b>			108.61		
<b>TOTAL</b>			<b>TOTAL</b>		
<b>11,824.26</b>			<b>765.00</b>		
<b>11,499.26</b>			<b>1,269.25</b>		

**SCHEDULE E :- FIXED ASSETS** (Rs. in Lacs)

Sr. No.	Assets	Gross Block (Cost /Valuation )		Depreciation			Net Block	
		Cost/Valuation As At 1.4.2010	Additions	Cost/Valuation As At 31.3.2011	Depreciation upto 31.03.2010	Depreciation For the Period	Depreciation upto 31.3.2011	Net Block As At 31.3.2011
1	Leasehold Land	135.00	-----	135.00	-----	-----	135.00	135.00
2	Freehold Land	121.98	-----	121.98	-----	-----	121.98	121.98
3	Building	4,380.45	-----	4,380.45	2,289.96	28.94	2,061.55	2,090.49
4	Plant & Machinery	33,190.57	23.02	33,213.59	13,443.61	98.14	19,671.84	19,746.96
5	Electrical Installation	1,341.02	-----	1,341.68	648.08	2.27	691.33	693.60
6	Furniture & Fixtures	194.66	-----	194.66	174.37	1.46	18.83	20.29
7	Computers	66.48	-----	66.48	62.93	0.55	3.00	3.55
8	Office Equipments	88.87	1.40	90.27	67.47	1.24	21.56	21.40
9	Vehicles	186.69	0.44	187.13	166.30	0.32	20.51	20.39
10	Patterns	0.62	-----	0.62	0.62	-----	-----	-----
11	Temple Utensils	0.24	-----	0.24	-----	-----	0.24	0.24
<b>Total</b>		39,707.24	24.86	39,732.10	16,853.34	132.92	22,745.84	22,853.90
Previous Year		39,696.92	10.32	39,707.24	16,699.73	153.61	22,853.90	





**SCHEDULE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31<sup>ST</sup> MARCH 2011 AND PROFIT & LOSS ACCOUNT FOR THE YEAR ENDED ON THAT DATE.**

**SCHEDULE 'M' NOTES TO ACCOUNTS**

**A. SIGNIFICANT ACCOUNTING POLICIES.**

**1. Basis of Preparation of Financial Statements**

- The financial statements have been prepared under the historical cost convention and unless otherwise stated, are in accordance with the generally accepted accounting principles, the Accounting Standard issued by the Institute of Chartered Accountants of India and the provisions of the Companies Act, 1956.
- Accounting policies not specifically referred to otherwise are consistent with generally accepted accounting principles followed by the Company.

**2. Fixed Assets:**

Fixed Assets are capitalised at cost inclusive of expenses incidental thereto barring certain fixed assets which were valued on 30<sup>th</sup> September, 1987. All costs, including financing cost till commencement of Commercial Productions are capitalised.

**3. Depreciation :**

In respect of depreciable assets, depreciation is provided on Written down Value basis as per the Rates prescribed under Schedule XIV of the Companies Act, 1956 read with Note No. B – 8 hereinafter.

**4. Inventories :**

Inventories are valued at the lower of cost or its net realizable value. The cost is arrived at on FIFO basis.

**5. Modvat Credit :**

- Modvat credit is accounted by recording the material / capital asset acquired during the year net of excise duty.
- Modvat credit receivables shown under the head of "Loans & Advances" includes on FIM received from the parties which are adjusted, to the cost of Fixed Assets / Excise duty payable on despatch of finished goods, on the determination of the amount by relevant authorities.

**6. Income:**

- Income on account of contracts / orders to be executed in more than one financial year is accounted to the extent of work done and billed by the Company.
- Other heads of income having a material bearing on the financial statements are recognized on accrual basis except sale of scrap on cash basis.

**7. Expenses:**

All expenditure items having a material bearing on the financial statements are recognized on accrual basis unless otherwise stated read with Note No. B – 10 hereinafter.

**8. Excise Duty :**

The Company has the practice of treating the Excise Duty paid on finished goods inventory as a pre – payment till the goods are sold and Excise Duty payable on such stock is not provided for and hence not included in the valuation of finished goods inventories.

**9. Provisions, Contingent Liabilities:**

A provision is recognized when the Company has present obligation as a result of past events and it is probable that an out flow of resources will be required to settle such obligation, in respect of which a reliable estimate can be made.

Contingent liabilities not provided for in the accounts are disclosed in the account by way of notes specifying the nature and quantum of such liabilities.

**10. Taxes on Income :**

The current tax is determined as the amount of tax payable in respect of taxable income for the year. The deferred tax charge or credit is recognised using current tax rates and subject to the consideration of prudence, or timing differences, being the difference between taxable income and accounting income that originate in one period and may be received in one or more subsequent periods, Deferred tax assets arising on account of brought forward losses, unabsorbed depreciation and other temporary timing difference are recognized only if there is a reasonable certainty of realisation.

**B OTHER NOTES:**

**1. The issued and Subscribed Share Capital of the Company includes :-**

62,00,000 Equity Shares of Rs. 10/- each allotted as fully paid – up without payment being received in cash pursuant to a Scheme of Amalgamation.

**2. Details of Secured Loans :**

- Non-Convertible Secured Debentures consist of (i) 14% Debentures of Rs.100/- each aggregating Rs.199.33 lacs which were redeemable at a premium of 5% on face value of Debentures in three equal annual installments commencing from September 1996. (ii) 19% Debentures of Rs.100/- each aggregating Rs. 500 lacs which were redeemable at a premium of 5% on face value of Debentures out of which Rs. 200 lacs in three equal annual installments commencing from March, 1998. (iii) 17.5% Debentures of Rs. 10 lacs each aggregating Rs. 800 lacs which are redeemable at par in three equal installments commencing from April 2000. (iv) 17% Debentures of Rs.10 lacs each aggregating Rs.4400 lacs which were redeemable at the end of 18 months from the respective dates of allotments commencing from November 1995. The NCD holders have recalled their dues and have sent legal notices/filed suit for the same.

Debentures of Rs. 199.33 lacs referred to in (i) above have been secured by creation of pari-passu charges on certain immovable properties of the Company at Andheri, Mumbai as well as at Mathura (ii) Debentures of Rs. 500 lacs referred to in 2(a) (ii) above are secured by creation of legal mortgage on the Company's Baroda property and a pari passu charges on certain immovable properties at Andheri, Mumbai as well as at Mathura (iii) Debentures of Rs.800 lacs referred to in 2 (a) (iii) above are secured by creation of legal mortgage on the Company's Mumbai Property and certain immovable properties at Mathura. (iv) Debentures of Rs. 4400 lacs referred to in 2 (a) (iv) above are secured by creation of a legal mortgage on part of the Company's property of TPE Project at Nagothane.

- Long term loans of Rs. 4667.87 lacs (Rs. 4667.87 lacs) from Financial Institutions/Govt. Board under Equipment Finance/Asset Credit Scheme which are secured/to be secured by way of hypothecation of specific assets purchased/to be purchased under the Schemes. Part of the loans aggregating Rs. 3565.00 lacs are further secured by way of equitable mortgage of the Vessel Manufacturing Unit of the Company at Mathura (ii) Short Term Loans received from Financial Institutions aggregating Rs.1420.00 lacs are secured by way of pledge of certain listed equity shares of Promoter Directors and their Associates. (iii) Term loans amounting to Rs. 3000.00 lacs received from financial institutions, which are secured by way of first mortgage on certain immovable properties and 2<sup>nd</sup> charge on all the movable assets both present and future of TPE Plant and TPE compounding Plant of the Company at Nagothane ranking pari passu charge.
- Sales Tax deferment loan of Rs. 182.10 lacs (Rs. 182.10 lacs) is secured by second charge on the fixed assets of Mathura Unit.
- Loan of Rs. 95.07 lacs received from a housing finance company (NBFC) was earlier assigned to Punit Computer Pvt. Ltd. has now has been re-assigned to Mahalaxmi Import Export Pvt. Ltd. by Punit Computer Pvt. Ltd., is secured by an exclusive mortgage of the housing colony of staff at Mathura, U.P. (ii) Loans of Rs. 640.68 lacs taken from Non-Banking Financial Companies against purchase of assets on hire purchase of assets on hire purchase basis are secured against those specific assets.
- Working capital finance from Banks is secured by the mortgage of immovable properties of the Company at Head Office Andheri, Mumbai and at Vadodra as well as hypothecation of present and future inventories, receivables and other tangible movable assets.
- Various recovery/recall proceedings have been stayed on account of the Company having been declared a Sick Industrial Company under the Sick Industrial Companies (Special Provisions) Act, 1985.



3. Calls in arrears include unpaid allotment money related to Debentures which have been converted on its due dates into Equity Shares as per the terms of the issue but in respect of which the Company, in exercise of its lien on such Shares, has not issued the Share Certificates to the defaulting Debenture holders. The Company's lien on such Shares will extend to the forfeiture of such Shares, if considered necessary by the Company.
  4. Sundry debtors, Creditors, Loans and advances are subject to confirmation and under reconciliation / arbitration. After detailed review and negotiation with some of the parties where the matter is pending in Arbitration / Court amounting to Rs. 1798.78 (2156.58) lacs which is considered as doubtful of recovery by the management. These amounts have not been provided in the accounts for the period. After reconciliation of certain debtors and creditors accounts, adjustment due to reconciliation/arbitration award received during the year has been debited/credited to sundry balance written off and the net balance of Rs. 49.63 (84.41) lacs has been credited to Other Income in Profit and Loss Account for the year. During the year the company has received Rs. 559.10 (424.83) lacs from an arbitration award including interest of Rs. 159.01 (263.99) lacs and after deducting the balance amount in receivable account, has been taken to respective accounts in Profit and Loss Accounts. However, on completion of reconciliation of certain debtors and creditors accounts. Any adjustment, necessary due to reconciliation / arbitration will be made as and when those are completed.
  5. Since the Company is a Sick Industrial Company and is registered with BIFR, the unpaid dividend has not been deposited in Investor Education and Protection fund amounting to Rs. 1.02 lacs (1.02 lacs) due to non availability of reconciliation by the share transfer Registrars and the Banks, however, the Company is taking steps to deposit the same.
  6. In the opinion of the Management, current assets, loans and advances have a value on realization at least equal to the amount at which they are stated in the Books of Accounts and provision for all known liabilities has been made, except as mentioned otherwise.
  7. Since the Company has substantial carried forward business losses and unabsorbed depreciation, it is unlikely to have taxable profit in near future and hence it is not considered necessary to create deferred tax assets in accordance with Accounting standard – 22 issued by the Institute of Chartered Accountants of India.
  8. As TPE Plant of the Company has not operated during the year, no depreciation on it has been provided. Had the depreciation been provided losses would have increased by Rs. 584.86 (676.54) lacs with corresponding decrease in the Net block of Fixed Assets.
- |                            | (Rs. in Lacs)     | (Rs. in Lacs) |
|----------------------------|-------------------|---------------|
| 9. Directors' Remuneration | <b>2010 -2011</b> | 2009–2010     |
| Salaries                   | <b>5.02</b>       | <b>4.41</b>   |
10. Since the company is a Sick Industrial Unit and has submitted its OTS proposal of Rs. 82 Crores which has accepted by all the secured lenders and the same have also been confirmed by Hon'ble AAIFR vide its order dated 13<sup>th</sup> February, 2008. Therefore, in compliance to the OTS offer, our company has deposited up-front amount of Rs. 12.30 Crores (being 15% of the OTS) with IDBI (O.A.) which has already been disbursed to the consenting lenders approx 82%. The Draft Rehabilitation Scheme (DRS) filed as per the direction of Hon'ble AAIFR is pending before BIFR for speedy rehabilitation of the company. Therefore, No provision has been made for interest of Rs. 69189.92 (57780.40 ) lacs payable to Banks, Financial Institutions, NCD holders and other Corporate Bodies.
  11. In view of the accumulated losses no amount has been transferred to Debenture Redemption Reserve during the year.
  12. The Company is Sick Industrial Unit and registered with BIFR and as such in terms of Accounting Standard 28 'Impairment of Assets' issued by the Institute of Chartered Accountant of India, since the proposal for OTS / restructuring is in process, the management of the company has decided to review the loss on account of impairment of assets after giving effect of the final accepted proposal by the lenders / financial institution.
  13. The Company has received permission vide letter dated 12th January, 2011 No. 46/49/2011 - CL-III, from the Ministry of Company Affairs, Government of India, for exemption from complying with the requirements of the provision of quantitative disclosure for the year ending 31.03.2011. Therefore, the Company has not given the disclosure of quantitative information pursuant to part II of schedule VI of the Companies Act, 1956.
  14. Company is engaged in the business of executing Turnkey project and supply of equipment for several industries such as Sugar, Fertilizer, Chemical, Petrochemicals, Steel, Power, Nuclear Power etc. by manufacturing the part of the equipments and components at its Plant in Mathura and executing the remaining parts at various sites of its clients, therefore, it is not practically possible, due to peculiar nature of the business of the company to provide installed capacity and actual production of its project construction and Engineering division. However, annual installed capacity of its Thermoplastic Elastomer and TPE Compounding Plant at Nagothane is 45000 MT P.A. The Company has not produced any TPE and TPE compounding material during the year.
  15. During the year the company has deposited its current year dues towards provident fund and had also paid part its P. F. dues related to earlier years and the balance amount due to P.F. department now are Rs. 55.34 lacs (70.90 lacs) as on 31-03-2011 which have now been paid.
  16. Contingent liabilities not provided for in the Accounts as on 31<sup>st</sup> March, 2011:
    - a) Guarantees given by the Banks against performance guarantee as on 31<sup>st</sup> March, 2011 and other contractual obligations of the Company as on 31<sup>st</sup> March, 2011 are for Rs. 148.99 lacs (Rs. 148.99 lacs).
    - b) Claims against the Company not acknowledged as debts excluding referred in Note No. B-10 herein above and as certified by the Management, including matters under litigation as on 31<sup>st</sup> March, 2011 are for Rs 1429.39 lacs (Rs. 1429.39 lacs)
    - c) Contingent Liability in respect of bills discounted with Financial Institution Rs. 1538.79 lacs (Rs. 1538.79 lacs) towards the supply of goods to its customers.
    - d) In connection with the demand for Rs. 8.03 lacs (Rs. 8.03 lacs) from the Sales-Tax authority, the company has filed an appeal against the said demand before Appellate Authority.
  17. During the year the company has settled with some of the Un-Secured Lender / NBFC under the one time settlement scheme and the difference between the liabilities as per accounts and the amount settled with the parties, Rs. 29.63 (55.96) lacs has been transferred to the other income in Profit & Loss Account and Rs.325.00 lacs being remission in principle liabilities has been credited to Capital Reserve.
  18. The information regarding suppliers holding permanent registration certificate as an ancillary industrial undertaking or a Small Scale Industrial undertaking issued by the Director of Industries of State or Union Territory, is not available from relevant parties. In the absence of such information, the amount and interest due as per the interest on delayed payment to Small and Ancillary Industrial Act, 1993 is not ascertainable, hence, not disclosed separately.
  19. Expenses incurred by the Company in Foreign Exchange include Rs.15.19 lacs (Rs. 9.67 lacs) on foreign traveling.
  20. The Professional charges include the payment to Auditors being Audit fees (including service tax) of Rs. 4.41 lacs (4.41 lacs).





**21. Related Party Disclosures:**

Related parties and nature of relationship where control exists

a) Key Managerial Personnel and Relatives

Mr. M.V. Chaturvedi	-	Chairman
Mrs. Anita M. Chaturvedi	-	Relative
Mr. Rajan Chaturvedi	-	Relative
Mr. H. C. Gupta	-	Whole Time Director & Company Secretary

b) The following transactions were carried out with the related parties in ordinary course of business:

	<u>31/03/2011</u>	<u>31/03/2010</u>
	<u>Rs. in Lacs</u>	<u>Rs. in Lacs</u>
a) Remuneration / Sitting Fees	5.02	4.43
b) Remuneration Relative	5.40	4.50
c) Rent paid for Residential place	3.60	3.60
Outstanding remuneration payable	0.00	0.00

**22. Basic and Diluted earnings per share (Pursuant to Accounting Standard 20)**

	<u>31/03/2011</u>	<u>31/03/2010</u>
	(Rs. In Lacs)	
Net Profit / (loss) for the year	225.92	474.05
Weighted average number of equity shares of Rs. 10/- each (Nos.)	53117425	53117425
Basic and Diluted earning per share (Rs.)	0.43	0.89

23. The Company is registered with BIFR and is a sick unit mainly engaged in manufacturing and trading of Engineering equipments, Project supplies / Services for various Industries and the TPE plant is not functional. Hence segment reporting as defined in AS 17 issued by the institute of Chartered Accountant of India is not given.

24. The figures of previous year have been regrouped / rearranged wherever necessary to make them comparable.

25. Balance Sheet Abstract and Company's General Business Profile pursuant to part IV of schedule VI to the Companies Act, 1956.

**I. Registration Details**

Registration No.	42719	state Code (11)
Balance Sheet Date	31 <sup>st</sup> March 2011	

**II. Capital raised during the year**

Public	Right issue
Nil	Nil
Bonus issue	Private Placement issue
Nil	Nil

**III. Position of Mobilisation and Deployment of funds**

(Amount Rs. in Thousands)

	Total Liabilities	Total Asset
	6487523	6487523
<b>Sources of funds</b>	Paid up Capital	Reserves & Surplus
	525557	1182426
	Secured Loans	Unsecured Loans
	4703040	76500

**Application of Funds :**

Net Fixed Assets	Investment
2274584	NIL
Net Current Assets	Miscellaneous Expenditure
86011	NIL
Accumulated Losses	
4126928	

**IV. Performance of the Company (Amount Rs. in Thousands)**

Turnover	Total Expenditure
230426	245597
Other Income	
37763	
Profit / Loss Before Tax	Profit / loss After Tax
Profit 22592	Profit 22592
Earning Per Share in Rs.	Dividend rate (%)
0.43	NIL

**V. Generic Names of Three Principal products/ Services of the Company (as per monetary terms)**

Item Code No. (ITC Code)	: 400200
Product Description	: Thermoplastic Elastomer (TPE)
Item Code No. (ITC Code)	: 840410
Product Description	: Plant / Machinery & Equipments for various Industries
Item Code No. (ITC Code)	: NA
Product Description	: Projects supplies and engineering services
Item Code No.: (ITC Code)	: 4005.90
Product Description	: TPE Compound

In terms of our report of even date

For **N.S. BHATT & CO.**  
Chartered Accountants

**N.S. BHATT**  
(Proprietor)  
M.No. 10149  
F.No. 101342w  
Place : Mumbai  
Dated : 16th July, 2011.

For and on behalf of the Board of Directors

**M. V. CHATURVEDI**  
Chairman

**H. C. GUPTA**  
Whole Time Director & Company Secretary

**S. P. BANERJEE**  
Director



**CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST MARCH 2011**

(Rs. in Lacs)

SCHEDULE	Year Ended 31/03/2011	Year Ended 31/03/2010
<b>A) Cash Flow from operating activities</b>		
Net profit after tax, Interest and Depreciation before Extra ordinary Items.	225.92	474.05
Adjustment for		
Depreciation	132.92	153.61
Rent Receipt	94.35	152.77
Interest / dividend received	161.50	266.05
Fringe Benefit Tax	0.00	572.43
	<u>388.77</u>	<u>0.00</u>
	<u>614.69</u>	<u>1046.48</u>
<b>Operating profit before working capital changes</b>		
Ajustments for :		
Trade and other receivable	136.49	-43.58
Inventories	95.20	267.08
Trade Payables	105.55	-714.56
	<u>337.24</u>	<u>-491.06</u>
<b>Net Cash from operating activities</b>	<u>951.93</u>	<u>555.42</u>
<b>B) Cash flow from investing activities</b>		
Purchase of Fixed Assets	-24.86	-10.32
Rent Receipts	-94.35	-152.77
Interest received	-161.50	-266.05
Fringe Benefit Tax	0.00	0.00
<b>Net cash used in investing activities</b>	<u>-280.71</u>	<u>-429.14</u>
<b>C) Cash flow from financing activities</b>		
Increase in Capital Reserve	335.00	10.00
Repayment of loan	-1014.25	-97.79
<b>Net cash from financing activities</b>	<u>-679.25</u>	<u>-87.79</u>
<b>Net Decrease in cash &amp; cash equivalents (A+B+C)</b>	<u>-8.03</u>	<u>38.49</u>
Opening balance of cash & cash equivalents	167.64	129.15
Closing balance of cash & cash equivalents	159.61	167.64
<b>Net Increase / (Decrease) in cash &amp; cash equivalents</b>	<u>-8.03</u>	<u>38.49</u>

In terms of our report of even date

For **N.S. BHATT & CO.**  
Chartered Accountants

For and on behalf of the Board of Directors

**N.S. BHATT**  
(Proprietor)  
M.No. 10149  
F.No. 101342w  
Place : Mumbai  
Dated : 16th July, 2011.

**M. V. CHATURVEDI**  
Chairman

**S. P. BANERJEE**  
Director

**H. C. GUPTA**  
Whole Time Director & Company Secretary



## ATV PROJECTS INDIA LIMITED

Registered Office :  
D-8, MIDC, Street No. 16, Marol, Andheri (E), Mumbai-400 093.

### ATTENDANCE SLIP FOR TWENTY FOURTH ANNUAL GENERAL MEETING

PLEASE FILL IN THE ATTENDANCE SLIP AND HAND IT OVER AT THE ENTRANCE OF THE MEETING HALL. JOINT SHAREHOLDERS MAY OBTAIN ADDITIONAL ATTENDANCE SLIP ON REQUEST.

NAME AND ADDRESS OF THE SHAREHOLDER

FOLIO NO.:

No. of Shares held :

I hereby record my presence at the **TWENTY FOURTH ANNUAL GENERAL MEETING** of the Company held on 16th September, 2011.

SIGNATURE OF SHAREHOLDER OR PROXY \_\_\_\_\_

### Proxy



## ATV PROJECTS INDIA LIMITED

Registered Office :  
D-8, MIDC, Street No. 16, Marol, Andheri (E), Mumbai-400 093.

Folio No.:

No. of Shares held :

I/We .....  
of ..... being a member / members of  
ATV PROJECTS INDIA LIMITED hereby appoint ..... of .....  
or failing him ..... of  
.....

as my/our proxy to vote for me/us and on my/our behalf at the **TWENTY FOURTH ANNUAL GENERAL MEETING** of the Company to be held on 16th September 2011 and at any adjournment thereof.

Signed ..... day of ..... 2011.

Affix a  
One Rs.  
Revenue  
Stamp

Note :- The proxy must be returned so as to reach the Registered Office of the Company on or before after which it will not be accepted. The proxy need not be a member of the Company.

ATV  
PROJECTS  
INDIA  
LIMITED



## Book - Post

If undelivered, please return to :



**ATV PROJECTS INDIA LIMITED**

Regd. Office : D-8, MIDC, Street No. 16, Marol, Andheri (East), Mumbai-400 093.



## ATV PROJECTS INDIA LTD

D-8, MIDC, STREET NO:-16, MAROL, ANDHERI (EAST), MUMBAI - 400093.

Shareholders in physical Segment

Dear Share holder,

**Sub:- "GO GREEN" initiative of the Ministry of Corporate Affairs ("MCA") Government of India**

The Ministry of corporate Affairs ("MCA"), Government of India has taken a "Green Initiative in the Corporate Governance "by allowing paperless compliances by Companies Vide circular no 17/2011 dated 21.04.2011 and circular no 18/2011 dated 29.04.2011,in terms of which a company would have ensured compliance with the provisions of section 53 of the Act ,If services of documents have been made through electronic mode to the registered e-mail address of shareholders.

This move by the Ministry is welcomed since it will benefit the society at large reduction in paper consumption and contribution towards a Green Environment. The Company thus proposes to send all documents to the shareholders like General meeting Notices (including AGM). Audited Financial Statements, Directors Report, Auditors Report, etc henceforth to the shareholders in electronic form in lieu of the physical form .

Being Shareholder, You are requested to furnish your email id in for the purpose of serving of documents by the Company in the electronic mode as per the attached form to RTA, M/s SHAREX DYNAMIC (INDIA) PVT LTD, At:- Unit -1,Luthra Ind premises ,E.M Vasanji Marg, Safed pool, Andheri Kurla Road,Andheri (East),Mumbai ,Pin No:- 400072 or mail at Sharexindia@vsnl.com

As a member of the company, In case you desire to receive documents stated above in physical form, you will be entitled to be furnished, free of cost, a printed copy of the Annual Report of the Company, upon receipt of a requisition from you, at any time.

We are sure that you will welcome the "Green Initiative "taken by the MCA and your company's desire to participate in the same. We look forward to your support in this initiative.

If your mail id is already registered with our RTA, Please ignore this.

Thanking you

Yours faithfully

**For ATV Projects India Ltd.**

**H. C. GUPTA**

Company Secretary

----- Tear Here -----

To,

**M/s SHAREX DYNAMIC (INDIA) PVT LTD,**

At : Unit - 1, Luthra Ind. Premises, E. M. Vasanji Marg, Safed Pool,

Andheri Kurla Road, Andheri (East), Mumbai - 400 072.

Mail Id:-sharexindia@vsnl.com

**Sub:- "GO GREEN" Initiative of the Ministry of Corporate Affairs ("MCA"), Government of India.**

Dear Sir,

We are happy to note that our Company has taken up this initiative; we give below our email, for the purpose of serving of documents like General Meeting Notices (including AGM). Audited Financial Statements, Directors Report, Auditors Report, etc by the Company in electronic mode.

Name of the Shareholder (S) :

Folio No. :

Email id (S) :

Thanking You

Signature (s) of the shareholders.

Date:-