

**ATV
PROJECTS
INDIA
LIMITED**



(An ISO 9001:2015 Certified Company)

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

Date: 22.07.2025

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

Respected Sir,

Sub: Intimation of 38th Annual General Meeting

Notice is hereby given that the 38th Annual General Meeting of Members of the Company will be held on Saturday, 16th August, 2025 at 11.00 A.M. through Video Conferencing (VC)/ other Audio-Visual Means (OVAM), to transact the businesses as set out in the notice of Annual General Meeting.

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

Notice of the Annual General Meeting is being enclosed.

This is for your reference and record

Thanking you,
Yours faithfully,
For ATV PROJECTS INDIA LIMITED

SARADA PATRO
COMPANY SECRETARY

Encl.: A/a

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT THE 38TH ANNUAL GENERAL MEETING OF THE MEMBERS OF ATV PROJECTS INDIA LTD (CIN: L99999MH1987PLC042719) WILL BE HELD ON SATURDAY, 16 AUGUST 2025 AT 11:00 AM THROUGH VIDEO CONFERENCING (WEBCAST) OR BY OTHER AUDIO VISUAL MEANS TO TRANSACT THE FOLLOWING BUSINESS:

ORDINARY BUSINESS:

1. Adoption of Audited Financial Statements and Reports of the Directors and the Auditors thereon.

To receive, consider and adopt the Audited Financial Statements for the Financial Year ended 31st March, 2025 and Cash Flow Statement together with the Reports of the Directors and the Auditors thereon.

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

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

“RESOLVED THAT Mr. H. C. Gupta (DIN-02237957) who retires by rotation in terms of Section 152 of Companies Act, 2013 and being eligible be and is hereby re-appointed as Director of the Company whose office shall be liable to retirement by rotation”.

SPECIAL BUSINESS:

3. Reappointment of Mr. Arun Kumar Sharma (DIN: 09247743) as a Whole Time Director of the Company for second term for a period of 5 years:

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

“RESOLVED THAT pursuant to provisions of Section 196, 197 and all other applicable provisions of the Companies Act, 2013 and read rules of the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment for the time being in force) and rules/laws and/or guidelines for managerial remuneration issued by the Central Government from time to time and as per applicable Regulations and schedules of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulation, 2015 consent of the Company hereby accorded for reappointment of Mr. Arun Kumar Sharma (DIN: 09247743) as a Whole Time Director and payment of remuneration of Rs. 10.19 Lacs per annum with the terms to get annual increments and other benefits/amenities as applicable as per the policy of the Company subject to limits prescribed in the Schedule V of the Companies act, 2013 and to hold the office as whole time Director, as recommended by Nomination and Remuneration Committee and Board of Directors, in their meeting held on July 19, 2025 for a period of 5 (five) consecutive years with effect from the date of this Annual General Meeting till 43rd Annual General Meeting not liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.”

RESOLVED FURTHER THAT Board of directors be and is hereby authorized to vary the terms and conditions of the appointment including remuneration of Mr. Arun Kumar Sharma in such a 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 of managerial remuneration issued by the central Government and to set limits set out in the Schedule V of the Companies Act, 2013 and /or any amendment there to as may be from time to time.

RESOLVED FURTHER THAT in the event of loss or inadequacy of any profits in any financial year during the tenure of office of Mr. Arun Kumar Sharma as Whole Time Director, the aforesaid remuneration, benefits and amenities shall be applicable to Mr. Arun Kumar Sharma as minimum remuneration.

RESOLVED FURTHER THAT the Board of Directors of the Company (including its committee thereof) and / or Company Secretary of the Company, be and are hereby authorized to do all such acts, deeds, matters and things as may be considered necessary, desirable or expedient to give effect to this resolution.”

4. Re-appointment of Mrs. Payal Sanghavi (DIN: 08133682) as a Non-Executive Independent Director of the Company for a second term for a period of 5 years.

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

“RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, The Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b), 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof) and the provisions of the Articles of Association of the Company and based on the performance evaluation, Mrs. Payal Sanghavi (DIN: 08133682), who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible for re-appointment and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of an Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 years with effective from the date of ensuing Annual General Meeting till 43rd Annual general Meeting of the Company not liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.



RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution."

5. Re-appointment of Mrs. Deepa Shridhar Rai (DIN: 09373145) as a Non- Executive Independent Director of the Company for second term for a period of 5 years.

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

"RESOLVED THAT pursuant to Sections 149, 150, 152 and other applicable provisions of the Companies Act, 2013, The Companies (Appointment and Qualification of Directors) Rules, 2014 read with Schedule IV to the Companies Act, 2013 and Regulation 16(1)(b), 17, 25 and other applicable regulations of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification(s) or re-enactment(s) thereof) and the provisions of the Articles of Association of the Company and based on the performance evaluation, Mrs. Deepa Shridhar Rai (DIN: 09373145), who has submitted a declaration that she meets the criteria of independence as provided in Section 149(6) of the Companies Act, 2013 and the Rules made thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and is eligible for re-appointment and in respect of whom the company has received a notice in writing from a member under Section 160 of the Companies Act, 2013 proposing her candidature for the office of an Independent Director, be and is hereby re-appointed as an Independent Director of the Company for a second term of 5 years with effective from the date of ensuing Annual General Meeting till 43rd Annual general Meeting of the Company not liable to retire by rotation hereinafter in accordance with the provisions of the Companies Act, 2013.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution."

6. Appointment of M/s ND & Associates, as a Secretarial Auditor of the Company for a term of 5 years.

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

"RESOLVED THAT pursuant to the provisions of Sections 204 of the Companies Act, 2013 read with the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and the Regulation 24A(1)(b) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (including any statutory modification (s) or re-enactment thereof for the time being in force), M/s ND & Associates, Company Secretaries (COP Number: 4741) be and are hereby appointed as Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold

office of the Secretarial Auditor for the Financial Year 2025-26 up to Financial Year 2029-2030, on such remuneration, and as may be mutually agreed between the Board of Directors of the Company and the Secretarial Auditors, from time to time.

RESOLVED FURTHER THAT any Director and/or the Company Secretary of the Company be and are hereby severally authorized to take such steps, as may be required, for obtaining necessary approvals, if any, and further to do all such acts, deeds, and things as may be necessary to give effect to this resolution."

7. To consider and approve the rectification to sell / lease / develop in Joint Venture / self-develop the piece and parcel of surplus land at ATV Nagar from 2.71 acres to 3.29 acres.

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

"RESOLVED THAT pursuant to the provisions of Sections 180(1)(a) and other applicable provisions, if any, of the Companies Act, 2013 and the rules made there under (including any amendment thereto or re-enactment thereof for the time being in force), provisions of the Memorandum and Articles of Association of the Company and the provisions of Regulation 30 of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 and other applicable provisions thereof, as amended from time to time, any other law for the time being in force and such other approvals, consents, permissions being obtained from the appropriate authorities to the extent applicable and necessary subject to such other applicable statutes and regulations, and subject to such other requisite approvals, consents and clearance from statutory authorities, if and wherever necessary, subject to consent of the shareholders of the Company, committee be and is accorded its consent and has recommended to the board, the proposal for sale/lease/to develop in joint venture/self-develop of land aggregating to 3.29 acre unused/surplus land at ATV Nagar, Mathura for such considerations as may be decided by the Board of Directors of the Company on such terms and conditions and with such modifications as may be required by any of the concerned authorities or as the Board of Directors of the Company may deem fit and appropriate in the interest of the Company and the Board of Directors be and is hereby authorized to do all such acts, deeds, matters and things as may be deemed necessary or expedient for giving effect to this resolution."

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

time to time, all or any of the power conferred herein to any committee of the Board or individuals.”

8. Issue of Convertible Warrants on Preferential Basis to a Promoter.

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

“RESOLVED THAT pursuant to the provisions of Sections 23(1)(b), 42, 62(1)(c) and all other applicable provisions, if any, of the Companies Act, 2013 and applicable rules made thereunder, including the Companies (Prospectus and Allotment of Securities) Rules, 2014, the Companies (Share Capital and Debentures) Rules, 2014 and other rules and regulations made thereunder (including any amendment(s), statutory modification(s) or re-enactment(s) thereof), ('the Act'), the enabling provisions of the Memorandum and Articles of Association of the Company, and subject to the provisions of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ('ICDR Regulations'), the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended, the listing agreement entered into by the Company with BSE Limited, the applicable provisions of the Foreign Exchange Management Act, 1999, if any, including any amendment(s), statutory modification(s), variation(s) or re-enactment(s) thereof, and the Rules and Regulations made thereunder, as amended, and subject to other applicable Rules/ Regulations /Guidelines /Notifications/Circulars and clarifications issued thereunder, if any, from time to time by the Government of India, Ministry of Corporate Affairs ('MCA'), the Securities and Exchange Board of India (SEBI) and/or any other competent authorities to the extent applicable, and subject to all necessary approval(s), consent(s), permission(s) and/or sanction(s), if any, of any third parties, statutory or regulatory authorities including BSE Limited ('Stock Exchange'), as may be required, and subject to such conditions as may be prescribed by any of them while granting any such approval(s), consent(s), permission(s), and/or sanction(s), and which may be agreed to by the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include any duly constituted Committee of the Board of Directors to exercise its powers including powers conferred under this resolution) approval of the Members of the Company be and is hereby granted to the Board, to offer, issue and allot from time to time in one or more tranches up to 25,00,000 (Twenty Five Lacs Only) Convertible Warrants of the Company of the face value of Rs. 10/- each ('Warrants') at a price of Rs. 41.50/- (Rupees Forty-one & Paise Fifty Only) each ('Issue Price') including premium of Rs. 31.50/- (Rupees Thirty One and Paise Fifty Only) each aggregating to Rs. Rs. 10,37,50,000/- (Rupees Ten Crore Thirty Seven Lakh Fifty Thousand Only) to promoters ("Proposed Allottee") as per the provisions of the ICDR Regulations, by way of preferential issue on private placement basis for cash in accordance with the terms as mentioned herein below and on such other terms and conditions as the Board may, in its absolute discretion think fit and without requiring any further approval or consent from the Members, subject to applicable laws and regulations, including the provisions of Chapter V of the ICDR Regulations and the Act”

Sr. No.	Name of the Proposed Allottee	Category	Maximum no. of Warrants to be allotted	Maximum Amount to be raised (In Rs.)
1.	Mahalaxmi Import Export Pvt. Ltd.	Promoters	25,00,000	10,37,50,000
		Total	25,00,000	10,37,50,000

RESOLVED FURTHER THAT the Company hereby notes and takes on record that in accordance with the provisions of Regulation 161 of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the minimum price for the issue of Convertible Warrants of the Company is determined to be July 17, 2025 being the date that is 30 (thirty) days prior to the date of the AGM, and the minimum price for the preferential issue on the aforesaid Relevant Date pursuant to Regulations 164 of the ICDR Regulations is Rs. 10,37,50,000/- (Rupees Ten Crore Thirty Seven Lakh Fifty Thousand Only) and company has fixed Rs. 41.50 (Rupees Forty-one & Paise Fifty only) per warrant;

RESOLVED FURTHER THAT without prejudice to the generality of the above resolution, the issue of the Convertible Warrants pursuant to the Preferential Allotment shall be subject to the following terms and conditions apart from others as prescribed under applicable laws:

- An amount equivalent to 25% of the Warrant Price shall be payable at the time of subscription and allotment of each Warrant and the balance 75% of the Warrant Price shall be payable by the Warrant holder against each Warrant at the time of conversion of warrants into Equity Shares pursuant to exercise of the right attached to Warrants. The amount paid against Warrants shall be adjusted/set-off against the issue price for the resultant Equity Shares;
- The Proposed Allottee shall be required to remit 25% of the issue price for the Convertible Warrants to be allotted on or before the date of allotment from their respective bank account to the designated bank account of the Company.
- Each Warrant held by the Proposed Allottee shall entitle each of them to apply for and obtain allotment of 1 (One) Equity Share of the face value of Rs. 10/- (Rupees Ten Only) at any time after the date of allotment but on or before the expiry of 18 (Eighteen) months from the date of allotment of warrants (the "Warrant Exercise Period");
- The Warrants, being allotted to the Proposed Allottee and the Convertible Equity Shares proposed to be allotted pursuant to the conversion of these Warrants shall be under lock in, for promoters for 18 months from the date of trading approval;
- The pre-preferential Equity holding in the Company of the proposed allottee shall be subject to lock-in as specified for a period of 90 trading days from the date of allotment of warrants.
- The Warrants shall be allotted in dematerialized form within a period of 15 (Fifteen) days from the date of passing of this shareholders' resolution, provided that where the allotment of warrants is subject to receipt of any approval(s) or permission(s) from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approval or permission;



- g) The price determined above and the number of Equity Shares to be allotted on conversion of the Warrants shall be subject to appropriate adjustments as permitted under the rules, regulations and laws, as applicable from time to time;
- h) The Equity Shares so allotted on exercise of the warrants under this resolution shall not be sold, transferred, hypothecated or encumbered in any manner during the period of lock-in for promoters for 18 months from the date of trading approval ;
- l) The right attached to Warrants may be exercised by the Warrant holder, in one or more tranches, at any time on or before the expiry of 18 months from the date of allotment of the Warrants by issuing a written notice to the Company specifying the number of Warrants proposed to be converted along with the aggregate amount payable thereon. The Company shall accordingly, without any further approval from the Members, allot the corresponding number of Convertible Warrants in dematerialized form as per SEBI ICDR Regulations.
- j) The Equity Shares to be allotted on exercise of the Warrants shall be fully paid up and rank pari passu with the existing Equity Shares of the Company in all respects (including with respect to dividend and voting powers) from the date of allotment thereof, and be subject to the requirements of all applicable laws and shall be subject to the provisions of the Memorandum and Articles of Association of the Company;
- k) In the event the Warrant holder does not exercise the option to pay balance 75% on Warrants within 18 months from the date of allotment, the Warrants shall lapse and the amount paid to the Company at the time of subscription of the Warrants shall stand forfeited;
- l) The said Warrants by themselves until exercise of conversion option and Equity Shares so allotted, does not give to the Warrant holder any rights with respect to that of the Warrant holders of the Company.
- m) The Warrants proposed to be issued shall be subject to appropriate adjustment, if during the interim period, the Company makes any issue of Equity Shares by way of capitalization of profits or reserves, upon demerger/ realignment, rights issue or undertakes consolidation/ sub-division/ reclassification of Equity Shares or such other similar events or circumstances requiring adjustments as permitted under SEBI (ICDR) Regulations and all other applicable regulations from time to time.
- n) The Equity Shares arising from the exercise of the Convertible Warrants will be listed on Stock Exchange subject to the receipt of necessary regulatory permissions and approvals, as the case may be, and shall inter-alia be governed by the regulations and guidelines issued by SEBI or any other statutory authority;"

RESOLVED FURTHER THAT the Board be and is hereby authorised to issue and allot such number of Convertible Warrants of the Company as may be required to be issued and allotted upon exercise of the option by the warrant ."

RESOLVED FURTHER THAT pursuant to the provisions of SEBI ICDR Regulations, 2018 and other applicable laws, the Board be and is hereby authorized to decide, approve, vary, modify and alter the terms and conditions of the issue of the warrants, as it may, in its sole and absolute discretion deem fit within the scope of this approval of Members and to record the name and details of the Proposed Allottee in Form PAS-5."

RESOLVED FURTHER THAT the Board be and is hereby authorized to, do all such acts, deeds, matters and things as it may in its absolute discretion deem necessary or desirable to give effect to the above resolutions, including without limitation to issue and allot Convertible Warrants and Issue of Convertible Warrants on conversion of warrants, to issue certificates/ clarifications on the issue and allotment of Convertible Warrants effecting any modifications to the foregoing (including to determine, vary, modify or alter any of the terms and conditions of the Convertible Warrants including deciding the size and timing of any tranche of the Convertible Warrants), entering into contracts, arrangements, agreements, memoranda, documents to give effect to the resolutions above (including for appointment of agencies, consultants, intermediaries and advisors for managing issuance, listing and trading of Convertible Warrants issued), including making applications to BSE Limited for obtaining of listing and trading approval, filing of requisite documents with the Registrar of Companies, ("ROC"), National Securities Depository Limited ("NSDL"), Central Depository Services (India)Limited ("CDSL") and/or such other authorities as may be necessary for the purpose, and to take all such steps as may be necessary for the credit of such Convertible Warrants to the respective demat account of the Proposed Allottee, and to delegate all or any of the powers conferred on it by this resolution to any director(s) or officer(s) of the Company and to revoke and substitute such delegation from time to time, as deemed fit by the Board, to give effect to the above resolutions and also to initiate all necessary actions for and to settle all questions, difficulties, disputes or doubts whatsoever that may arise, without limitation in connection with the issue and utilization of proceeds thereof, and take all steps and decisions in this regard, without being required to seek any further consent or approval of the Members of the Company or otherwise to the end and intent that they shall be deemed to have given their approval thereto expressly by the authority of this resolution;"

RESOLVED FURTHER THAT all actions taken by the Board or Committee(s) duly constituted for this purpose in connection with any matter referred to above or contemplated in the above resolutions are hereby approved, ratified and confirmed in all respects."

**By Order of Board of Directors
For ATV PROJECTS INDIA LTD**

**Sarada Patro
Company Secretary**

**Date:19.07.2025
Place: Mumbai**

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

NOTES:

1. Pursuant to the Circular No. 14/2020 dated April 08, 2020, Circular No.17/2020 dated April 13, 2020 issued by the Ministry of Corporate Affairs followed by Circular No. 20/2020 dated May 05, 2020 and Circular No. 02/2021 dated January 13, 2021 and Circular No. 02/2022 dated May 05, 2022, Circular No 10/2022 dated 28.12.2022 and Circular No 09/2023 dated 25.09.2023 and 09/2024 dated 19th September, 2024 and SEBI Circular no SEBI/HO/CFD/CMD2/CIR/P/2022/62 dated May 13, 2022 as well as Circular no SEBI/HO/CFD/PoD-2/P/CIR/2023/4 dated January 05, 2023 and all other relevant circulars issued from time to time, physical attendance of the Members to the AGM venue is not required and general meeting be held through video conferencing (VC) or other audio visual means (OAVM). Hence, Members can attend and participate in the ensuing AGM through VC/OAVM.
2. Pursuant to the provisions of the Act, a member entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf who may or may not be a Member of the Company. However, the AGM is being held pursuant to the MCA Circulars through VC/OAVM and physical attendance of Members has been dispensed with. Hence in accordance with the MCA Circulars and Regulation 44(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('the Listing regulations'), the facility for appointment of proxies by the Members will not be available for the e-AGM and the Proxy Form and Attendance Slip are not annexed to this Notice. However, pursuant to Section 113 of the Act, Institutional /Corporate members (i.e., any Body Corporate) may appoint its representative to attend the AGM on their behalf and to vote electronically either during the remote e-voting period or during the AGM. For this necessary Resolution/Authorization should be sent electronically through their registered email address to the Scrutinizer at ndassociates2128@gmail.com with a copy marked to atvprojects@gmail.com.
3. The Members can join the AGM in the VC/OAVM mode 15 minutes before and after the scheduled time of the commencement of the Meeting by following the procedure mentioned in the Notice. The facility of participation at the AGM through VC/ OAVM will be made available for 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairperson of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the AGM without restriction on account of first come first served basis.
4. The attendance of the Members attending the AGM through VC/OAVM will be counted for reckoning the quorum under Section 103 of the Companies Act, 2013.
5. Pursuant to the provisions of Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 (as amended) and Regulation 44 of SEBI (Listing Obligations & Disclosure Requirements) Regulations 2015 (as amended) and the Circulars issued by the Ministry of Corporate Affairs dated 8th April, 2020, 13th April, 2020 and 5th May, 2020 the Company is providing facility of remote e-Voting to its Members in respect of the business to be transacted at the AGM. For this purpose, the Company has entered into an agreement with National Securities Depository Limited (NSDL) for facilitating voting through electronic means, as the authorized agency. The facility of casting votes by a member using remote e-Voting system as well as venue voting on the date of the AGM will be provided by NSDL.
6. The Notice calling the AGM has been uploaded on the website of the Company at www.atvprojects.co.in The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com and the AGM Notice is also available on the website of NSDL (agency for providing the Remote e- Voting facility) i.e. www.evoting.nsdl.com
7. AGM has been convened through VC/OAVM in compliance with applicable provisions of the Companies Act, 2013 read with MCA Circular No. 14/2020 dated April 08, 2020, MCA Circular No. 17/2020 dated April 13, 2020, MCA Circular No. 20/2020 dated May 05, 2020, MCA Circular No. 2/2021 dated January 13, 2021, Circular No. 02/2022 dated May 05, 2022 General Circular No 10/2022 dated 28.12.2022, Circular No 09/2023 dated 25.09.2023 and 09/2024 dated 19th September, 2024.
8. Members who hold shares in the dematerialized form and want to provide/change/ correct the bank account details should send the same immediately to their concerned Depository Participant. Members are also requested to give the MICR Code of their bank to their Depository Participants.
9. Non-resident Indian shareholders are requested to inform about the change in the residential status on return to India for permanent settlement to the Company or its Registrar and Share Transfer Agent or the concerned Depository Participant immediately.
10. The notice of the Annual General Meeting along with the Annual Report 2024-2025 is being sent only through electronic mode to those Members whose e-mail addresses are registered with the Company/Depositories, unless any member has requested a physical copy of the same. For members who have not registered their e-mail addresses, Members may please note that this notice and Annual Report 2024-2025 will also be available on the Company's website <http://www.atvprojects.co.in/> The Notice can also be accessed from the websites of the Stock Exchanges i.e. BSE Limited at www.bseindia.com Members who have not registered their e-mail address with the Company are requested to submit their valid e-mail address to Purva Sharegistry India Private Limited.
11. As a part of the green initiatives, the Members who have not yet registered their e-mail addresses are requested to register their e-mail addresses with their DPs in case the shares are held by them in electronic form and with Purva Sharegistry India Private Limited or their respective depositories in case the shares are held by them in physical form. Upon such Registration, all communication from the Company/RTA will be sent to the registered e-mail address.
12. The Register of Members and Share Transfer Books of the Company will remain closed from Monday, 11th August, 2025 to Saturday, 16th August, 2025 (both days inclusive) for the purpose of the Thirty Eighth Annual General Meeting.

13. Members are requested to send their queries to the Company, if any, on accounts and operations of the Company at least seven days before the meeting so that the same could be suitably answered at the meeting.
14. The Explanatory Statement pursuant to Section 102 of the Companies Act, 2013 is annexed hereto.
15. As required by Regulation 36 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (the Listing Regulations) and Secretarial Standard-2 on General Meetings issued by the Institute of Company Secretaries of India, the relevant detail of Director seeking appointment at this Annual General Meeting is given in the Notice of the Annual General Meeting.
16. As per Regulation 40 of SEBI Listing Regulations, as amended, securities of listed companies can be transferred only in dematerialized form with effect from April 1, 2019, except in case of request received for transmission or transposition of securities. Hence, the Members holding shares in physical form are requested to consider converting their holdings into the dematerialized form. The Members, who are desirous to convert their physical holdings into dematerialized form, may contact the Depository Participant of their choice.
17. To prevent fraudulent transactions, Members are advised to exercise due diligence and notify the Company of any change in address or demise of any Member as soon as possible. Members are also advised not to leave their Demat account(s) dormant for long. Periodic statements of holdings should be obtained from the concerned DPs and holdings should be verified from time to time.
18. Members of the Company holding shares either in physical form or in electronic form as on the cut-off date i.e. 9th August, 2025, may cast their vote by remote e-Voting. A person who is not a member as on the cut-off date should treat this Notice for information purposes only. A person whose name is recorded in the Register of Members or in the Register of Beneficial Owners maintained by the depositories as on the cut-off date only shall be entitled to avail of the facility of remote e-Voting as well as remote e-Voting during the AGM. Any person who acquires shares of the Company and becomes a Member of the Company after the dispatch of the Notice and holding shares as on the cut-off date i.e., 9th August, 2025, may obtain the User ID and Password by sending a request at evoting@nsdl.co.in.

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

The remote e-voting period begins on 13th August, 2025 at 9 A.M. and ends on 15th August, 2025 at 5 P.M. The remote e-voting module shall be disabled by NSDL for voting thereafter. The Members, whose names appear in the Register of Members / Beneficial Owners as on the record date (cut-off date) i.e. 9th August, 2025, may cast their vote electronically. The voting right of shareholders shall be in proportion to their share in the paid-up equity share capital of the Company as on the cut-off date, being 9th August, 2025.

How do I vote electronically using NSDL e-Voting system?

The way to vote electronically on NSDL e-Voting system consists of "Two Steps" which are mentioned below:





Step 1: Access to NSDL e-Voting system

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

In terms of SEBI circular dated 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 email Id in their demat accounts in order to access e-Voting facility.

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

Type of shareholders	Login Method
Individual Shareholders holding securities in demat mode with NSDL.	<p>1. For OTP based login you can click on https://eservices.nsdl.com/ SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>2. Existing IDeAS user can visit the e-Services website of NSDL Viz. https://eservices.nsdl.com either on a Personal Computer or on a mobile. On the e-Services home page click on the "Beneficial Owner" icon under "Login" which is available under 'IDeAS' section, this will prompt you to enter your existing User ID and Password. After successful authentication, you will be able to see e-Voting services under Value added services. Click on "Access to e-Voting" under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be re-directed to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. 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>

Type of shareholders	Login Method
	<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 hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider i.e. NSDL and you will be redirected to e-Voting website of NSDL for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.</p> <p>4. Shareholders/Members can also download NSDL Mobile App "NSDL Speede" facility by scanning the QR code mentioned below for seamless voting experience.</p> <p>NSDL Mobile App is available on</p> <div style="display: flex; justify-content: space-around; align-items: center;"> <div style="text-align: center;">  App Store </div> <div style="text-align: center;">  Google Play </div> </div> <div style="display: flex; justify-content: space-around; align-items: center;">   </div>
Individual Shareholders holding securities in demat mode with CDSL	<p>1. Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login Easi /Easiest are requested to visit CDSL website www.cdslindia.com and click on login icon & New System Myeasi Tab and then user your existing my easi username & password.</p> <p>2. After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly.</p>

Type of shareholders	Login Method
	<p>3. If the user is not registered for Easi/ Easiest, option to register is available at CDSL website www.cdslindia.com and click on login & New System Myeasi Tab and then click on registration option.</p> <p>4. Alternatively, the user can directly access e-Voting page by providing demat Account Number and PAN No. from a link in www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.</p>
Individual Shareholders (holding securities in demat mode) login through their depository participants	<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 or joining virtual meeting & voting during the meeting.</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
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. 1800-21-09911



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

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***

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

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

b) If you are using NSDL e-Voting system for the first time, you will need to retrieve the 'initial password' which was communicated to you. Once you retrieve your 'initial password', you need to enter the 'initial password' and the system will force you to change your password.

c) How to retrieve your 'initial password'?

(i) If your email ID is registered in your demat account or with the company, your 'initial password' is communicated to you on your email ID. Trace the email sent to you from NSDL through your mailbox. Open the email and open the attachment i.e. a .pdf file. Open the .pdf file. The password to open the .pdf file is your 8 digit client ID for NSDL account, last 8 digits of client ID for CDSL account or folio number for shares held in physical form. The .pdf file contains your 'User ID' and your 'initial password'.

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

2. 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.

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

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

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

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

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

1. After successful login at Step 1, you will be able to see all the companies "EVEN" in which you are holding shares and whose voting cycle and General Meeting is in active status.

2. Select "EVEN" of company for which you wish to cast your vote during the remote e-Voting period and casting your vote during the General Meeting. For joining virtual meeting, you need to click on "VC/OAVM" link placed under "Join Meeting".

3. Now you are ready for e-Voting as the Voting page opens.

4. Cast your vote by selecting appropriate options i.e. assent or dissent, verify/modify the number of shares for which you wish to cast your vote and click on "Submit" and also "Confirm" when prompted.

5. Upon confirmation, the message "Vote cast successfully" will be displayed.

6. You can also take the printout of the votes cast by you by clicking on the print option on the confirmation page.

7. Once you confirm your vote on the resolution, you will not be allowed to modify your vote.

General Guidelines for shareholders

1. Institutional shareholders (i.e. other than individuals, HUF, NRI etc.) are required to send scanned copy (PDF/JPG Format) of the relevant Board Resolution/ Authority letter etc. with attested specimen signature of the duly authorized signatory(ies) who are authorized to vote, to the Scrutinizer by e-mail to ndassociates2128@gmail.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 or send a request to evoting@nsdl.co.in

Process for those shareholders whose email ids are not registered with the depositories for procuring user id and password and registration of e mail ids for e-voting for the resolutions set out in this notice:

1. In case shares are held in physical mode please provide Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self -attested scanned copy of PAN card), AADHAR (self-attested scanned copy of Aadhar Card) by email to atvprojects@ymail.com.
2. In case shares are held in demat mode, please provide DPID-CLID (16 digit DPID + CLID or 16 digit beneficiary ID), Name, client master or copy of Consolidated Account statement, PAN (self -attested scanned copy of PAN card), AADHAR (self- attested scanned copy of Aadhar Card) to atvprojects@ymail.com. If you are an Individual shareholders holding securities in demat mode, you are requested to refer to the login method explained at step 1 (A) i.e. **Login method for e-Voting and joining virtual meeting for Individual shareholders holding securities in demat mode.**
3. Alternatively shareholder/members may send a request to evoting@nsdl.co.in for procuring user id and password for e-voting by providing above mentioned documents.

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

THE INSTRUCTIONS FOR MEMBERS FOR e-VOTING ON THE DAY OF THE AGM ARE AS UNDER:-

1. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for remote e-voting.
2. Only those Members/ shareholders, who will be present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system in the AGM.
3. Members who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.
4. The details of the person who may be contacted for any grievances connected with the facility for e-Voting on the day of the AGM shall be the same person mentioned for Remote e-voting.

INSTRUCTIONS FOR MEMBERS FOR ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

1. Members will be provided with a facility to attend the AGM through VC/OAVM through the NSDL e-Voting system. Members may access by following the steps mentioned above for Access to NSDL e-Voting system. After successful login, you can see link of "VC/OAVM link" placed under "Join meeting" menu against company name. You are requested to click on VC/OAVM link placed under Join General Meeting menu. The link for VC/OAVM will be available in Shareholder/Member login where the EVEN of Company will be displayed. Please note that the members who do not have the User ID and Password for e-Voting or have forgotten the User ID and Password may retrieve the same by following the remote e-Voting instructions mentioned in the notice to avoid last minute rush.
2. Members are encouraged to join the Meeting through Laptops for better experience.
3. Members will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
4. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
5. Shareholders who would like to express their views/have questions may send their questions in advance mentioning their name demat account number/folio number, email id, mobile number at atvprojects@ymail.com. The same will be replied by the company suitably.
6. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

EXPLANATORY STATEMENT PURSUANT TO SECTION 102 OF THE COMPANIES ACT, 2013, IN RESPECT OF SPECIAL BUSINESS SET OUT IN NOTICE:

ITEM NO. 3

Mr. Arun Kumar Sharma was appointed as a Whole Time Director in the 35th Annual General Meeting (AGM) dated 10.08.2022 for a period of three years up to the date of ensuing AGM and is eligible for reappointment for second term.

Accordingly, based on recommendations of Nomination and Remuneration Committee in its meeting held on 19th July, 2025 and the Board of Directors at their meeting held on 19th July, 2025, recommended the re-appointment of Mr. Arun Kumar Sharma (DIN-09247743) as a Whole Time Director of the Company for a second term of 5 years.

Mr. Arun Kumar Sharma (DIN-09247743) is not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act 2013 and has given his consent to act as Whole Time Director and being eligible offers himself to be appointed as Whole Time Director of the Company.

Brief resumes of Mr. Arun Kumar Sharma (DIN-09247743), 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. Arun Kumar Sharma (DIN-09247743) fulfills the conditions specified in the Companies Act, 2013, and the rules made there under for his appointment as Whole Time Director of the Company.

In addition to the above, the Board is of the view that the appointment of Mr. Arun Kumar Sharma (DIN-09247743), on the Company's Board as Whole time Director is desirable and would be beneficial to the Company and hence it recommends to the shareholders for their approval to appoint him as Whole-time Director of the Company for a period of 5 years with effect from the date of this Annual General Meeting till 43rd Annual General Meeting, on the terms and conditions of appointment and remuneration as approved by the Board of Directors through the said Resolution for approval by the members of the Company.

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

ITEM NO. 4

Mrs. Payal Sanghavi was appointed as an Independent Director in the 35th Annual General Meeting (AGM) dated 10.08.2022 for a period of three years up to the date of ensuing AGM and is eligible for reappointment for second term.

Accordingly, based on recommendations of Nomination and Remuneration Committee in its meeting held on 19th July, 2025 and the Board of Directors at their meeting held on 19th July, 2025, recommended the re-appointment of Mrs. Payal Sanghavi (DIN-08133682) as an Independent Director of the Company for a second term of a of 5 years.

Mrs. Payal Sanghavi (DIN-08133682) is not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act 2013 and has given her consent to act as an Independent Directors and being eligible offers herself to be appointed as an Independent Director of the Company.

The Company has also received declarations from Mrs. Payal Sanghavi (DIN-08133682) that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the applicable regulations of SEBI (LODR) Regulations, 2015.

Brief resumes of Mrs. Payal Sanghavi (DIN-08133682), nature of her expertise in specific functional areas and names of companies in which she 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, Mrs. Payal Sanghavi (DIN-08133682) fulfills the conditions specified in the Companies Act, 2013, and the rules made there under for her appointment as an Independent Director of the Company.

Accordingly, the Board recommends the resolutions in relation to the appointment of Mrs. Payal Sanghavi as an Independent Director for the approval of the Members of the Company.

None of the other Directors except Mrs. Payal Sanghavi and the Key Managerial Personnel and their relatives are concerned or interested in the resolution set out at Item No. 4 of the notice.

ITEM NO. 5

Mrs. Deepa Shridhar Rai was appointed as an Independent Director in the 35th Annual General Meeting (AGM) dated 10.08.2022 for a period of three years up to the date of ensuing AGM and is eligible for reappointment for second term.

Accordingly, based on recommendations of Nomination and Remuneration Committee in its meeting held on 19th July, 2025 and the Board of Directors at their meeting held on 19th July, 2025, recommended the reappointment of Mrs. Deepa Shridhar Rai (DIN: 09373145) as an Independent Director of the Company for a second term of 5 years.

Mrs. Deepa Shridhar Rai (DIN: 09373145) is not disqualified from being appointed as Directors in terms of Section 164 of the Companies Act 2013 and has given her consent to act as an Independent Directors and being eligible offers herself to be appointed as an Independent Director of the Company.

The Company has also received declarations from Mrs. Deepa Shridhar Rai (DIN: 09373145) that she meets with the criteria of independence as prescribed under sub-section (6) of Section 149 of the applicable regulations of SEBI (LODR) Regulations, 2015.

Brief resumes of Mrs. Deepa Shridhar Rai (DIN: 09373145), nature of her expertise in specific functional areas and names of companies in which she 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, Mrs. Deepa Shridhar Rai (DIN: 09373145) fulfills the conditions specified in the Companies Act, 2013, and the rules made there under for her appointment as an Independent Director of the Company.

Accordingly, the Board recommends the resolutions in relation to the appointment of Mrs. Deepa Shridhar Rai as an Independent Director for the approval of the Members of the Company.

None of the other Directors except Mrs. Deepa Shridhar Rai and the Key Managerial Personnel and their relatives are concerned or interested in the resolution set out at Item No. 5 of the notice.

ITEM NO. 6

In accordance with Section 204 of the Companies Act, 2013, read with the rules framed thereunder, and Regulation 24A of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), every listed entity is required to undertake Secretarial Audit by a Peer Reviewed Secretarial Auditor who shall be appointed by the Members of the Company, on the recommendation of the Board of Directors.

Based on the recommendation of the Audit Committee, the Board, at its Meeting held on 19th July, 2025 subject to the approval of the Members of the Company, approved appointment of M/s ND & Associates, Company Secretaries (COP Number: 4741) as the Secretarial Auditors of the Company, for a term of five (5) consecutive years, to hold office of the Secretarial Auditor from the Financial Year 2025-2026 up to Financial Year 2029-2030. M/s ND & Associates are the sole proprietor firm of Practicing Company Secretaries founded in the year 2002. The firm is primarily engaged in providing professional services in the field of Corporate Laws, SEBI Regulations, FEMA Regulations including carrying out Secretarial Audits, Due Diligence Audits and Compliance Audits for various reputed Companies. The firm is Peer Reviewed and Quality Reviewed by the Institute of the Company Secretaries of India. M/s ND & Associates had consented to their appointment as the Secretarial Auditors of the Company and have confirmed that they fulfill the criteria as specified in Clause (a) of regulation 24A (1A) of the SEBI Listing Regulations and have not incurred any of disqualifications as specified by the Securities and Exchange Board of India.

The Board recommends the approval of the Members for the appointment of Secretarial Auditors and passing of the Special Resolution set out at Item No. 6 of this Notice.

None of the Directors or Key Managerial Personnel of the Company and their relatives are concerned or interested, financially or otherwise, in this Resolution.

ITEM NO. 7

Based on the recommendations of Board of Directors Meeting held on 19th July, 2025 the proposed resolution is being sought for approval by the members of the Company as a special Resolution for rectification in the proposal passed earlier in the Audit & Board Meeting held on 11.05.2024 to sell/lease/develop in Joint Venture/self-develop the piece and parcel of surplus land at ATV Nagar from 2.71 acres to 3.29 acres.

The resolution pertaining to the 2.71 acre land had already received member approval at the 37th Annual General Meeting (AGM). As the area of land has been increased from 2.71 acres to 3.29 acres based on further valuation of land, the Board of Directors has given

their approval for sell/lease/develop in Joint Venture/self-develop the piece and parcel of surplus land of 3.29 acres at ATV Nagar and has placed the resolution before the members for their approval.

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

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

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

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

ITEM NO. 8

The Board of Directors of the Company, at its Meeting held on 19th July, 2025, has approved the proposal for fund raising up to an amount of Rs. 10,37,50,000/- (Rupees Ten Crore Thirty Seven Lakh Fifty Thousand Only) by issuing 25, 00,000 convertible warrants on a preferential basis through private placement subject to approval of the Members of the Company, by way of issuance of Convertible Warrants.

Necessary information or details in respect of the proposed Preferential Allotment of the Convertible Warrants in terms of Sections 42 and 62(1) c) of the Companies Act, 2013 read with Rule 13 of the Companies (Share Capital and Debentures) Rules, 2014 and Rule 14(1) of the Companies (Prospectus and Allotment of Securities) Rules, 2014 and Chapter V of the SEBI (Issue of Capital and Disclosure Requirements) Regulations, 2018, as amended ("ICDR Regulations") are furnished as under:

1.Particulars of the offer including date of passing of Board resolution, kind of Securities offered, maximum number of securities to be issued and the Issue Price

The Board of Directors of the Company vide resolution passed in its Meeting held on July 19, 2025 has proposed to issue up to 25,00,000 (Twenty Five Lakhs Only) Convertible Warrants of the Company having face value of Rs. 10/- (Rupees Ten) each at a price of Rs. 41.50/- (Rupees Forty One & Paise Fifty Only) per share (including premium of Rs. 31.50/- (Rupees Thirty One & Paise Fifty Only per Warrant) aggregating upto Rs. 10,37,50,000/- (Rupees Ten Crore Thirty Seven Lakh Fifty Thousand Only) to the following Investor falling under Promoter category on preferential basis on the terms and conditions as contained in the resolution set out at Item No. 8.

Sr. No.	Name of the Proposed Allottees	Category	Maximum no. of Warrants to be allotted	Issue Price (Rs.)	Maximum Funds to be raised (Rs.)
1.	Mahalaxmi Import Export Pvt. Ltd.	Promoters	25,00,000	41.50	10,37,50,000
		Total	25,00,000	41.50	10,37,50,000

2) Objects of the Issue:

The Company shall utilize the proceeds from the preferential issue of Convertible Warrants as under:

Sr. No.	Particulars	Amount Up to (Rs.)	Tentative Time Frame for utilization
1	Funding capital expenditure requirements	2,60,00,000	Within 24 Months
2	Augment working capital needs of the Company	2,50,00,000	Within 24 Months
3	For general corporate purposes	5,37,50,000	Within 24 Months

Till such time the issue proceeds are fully utilized, the Company shall keep the same in deposits, mutual funds and/or other short term funds.

3) The total/maximum number of securities to be issued/particulars of the offer/Kinds of securities offered and the price at which security is being offered number of securities to be issued and pricing:

The resolution set out in the accompanying notice authorizes the Board to create, offer, issue, and allot from time to time, in one or more tranches up to 25,00,000 (Twenty Five Lakhs) Fully Convertible Warrants ("Convertible Warrants") for cash at an issue price of Rs. 41.50/- (Forty-one Rupees & Fifty Paise Only), (including a premium of Rs. 31.50/- (Rupees Thirty One and Paise Fifty Only) per warrant) with a right to the warrant holders to apply for and be allotted 1 (One) fully paid-up Equity Share of face value of Rs. 10/- (Rupees Ten) each of the Company ("Equity Shares") within a period of 18 (Eighteen) months from the date of allotment of the Warrants, aggregating to Rs. 10,37,50,000/- (Rupees Ten Crore Thirty Seven Lakh Fifty Thousand Only).

4) Relevant Date:

In accordance with the provisions of Regulation 161 of the ICDR Regulations, the "Relevant Date" for the purpose of calculating the minimum price for the issuance of Convertible Warrants of the Company is determined to be 17th July 2025 being the date that is 30 (thirty) days prior to the date of the Annual General Meeting i.e. Saturday, 16th August 2025.

5) Basis on which the price has been arrived at and justification for the price (including premium, if any):

The Equity Shares of the Company are listed on BSE Limited. The Equity shares of the Company are frequently traded, the price is determined pursuant to Regulation 164 of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

Accordingly, trading volumes at BSE for the period set out below has been considered for the purpose of computation of the minimum price for issuance Convertible Warrants of the Company.

In accordance with the provisions of Regulations 164 and 166A of the ICDR Regulations, the minimum price for issuance of Convertible Warrants of the Company of Rs.41.50/- has been arrived at, being higher of the following:

- 90 trading day's volume weighted average price (VWAP) of the Convertible Warrants of the Company quoted on BSE Limited during the last 90 days preceding the relevant date i.e., 17th July 2025: Rs. 37.50/-.

- 10 trading day's volume weighted average price (VWAP) of the Convertible Warrants of the Company quoted on BSE Limited during the last 10 days preceding the relevant date i.e. 17th July 2025: Rs. 41.45/-.

6) Name and Address of Valuer who performed Valuation:

Rajshree Padia

Registered Valuer

Reg. No: IBBI/RV/05/2019/11668

Address: B 603, Sparsh, Technopolis Knowledge Park, MIDC, Andheri East, Mumba- 400 059

Email: rajshreecs@hotmail.com

Mobile: 9819164904

As the proposed allotment to promoter increases from 0.78% pre issue to 5.24% after post issue fully diluted share capital of the Company, a valuation report from an independent registered valuer is obtained pursuant to Regulation 166A(1) of Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2018.

The copy of the valuation report shall be available for electronic inspection by the Members at the AGM and is also available on the website of the Company at <https://www.atvprojects.co.in>

The pricing for issuance of the Convertible Warrants as per the resolutions set out at Item Nos. 8 is Rs. 41.50/- (Rupees Forty One & Paise Fifty Only) each, which is not lower than the minimum price determined in accordance with the applicable provisions of the ICDR Regulations.

7) Amount which the Company intends to raise by way of such securities:

An amount upto Rs. 10,37,50,000/- (Rupees Ten Crore Thirty Seven Lakh Fifty Thousand Only),, is proposed to be raised by the Company by way of issuance of Convertible Warrants as per the resolutions set out at Item Nos. 8.

8) Intent of the Promoters, Directors or Key Managerial Personnel of the Company to subscribe to the Preferential Allotment:

M/s. Mahalaxmi Import Export Private Limited Promoter Group Entity intend to subscribe to Convertible Warrants of the Company under the preferential allotment. No other, Directors or Key Managerial Personnel intend to subscribe to the Warrants.

9) Time frame within which the Preferential Allotment shall be completed:

The Convertible Warrants shall be allotted within a period of 15 days from the date of passing of the Special Resolution by the Members, provided that where the allotment of equity is subject to receipt of any approval or permission from any regulatory authority or Government of India, the allotment shall be completed within a period of 15 days from the date of receipt of last of such approvals or permissions.

10) Name of the proposed allottee, class and percentage of post Preferential Issue capital that may be held by them:

Sl. No.	Name of the Proposed Allottee	Category	Pre-issue Equity Capital (as of July 17, 2025)		Number of warrants proposed to be allotted	Post-issue diluted Equity Shares presuming full conversion of warrants	
			Shares	%		Shares	%
1.	MAHALAXMI IMPORT EXPORT PVT LTD	Promoter	4,16,453	0.78%	25,00,000	29,16,453	5.24

11. Confirmation of Eligibility.

The Proposed Allottee to the Convertible Warrants hereby confirm that they have not sold or transferred their shares during the period of 90 days preceding the relevant date.

12) The current and proposed status of the allottee post the preferential issues namely, promoter or non-promoter

The Proposed Allottee to the Convertible Warrants as per resolution set out at Item No. 8 belongs to Promoter Category and shall be continued to be categorized as Promoters upon issuance and allotment of Convertible Warrants.

13) Shareholding pattern of the Company before and after the Preferential Allotment:

The shareholding pattern of the Company before and after the Preferential Allotment of Convertible Warrants of the Company is as given below:

Sr. No.	Particulars	Pre - issue (as of July 18, 2025 Benpos Date)		Post issue of convertible warrant into Equity Shares	
A	PROMOTER SHARE HOLDING				
1	Indian Promoters:				
(a)	Individuals/HUF	1,27,64,226	24.03	1,27,64,226	22.95
(b)	Bodies Corporate	15,48,942	2.92	40,48,942	7.28
	Sub Total of Indian Promoters	1,43,13,168	26.95	1,68,13,168	30.23
2	Foreign Promoters:				
	Individuals/HUF	Nil	Nil	Nil	Nil
	Bodies Corporate	Nil	Nil	Nil	Nil
	Sub Total of Foreign Promoters	Nil	Nil	Nil	Nil
	Total Shareholding of Promoter and Promoter Group (A)	1,43,13,168	26.95	1,68,13,168	30.23
B	PUBLIC SHARE HOLDING				
1	Institutions (Domestic)				
(a)	Mutual fund	2,28,377	0.43	2,28,377	0.41
(b)	NBFCs registered with RBI	126	0	126	0
(c)	Financial Institutions/ Bank	71,358	0.13	71,358	0.13
(d)	Alternate Investment Funds	Nil	Nil	Nil	Nil
(e)	Insurance companies	9,47,556	1.78	9,47,556	1.70
(f)	Provident fund /pension fund	Nil	Nil	Nil	Nil
(g)	Overseas Body Corporate	Nil	Nil	Nil	Nil
(h)	Sovereign Wealth fund	Nil	Nil	Nil	Nil
(i)	Asset Reconstruction companies	Nil	Nil	Nil	Nil
(j)	Others	250	0	250	0
	Sub Total of Institution(B)(1)	12,47,667	1.96	12,47,667	2.24
2	Institutions (Foreign)				
(a)	Foreign Direct Investment	Nil	Nil	Nil	Nil
(b)	Foreign Venture Capital Investors	Nil	Nil	Nil	Nil
(c)	Sovereign Wealth Funds	Nil	Nil	Nil	Nil
(d)	Foreign Portfolio Investors Category I	Nil	Nil	Nil	Nil
(e)	AEgis INVESTMENT FUND PCC(AANCA5102B)	Nil	Nil	Nil	Nil
(f)	Foreign Portfolio Investors Category II	Nil	Nil	Nil	Nil
(g)	Overseas Depositories (holding DRs) (balancing figure)	Nil	Nil	Nil	Nil
	Sub Total of Institution(B)(2)	Nil	Nil	Nil	Nil
3	Central Government/ State Government(s)	350	0	350	0
	President of India	Nil	Nil	Nil	Nil
	Sub Total (B)(3)	350	0	350	0
4	Non - Institutions:				
(a)	Associate companies / Subsidiaries	Nil	Nil	Nil	Nil
	Directors and their relatives (excluding independent directors and nominee directors)	Nil	Nil	Nil	Nil
(b)	Key Managerial Personnel	Nil	Nil	Nil	Nil
(d)	Individual share capital upto Rs. 2 Lac	2,38,28,005	44.86	2,38,28,005	42.84
(e)	Individual share capital in excess of Rs. 2 Lac	61,39,622	11.56	61,39,622	11.04
(f)	Bodies Corporate	53,14,951	10.01	53,14,951	9.56
(g)	Foreign Nationals	794	0	794	0
(h)	Foreign Companies	4,87,542	0.92	4,87,542	0.88
(i)	Clearing Members	17,554	0.03	17,554	0.03
(j)	IEPF	0	0	0	0
(k)	Non Resident Indian (NRI)	8,43,120	1.59	8,43,120	1.52
(l)	Trust	100	0	100	0
(m)	Unclaimed Shares	0	0	0	0
(n)	Others	7,434	0.01	7,434	0.01
(o)	Hindu Undivided family (HUF)	9,17,118	1.73	9,17,118	1.65
	Sub Total of Non Institution (B)(4)	3,75,56,240	70.70	3,75,56,240	67.53
	Total Public Shareholding (B)=(B)(1)+(B)(2)+(B)(3)+(B)(4)	3,88,04,257	73.05	3,88,04,257	69.77
	Grand Total (A+B)	5,31,17,425	100.00	5,56,17,425	100.00



14) Identity of the natural persons who are the ultimate beneficial owners of the shares proposed to be allotted and/or who ultimately control the proposed allottees, the percentage of post preferential issue capital that may be held by them and change in control, if any, in the issuer consequent to the Preferential Allotment:

The Identity of the natural persons who are the ultimate beneficial owners of the Convertible Warrants proposed to be allotted and/or who ultimately control the proposed allottee, the percentage of post preferential issue capital that may be held by them is given below.

Name of the Proposed Allottee	Category (Promoter/ Non - Promoter)	Permanent Account Number (PAN)	Name of the natural person who is the ultimate beneficial owner of the Warrants proposed to be issued	Permanent Account Number (PAN) of the beneficial owners of proposed allottee	No. of securities (Warrants) to be allotted
Mahalaxmi Import Export Pvt. Ltd.	Promoter	AACCM0835G	Maresh Chaturvedi	ACIPC1668C	25,00,000

There shall be no change in management or control of the Company pursuant to the aforesaid issue of Warrants and Convertible Warrants of the Company.

15) Justification for offer being made for consideration other than cash together with the valuation report of the Registered Valuer:

Not applicable.

16) Number of persons to whom allotment on preferential basis has already been made during the year, in terms of number of securities as well as price:

The Company has not made any other allotment on preferential basis during the current financial year.

17) Lock-in Period:

- The Convertible Warrants as per resolution set out at Item No. 8 shall be locked-in as prescribed under the ICDR Regulations from time to time.
- The pre-preferential allotment shareholding of the proposed allottees, if any, in the Company shall also be subject to lock-in as per the provisions of the ICDR Regulations.

18) Practicing Company Secretary's Certificate:

The certificate from ND & Associates (COP:4741) Practicing Company Secretaries, having its office at 279/18 Shantikunj, Road No. 31, Sion East, Mumbai- 400022 certifying that the Preferential Allotment is being made in accordance with the requirements contained in the ICDR Regulations shall be available for electronic inspection by the Members at the AGM and is also available on the website of the Company at www.atvprojects.co.in

19) Material terms of the proposed Preferential Issue of the Convertible Warrants:

The material terms of the proposed preferential issue of the Convertible Warrants are stipulated in the special resolutions as set out at Item Nos. 8 respectively of this Notice.

20) Listing:

The Company will make an application to BSE Limited, at which the existing Convertible Warrants are presently listed, for seeking in-principle approval for issuance of the Convertible Warrants.

The Equity Shares resulting on Conversion of Warrants shall be listed at BSE Limited.

21) Principal terms of assets charged as securities:

Not applicable.

22) Other disclosures:

a) Neither the Company nor its Directors or Promoters have been declared as willful defaulter or fraudulent borrower as defined under the ICDR Regulations. None of its Directors or Promoters is a fugitive economic offender as defined under the ICDR Regulations;

b) The Company is eligible to make the Preferential Allotment under Chapter V of the SEBI (ICDR) Regulations;

c) The Convertible Warrants shall be allotted in dematerialized form to the proposed allottee ;

d) The Company has no outstanding dues to SEBI, the Stock Exchange or the depositories;

e) The Company has obtained the Permanent Account Numbers (PAN) of the proposed allottee, except those allottees which may be exempt from specifying PAN for transacting in the securities market by SEBI;

f) The Company undertakes to re-compute the price of the Convertible Warrants in terms of the provisions of the SEBI (ICDR) Regulations where it is required to do so and that if the amount payable on account of the re-computation of price is not paid within the time stipulated in the SEBI (ICDR) Regulations, the Convertible Warrants shall continue to be locked in till the time such amount is paid by the allottees.

g) The proposed allottee have not sold or transferred any Equity Shares of the Company during the 90 trading days preceding the relevant date.

h) The Company is in compliance with the conditions for continuous listing of Convertible Warrants as specified in the listing agreement with the Stock Exchange and the Listing Regulations, as amended and circulars and notifications issued by SEBI thereunder;

i) Issue of the Equity Shares on Conversion of Warrants shall be well within the Authorized Share Capital of the Company.

j) The proposed preferential issue is not being made to any body corporate incorporated in, or a national of, a country which shares a land border with India In terms of the provisions of Section 23 (1)(b), Section 62(1)(c) of the Companies Act, 2013 as amended including rules notified thereunder ("Act"), Regulation 160(b) of Chapter V of ICDR Regulations, the proposed issue and Convertible Warrants as per resolution set out at Item nos. 8 requires prior approval of the Members of the Company by way of a Special Resolution.

The Board believes that the proposed issue of Convertible Warrants is in the best interest of the Company and its Members and therefore, recommends the resolutions set out at Item No. 8 to the Members for their approval as Special Resolutions.

As required by Section 102(3) of the Companies Act, 2013, the documents with regard to the preferential issue shall be available for inspection at the Registered Office of the Company during business hours from 10:00 A.M. to 5:00 P.M on all working days.

None of the Directors / Key Managerial Personnel(s) of the Company or their relatives are concerned or interested, financially or otherwise, in the resolutions set out at Item No. 8, except to the extent of their shareholding interest, if any, in the Company.

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

Name	Mr. A. K. Sharma	Mr. H.C. Gupta	Mrs. Payal Sanghavi	Mrs. Deepa Rai
Age	66	72	34	35
Date of appointment	10.08.2022	08.08.2024	10.08.2022	10.08.2022
Qualification and experience	M.A. & Law Graduate with 33 years of Experience in the field of Administration.	Commerce Graduate, Company Secretary. He is fellow member of Institute of Company Secretaries of India. He possesses over Thirty - Nine years' experience in various capacities including as Director	Commerce Graduate, Chartered Accountant. She is a member of Institute of Chartered Accountants of India. She possesses over Ten years' experience in various capacities including as Director	Commerce Graduate, Chartered Accountant. She is a member of Institute of Chartered Accountants of India. She possesses over Seven years' experience years' experience in Treasury, Accounts, Finance and Taxation.
Chairman/ member of Audit Committee	Nil	Nil	Yes	Nil
Chairman/ Member of Stakeholder relationship committee	Nil	Nil	Yes	Nil
Chairman/mem ber of nomination and remuneration committee	Nil	Nil	Yes	Yes
Shares held in the company	Nil	Nil	Nil	Nil
Relationship with other directors	Nil	Nil	Nil	Nil

By Order of Board of Directors
For ATV PROJECTS INDIA LTD

Date:19.07.2025
Place: Mumbai

Sarada Patro
Company Secretary

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