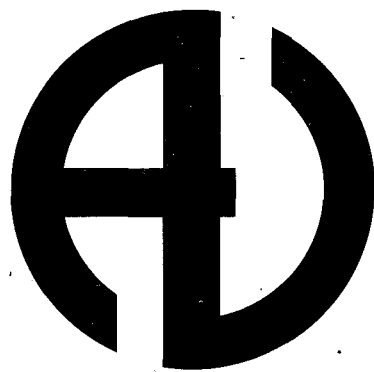


**Annual
Report
2008-2009**



ATV PROJECTS INDIA LIMITED



BOARD OF DIRECTORS

Mr. M.V. Chaturvedi	<i>Chairman</i>
Mr. V. Narayan	<i>Wholetime Director</i>
Ms. Manju Jain	<i>Nominee Director, IFCI</i>
Mr. S.P. Banerjee	<i>Non-Executive Independent Director</i>
Mr. K. S. Nalwaya	<i>Non-Executive Independent Director</i>
Mr. S. K. Gupta	<i>Non-Executive Independent Director</i>
Mr. H. C. Gupta	<i>Director & 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 Dyanamic India Pvt. Ltd.

w.e.f. 01.07.2003

Address 17/B, Dena Bank Building,
2nd Floor, Horniman Circle, Fort,
Mumbai - 400 001.

REGISTERED OFFICE

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

WORKS

- I. Delhi - Agra Bypass, Post Krishnanagar,
Mathura - 281 001.
- II. D-8, MIDC, Street No.16, Marol,
Andheri (East), Mumbai-400 093.
- III. Nagothane, Dist. Raigad, Maharashtra.

INVESTORS SERVICES 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 Second Annual General Meeting of the Members of **ATV PROJECTS INDIA LIMITED** will be held on Friday the 25th Day of September, 2009 at Tejpal Auditorium, August Kranti Marg, Gowalia Tank, Mumbai 400 007 at 11.00 a.m. to transact the following business namely:

ORDINARY BUSINESS.

1. To receive, consider and adopt the 22nd Annual Report of the Directors, Balance sheet as at March 31st, 2009, the Profit and Loss Account for the Financial Period Ended March 31st, 2009 and the Report of the Auditors thereon.
2. To appoint a Director in place of Mr. H.C. Gupta, who retires by rotation and being eligible, offers himself for re-election.
3. To appoint a Director in place of Mr. S.K. Gupta, who retires by rotation and being eligible, offers himself for re-election.
4. To appoint Auditor to hold office from the conclusion of the Twenty Second 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 Resolution**.

"RESOLVED THAT pursuant to the provisions of Section 198, 269, 309, 314 and other applicable provisions, if any, of the Companies Act, 1956 and the laws from time to time and/ or guidelines for Managerial Remuneration issued by the Central Government from time to time, the consent of the Company be and is hereby accorded to the appointment of and payment of Remuneration to Mr. V. Narayan and to holding and continuing to hold office or place of profit under the Company for a period of one year with effect from 1st February 2009 upto and subject to terms and conditions contained in an agreement entered into between the Company and Mr. V. Narayan, a copy whereof is place before the meeting and initiated by the Chairman for the purpose of identification.

RESOLVED FURHTER that the Board of Directors be and is hereby authorised to vary the terms and conditions of the appointment including remuneration of Mr. V. Narayan, 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 amendments 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 terms of office of Mr. V. Narayan as a Whole Time Director, the aforesaid salary and all other remuneration, benefits and amenities as set out in the aforesaid Agreement be paid to Mr. V. Narayan as minimum remuneration, notwithstanding the same shall be excess of the percentage limitations laid down in Section 309(3) and Section (1) of the Companies Act, 1956.

RESOLVED LASTLY THAT the Board of Directors be and is hereby authorised to do all such acts, deeds, matters and things as may be consider necessary 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 Resolution**

"RESOLVED THAT pursuant to the provisions of Section 314 1(B) of the Companies Act, 1956 and other applicable provisions, if any, of the Companies Act, 1956, the consent of the Company be and is hereby accorded to the appointment of Mr. Rajan Chaturvedi as an Officer on Special Duty at total remuneration of Rs. 45,000 p.m. and subject to such terms and conditions contained in an appointment letter.

RESOLVED FURHTER that the Board of Directors be and is hereby authorised to vary the terms and conditions of the appointment including 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
Director & Secretary

Place: Mumbai
Dated: 22nd July, 2009.

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 is annexed hereto.
2. A MEMBER ENTITLED TO ATTEND VOTE AND IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE ON POLL INSTEAD OF HIMSELF/ HERESSELF 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 18th Day of September, 2009 to 25th Day, 2009 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 15th Day of September, 2009 which will enable the Company to furnish the replies at the Annual General Meeting.
6. Members are requested to bring their copy of the Annual Report along with them to 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.



Disclosures pursuant to Clause 49 of the Listing Agreement with regard to the Directors seeking reappointment at the forthcoming Annual General Meeting

Name of the Director	Brief Resume & Nature of expertise in the functional area	Listing of other Directorship & Committee membership
Mr. V. Narayan	M.A.(Stats.) with first class degree from the University of Mumbai, member of Mumbai Management Association, president of the Indian Institution of Industrial Engineering.. He has over 50 years of experience as in managerial capacity including that of Director / consultant / Advisor in reputed manufacturing industries of engineering, chemical, pharmaceutical, and sugar.	He is not a Director in any other company He is not a member of the shareholders grievance committee of the company.

ANNEXURE TO NOTICE:

Statement of Material Facts pursuant to Section 173(2) of the Companies Act, 1956 annexed to the Notice dated 22nd July, 2009

Item No. 5

By a resolution passed on 15th January, 2009, the Board has appointed Mr. V. Narayan as a Wholetime Director of the Company, subject to the approval of the Members in General Meeting, for a period of one year with effect from 1st February 2009. He has served the Company previously in various positions including that as a Wholetime Director. The Board considers that in view of his knowledge & experience, the appointment of Mr. V. Narayan is in the best interest of the Company.

The essential terms and conditions of Mr. V. Narayan's appointment, as stated in the Agreement entered into by the Company with Mr. V. Narayan, are as under:

1. Mr. V. Narayan will carry out such functions, exercise such powers and carry out such duties as may be entrusted to him from time to time.
2. Period of Agreement: One year with effect from 1st February 2009.
3. Remuneration: The remuneration payable to the Wholetime Director will be determined by the Board of Directors of the Company in the exercise of its absolute discretion within the overall limits prescribed under Sections 198, 309 and Schedule XIII of the Companies Act, 1956.

Salary: Rs. 25000/- per month

The above remuneration will be paid and allowed as minimum remuneration for any year even in the event of loss or inadequacy of profit.

OTHER TERMS:

1. The terms and conditions of the appointment and /or remuneration may be varied or increased from time to time in such a manner as the Board of Directors in the exercise of its absolute discretion considers appropriate provided however, that the terms of such appointment and / or remuneration are subject to the limits set out in Schedule XIII of the Companies

Act, 1956 or any amendments thereto as may be made from time to time.

2. The Agreement is terminable on three month's notice on either side.
3. The Wholetime Director shall not directly or indirectly engage himself in any other business or occupation or employment whatsoever.
4. The Wholetime Director shall not be entitled to supplement his earnings under the Agreement with any buying or selling commission. He shall not also become interested or otherwise concerned directly or through his wife and / or minor children in any selling agency of the Company, without the prior approval of the Central Government.
5. If and when the Wholetime Director is required to entertain for the purpose of the Company's business, the Company shall reimburse all actual expenses incurred by him for such entertainment.
6. The Wholetime Director shall be entitled to all leave benefits as are applicable under the Company's rules to the Executive Director and in force time to time.
7. The Wholetime Director shall observe the secrecy obligation in regard to the business affairs of the Company.

In Compliance with the provisions of Schedule XIII of the Companies Act, 1956, the aforesaid appointment and remuneration payable to the Wholetime Director is being placed before the Members in the General Meeting. The Board of Directors recommends the same for your approval.

The above statements may be regarded as an abstract of the terms of appointment and memorandum of interest pursuant to section 302 of the companies Act, 1956.

Save and except Mr. V. Narayan, no other Director of the Company is in anyway concerned or interested in this item of business.

Item No. 6

By a resolution passed on 22nd July, 2009, the Board has appointed Mr. Rajan Chaturvedi as an Officer on Special Duty at Mathura Plant, subject to the approval of the Members in General Meeting. He is B.B.B. from U.K. The Board considers that in view of his knowledge & experience, the appointment of Mr. Rajan Chaturvedi 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 under Section 314 (1B) of the Company Companies Act, 1956.

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

By order of the Board of Directors

Place: Mumbai
Dated: 22nd July, 2009.

H. C. GUPTA
Director & Secretary

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



DIRECTOR'S REPORT TO THE MEMBERS

Your Directors are pleased to present the Twenty Second Annual Report together with the Audited Statement of Accounts for the period ended 31st March 2009.

1. FINANCIAL RESULTS :

	(Rs. in Lacs)	
	Period ended	Year ended
	31/03/2009	30/06/2008
	(9 months)	(12 months)
Income	<u>1,481.59</u>	<u>1,953.97</u>
Profit before Interest, Depreciation & Tax	<u>376.86</u>	<u>314.32</u>
Less : Interest	-----	(1,518.76)
Less : Depreciation	<u>(126.83)</u>	<u>(187.77)</u>
Profit / (Loss) before Tax	<u>250.03</u>	<u>(1,392.21)</u>
Provision for fringe benefit tax	<u>0.33</u>	<u>0.39</u>
Profit / (Loss) after tax	<u>249.70</u>	<u>(1392.60)</u>
Add : Loss carried From previous year	<u>42,218.95</u>	<u>40,826.35</u>
Total Loss carried to Balance Sheet	<u>41,969.25</u>	<u>42,218.95</u>

2. SHARE CAPITAL

The Authorised Share Capital of the company as on 31st March 2009 is Rs. 75 crores dividend 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 52555700 Equity shares of Rs. 10/- each fully paid up. During the year under review the authorised and issued subscribed & paid up capital remained unchanged.

3. DIVIDEND

Your Directors place on record their deep sense of concern that due to huge 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 Plants. 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 throughout the period. As regards TPE plant, sufficient care was taken to ensure that the plant is maintained to prevent deterioration due to its non-use.

Members are aware that the earlier OTS proposal of our company for Rs.72 crores to the Secured Lenders has already been approved by them in the joint meeting held on 13th January, 2007 therefore, in compliance to the OTS offer, our company has deposited up-front amount of Rs. 7.20 Crores (being 10% of the OTS) with IDBI (O.A.). Subsequently on demand of lenders the company has increased the OTS offer to Rs. 82 Crores. Hon'ble AAIFR vide its order dated 13th February, 2008 has directed all the secured lenders to accept the offer of Rs. 82 crores on behalf of all the lenders and directed the company to make the balance payment within two months as well as directed the company to file its DRS to BIFR for speedy rehabilitation of the company, which has already been complied. Meanwhile, Central Bank of India has challenged the aforesaid order of AAIFR before the Delhi High Court. Company has also challenged the order of AAIFR before Delhi High Court to the extent of payment schedule. As per the OTS settlement terms, company has received approx 72% formal sanction letters from secured lenders and awaiting the balance to come.

5. MANAGEMENT:

Mr. V. Narayan was reappointed as the Whole-Time Director of the company for a period of one year with effect from 1st February 2009 subject to the approval of the Shareholders. The resolution pertaining to the reappointment of Mr. V. Narayan as Whole-Time Director and the remuneration payable to him is set out at item No. 5 of the Notice and the relevant explanatory statement.

6. DIRECTORS:

- 6.1.1 Mr. H.C. Gupta, will retire by rotation at the forthcoming Annual General Meeting of the Company and being eligible, offers himself for reappointment.
- 6.1.2 Mr. S.K. Gupta 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 have 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 sincerely thank all the employees and officers for the 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 ten 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 31st March 2009 total 29.42 % of the equity share of the company has been dematerialized.

12. LISTING OF OUR SHARES AT BSE

The company is in the process to comply with the formalities of BSE with regards to its Equity shares to be re-listed again at Bombay Stock Exchange. In response to, company has received a letter from BSE wherein the committee has given their approval for re-listing of our shares subject to compliance of the certain formalities, which we are hopeful will be complied in near future. Hence, we are hopeful that our shares be listed & traded at BSE very soon.

13. PARTICULARS OF EMPLOYEES

There are no employees 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 them selves 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: 22nd July, 2009

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 7 Directors. 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. V. Narayan	Whole Time Director	NIL	NIL
Ms. Manju Jain	Nominee Director (IFCI)	1	NIL
Mr. H. C. Gupta	Director & Secretary	NIL	NIL
Mr. K. S. Nalwaya	Non-Executive Independent Director	NIL	NIL
Mr. S. K. Gupta	Non-Executive Independent Director	1	NIL

2.2 Meetings and Attendance

The Company's Corporate Governance policy requires the Board to meet at least four times in a year. Since Company's financial year consist of nine months only, therefore during this financial period three meetings of the Board were held on 23rd July, 2008, 18th October, 2008 & 15th Jan 2009.

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	3	Present
Mr. S.P. Banerjee	3	Present
Mr. V. Narayan	3	Present
Ms. Manju Jain	3	Absent
Mr. H. C. Gupta	3	Present
Mr. S. K. Gupta	1	Present
Mr. K. S. Nalwaya	2	Present

Information placed before the Board of Directors and Executive Committee.

Interalia following information 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. Three Audit Committee meetings were held during the period 2008-2009 on 23rd July, 2008, 18th October, 2008 & 15th Jan 2009.

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

Name of Director	No. of Meetings attended
Mr. S.P. Banerjee	3
Mr. M V Chaturvedi	3
Mr. K. S. Nalwaya	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 consisted of three Directors: Mr. M. V. Chaturvedi (Chairman), Mr. S. P. Banerjee (Member) and S. K. Gupta (Member).

There were three meetings of the Shareholders grievance committee held during the financial year from 1st July, 2008 to 31st March, 2009. The committee considered the status of the entire process of Transfer, transmission and dematerialization of shares. It also examined the pending Investors complaints and directed the compliance officer to take effective steps to resolve the entire complaints.

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:

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 2007-2008 are as follows:

Directors	Sitting Fees	Salary & Perks	Total
Mr. M V Chaturvedi	1,500	----	1,500
Mr. S.P. Banerjee	1,500	----	1,500
Ms. Manju Jain (Nominee, IFCI)	1,500	----	1,500
Mr. V. Narayan	-----	2,25,000	2,25,000
Mr. H. C. Gupta	-----	3,95,836	3,95,836
Mr. S. K. Gupta	500	-----	500
Mr. K. S. Nalwaya	1,000	-----	1,000



5. Details of previous Three Annual General Meetings

Year	Location	Date	Time
2005-06	Tejpal Auditorium, August Kranti Marg, Gowalia Tank, Mumbai- 400007	22/09/2006	11.00 a.m.
2006-07	Tejpal Auditorium, August Kranti Marg, Gowalia Tank, Mumbai- 400007	18/12/2007	11.00 a.m.
2007-08	Tejpal Auditorium, August Kranti Marg, Gowalia Tank, Mumbai- 400007	16/12/2008	11.00 a.m.

The Special Resolution as set out in the respective notices were passed by the shareholders. No other Extra Ordinary Meeting of the members was held during the year.

6. 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 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 which was suspended due to non-payment of listing fees, now we have paid the listing fees and in way we have already taken effective steps for the relisting and trading of the company's scrips of the Bombay Stock Exchange. Company has received revocation of suspension letter from Bombay Stock Exchange dated 2nd March, 2009.

7. 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 encourages 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.

8. Means of Communication

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

9. General Shareholder Information:

1. Financial Calender (tentative)	
Financial reporting for the Quarter ended 30.06.2009	End of July 2009.
Financial reporting for the Quarter ended 30.09.2009.	End of October 2009.
Financial reporting for the Quarter ended 31.12.2009.	End of January, 2010.
Financial reporting for the Quarter ended 31.03.2010	End of April, 2010
2. Annual General Meeting (Date, Time, Place)	25 th September 2009 11.00 A.M. Tejpal Auditorium August Kranti marg, Gowalia Tank, Mumbai 400007
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 Certificates, dividends and change of address)	The Company has appointed Sharex India Pvt. Ltd. w.e.f. 1 st July 2003 as a registrar & transfer agents. Address 17/B, Dena Bank Building, 2 nd Floor, Horniman Circle, Fort, Mumbai 400 001 Phone No : 22702485 22641376
5. Stock Code:	BSE Code 28 DSE Code 005795 ASE Code 06330
6. Book Closure Date:	18/9/2009 To 25/9/2009
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
(a) Complaints received from Shareholders	21 21

10. Market Price Data (High / Low during each month in the last Financial) There was no quotation due to suspension of trading at BSE

10. 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.

11. Distribution of Shareholdings as on 31st March 2009 :

No. of Shares	No. of Shareholders	% of Shareholders	No. of Shares held	% of Total
Up to 5000	138659	96.29	181110240	34.10
5001 to 10000	3381	2.35	26795080	4.98
10001 to 20000	1131	0.79	17236820	3.25
20001 to 30000	312	0.22	8024080	1.51
30001 to 40000	116	0.08	4175940	0.79
40001 to 50000	119	0.08	5625310	1.06
50001 to 100000	128	0.09	9022420	1.70
100001 to above	148	0.10	279184360	52.56
TOTAL	143994	100.00	531174250	100.00

12. Category of Shareholder's as on 31st March 2009

Category	No. of Shares Held	Voting Strength %
Promoter's, Relatives & Associate Companies	14368098	27.050
Mutual Funds & UTI	235077	0.443
Banks & FI's	5663462	10.662
Central / State Government	3646645	6.865
Venture Capital Fund	426	0.001
Insurance Companies	9732	0.018
Foreign Inst. Investment	503292	0.948
Bodies Corporate	2500292	4.707
Individual Holdings		
(i) upto 1 lacs	23924925	45.042
(ii) above 1 lacs	1408153	2.651
Any other	793	0.001
NRI	856530	1.613
TOTAL	53117425	100.00

13. Plant and Works Locations:

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

14. Addresses for Correspondence

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

15. Compliance Officer

H. C. Gupta
Tel: (022) 67418212
Fax: (022) 66960638

For and on behalf of the Board of Directors

Mr. M. V. Chaturvedi

Chairman

Mumbai: July 22nd, 2009

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 as on 31st March, 2009 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 6 (b) as to compliance of requirements of listing agreements and no.9 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 : 22nd July, 2009

CEO CERTIFICATION

V. Narayan, Whole Time Director and CEO of the Company hereby certify that :

We have reviewed the financial statements and the cash flow statement for the period (9 months) ended 31st March 2009 and we hereby certify to the best of our knowledge and belief.

- These statements do not contain any materially untrue or omit any material fact or contain statements that might be misleading.
- 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.
- There are, to the best of our knowledge and belief, no transactions entered into by the Company during the period ended 31st March 2009 which are fraudulent, illegal or violate the Company's code of conduct.
- 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 take the required steps to rectify these deficiencies.

We further certify that

- There have been no significant changes in internal control during the period.
- There have been no significant changes in accounting policies during the period.
- 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.

V. Narayan

Whole Time Director & CEO

Date : 22.07.2009

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 31st March 2009.

For ATV Projects India Ltd.

Mr. V. Narayan

Whole-Time Director

Date : 22.07.2009



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 31st March, 2009 and annexed Profit & Loss Account and cash flow statement of the Company for the period 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 and Profit & Loss Account dealt with by this report are in agreement with the books of accounts.
 - d. In our opinion the Balance Sheet and the Profit & Loss account subject to para 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 Directors is disqualified as on 31st March, 2009 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.2094.85 lacs, Note No.B-9 regarding Non provision of depreciation of Rs.564.86 lacs, Note No.B-11 regarding non-provision of interest of Rs.37211.62 lacs and Note No.B-19 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 31st March, 2009 and
 - (ii) In the case of the Profit & Loss Account, of the Profit for the period ended on that date.
 - (iii) In the case of the cash flow statement of the cash flows for the period ended on that date.

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

N.S.BHATT
(Proprietor)
M. No. 10149

Place : Mumbai
Dated : 22.07.2009

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 has been disposed of 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 not 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 31st March, 2009 for a period more than six months with regard to Investor Education and Protection Fund for Dividend of Rs.1.02 lacs for the year 1993-1994, Sales Tax of Rs. 73.21 lacs for the year 1995 - 1996 to 2005 - 2006, Provident Fund of Rs. 99.34 lacs for the year 1995 - 1996 to 2003 - 2004 and Income Tax TDS of Rs. 2.15 lacs for 2008-2009.
 - 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 31st March, 2009 and in the immediately preceding year ending 30.06.2008.
- 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. 15305.34 lacs and interest thereon of Rs. 6735.70 lacs, Working Capital Loans from Banks (including interest) Rs. 25815.30 lacs, Inter Corporate Deposits Rs. 869.00 lacs and Sales Tax deferment loan Rs. 182.10 lacs. The said amount is due for repayment as stated in Note No. B - 2 of Notes on Accounts. Since, the Company is a sick industrial undertaking registered with BIFR and as asked for by lenders the Company has already submitted the OTS proposal which has been accepted by them.
- 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 has 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

Place : Mumbai
Dated : 22.07.2009



BALANCE SHEET AS AT 31ST MARCH 2009

(Rs. in Lacs)

	SCHEDULE	As At 31.03.2009	As At 30.06.2008
SOURCES OF FUNDS			
Shareholders' Funds			
Share Capital	A	5,255.57	5,255.57
Reserves & Surplus	B	11,489.26	11,489.26
Loans Funds			
Secured Loans	C	47,540.40	47,540.40
Unsecured Loans	D	1,367.04	1,382.04
TOTAL		65,652.27	65,667.27
APPLICATION OF FUNDS			
Fixed Assets			
Gross Block	E	39,696.92	39,692.98
Less : Depreciation		16,699.74	16,572.90
		22,997.18	23,120.08
Capital Work -in-progress		—	—
Net Block		22,997.18	23,120.08
Current Assets, Loans & Advances :			
Current Assets			
Inventories	F	685.58	635.46
Debtors		3,001.00	3,199.02
Cash & Bank Balances		129.15	159.05
		3,815.73	3,993.53
Loans & Advances			
	G	693.63	509.86
		4,509.36	4,503.39
Less : Current Liabilities & Provisions	H	3,823.52	4,175.15
Net Current Assets		685.84	328.24
Profit & Loss Account			
		41,969.25	42,218.95
TOTAL		65,652.27	65,667.27
NOTES TO ACCOUNTS			
	N		

In terms of our report of even date

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

N.S. BHATT
(Proprietor)

Place : Mumbai
Dated : 22nd July, 2009

H. C. GUPTA
Director & Secretary

For and on behalf of the Board of Directors

M. V. CHATURVEDI

V. NARAYAN

Chairman
Wholetime Director

PROFIT & LOSS ACCOUNT FOR THE PERIOD ENDED 31ST MARCH, 2009

		(Rs. IN LACS)	
SCHEDULE	PERIOD ENDED 31.03.2009 (9 MONTHS)	PERIOD ENDED 30.06.2008 (12 MONTHS)	
INCOME			
SALES	I	1,087.06	1,801.01
LESS : EXCISE DUTY PAID		<u>(91.83)</u>	<u>(234.00)</u>
		995.23	1,567.01
OTHER INCOME	J	486.36	386.96
TOTAL		<u><u>1,481.59</u></u>	<u><u>1,953.97</u></u>
EXPENDITURE			
MATERIALS	K	664.75	1,108.71
MANUFACTURING, ADMINISTRATION & OTHER EXPENSES	L	439.98	530.94
INTEREST		—	1,518.76
DEPRECIATION		<u>126.83</u>	<u>187.77</u>
TOTAL		<u><u>1,231.56</u></u>	<u><u>3,346.18</u></u>
PROFIT / (LOSS) BEFORE TAXATION		250.03	(1,392.21)
PROVISION FOR THE FRINGE BENEFIT TAX		<u>0.33</u>	<u>0.39</u>
PROFIT FOR THE PERIOD		<u>249.70</u>	<u>(1,392.60)</u>
BALANCE (LOSS) AS PER LAST BALANCE SHEET		<u>(42,218.95)</u>	<u>(40,826.35)</u>
BALANCE (LOSS) CARRIED TO BALANCE SHEET		<u><u>(41,969.25)</u></u>	<u><u>(42,218.95)</u></u>
BASIC AND DILUTED EARNINGS PER SHARE RS.		0.47	(2.63)

NOTES TO ACCOUNTS

M

In terms of our report of even date

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

N.S. BHATT
(Proprietor)

For and on behalf of the Board of Directors

M. V. CHATURVEDI

V. NARAYAN

Chairman

Wholetime Director

Place : Mumbai

Dated : 22nd July, 2009

H. C. GUPTA

Director & Secretary

SCHEDULES ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31ST MARCH, 2009.

(Rs. in Lacs)				(Rs. in Lacs)			
As At 31.03.2009		As At 30-6-2008		As at 31-03-2009		As At 30-06-2008	
(9 Months)		(12 Months)		(9 Months)		(12 Months)	
SCHEDULE A :- SHARE CAPITAL				SCHEDULE C :- SECURED LOANS			
Authorised				Non - Convertible Secured Debentures			
7,50,00,000 Equity Shares of				5,899.33			
Rs. 10/- each				5,899.33			
7,500.00		7,500.00		Loans from Financial Institutions / Banks			
7,500.00		7,500.00		9,087.87			
Issued, Subscribed				Loans from Non - Banking Financial Companies			
5,31,17,425 Equity Shares of				735.76			
Rs. 10/- each				735.76			
5,311.74		5,311.74		Working Capital Finance from Banks			
5,311.74		5,311.74		25,815.30			
Less : Call - in - Arrears				Sales Tax Deferment Loan			
56.17		56.17		182.10			
56.17		56.17		Interest Accrued and due			
56.17		56.17		6,540.04			
56.17		56.17		6,540.04			
TOTAL		5,255.57		OTS Payment to O.A.			
5,255.57		5,255.57		(720.00)			
5,255.57		5,255.57		(720.00)			
5,255.57		5,255.57		TOTAL			
5,255.57		5,255.57		47,540.40			
5,255.57		5,255.57		47,540.40			
SCHEDULE B :- RESERVES & SURPLUS				SCHEDULE D :- UNSECURED LOANS			
1) Capital Investment Subsidy				From Financial Institutions / Banks			
27.00				302.38			
27.00				302.38			
2) Share Premium Account				Inter Corporate Deposits			
As per last Balance Sheet				869.00			
10,266.79				869.00			
10,266.79				869.00			
Less : Call in Arrears				Interest accrued & due			
140.36				195.66			
140.36				195.66			
10,126.43		10,126.43		TOTAL			
10,126.43		10,126.43		1,367.04			
10,126.43		10,126.43		1,367.04			
10,126.43		10,126.43		1,367.04			
3) Debenture Redemption Reserve				1,367.04			
1,290.00				1,367.04			
1,290.00				1,367.04			
4) Investment Allowance Reserve				1,382.04			
As per last Balance Sheet				1,382.04			
45.83				1,382.04			
45.83				1,382.04			
TOTAL		11,489.26		TOTAL			
11,489.26		11,489.26		1,367.04			
11,489.26		11,489.26		1,367.04			
11,489.26		11,489.26		1,367.04			

SCHEDULE E :- FIXED ASSETS

(Rs. in Lacs)

Sr. No.	Assets	Gross Block (Cost /Valuation)			Depreciation			Net Block	
		Cost/Valuation As At 1.7.2008	Additions	Deductions	Cost/Valuation As At 31.3.2009	Depreciation upto 30.06.2008	Depreciation upto For the Period 31.3.2009	Net Block As At 31.3.2009	Net Block As At 30.6.2008
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	2,231.74	26.07	2,257.81	2,148.71
4	Plant & Machinery	33,183.59	1.64	—	33,185.23	13,234.03	95.26	13,329.29	19,949.56
5	Electrical Installation	1,341.02	—	—	1,341.02	643.16	2.21	645.37	697.86
6	Furniture & Fixtures	194.33	—	—	194.33	170.99	1.55	172.54	23.34
7	Computers	64.12	0.98	—	65.10	61.35	0.57	61.92	2.77
8	Office Equipments	84.94	1.32	—	86.26	65.54	0.77	66.31	19.40
9	Vehicles	186.69	—	—	186.69	165.47	0.40	165.87	21.22
10	Patterns	0.62	—	—	0.62	0.62	—	0.62	—
11	Temple Utensils	0.24	—	—	0.24	—	—	0.24	0.24
Total		39,692.98	3.94	—	39,696.92	16,572.90	126.83	16,699.73	23,120.08
Previous year.		39,678.89	14.09	—	39,692.98	16,385.13	187.77	16,572.90	23,120.08



SCHEDULES FORMING PART OF BALANCE SHEET AS ON 31ST MARCH 2009

	(Rs. in Lacs)		(Rs. in Lacs)	
	As At 31.3.2009 (9 Months)	As At 30.06.2008 (12 Months)	Period ended 31.03.2009 (9 Months)	Year ended 30.06.2008 (12 Months)
SCHEDULE F :- CURRENT ASSETS				
Inventories (as taken, valued and certified by management)				
Raw Materials	466.44	484.24		
Work - in - Progress	181.97	101.84		
Spares & Stores	37.17	49.38		
	<u>685.58</u>	<u>635.46</u>		
Sundry Debtors (unsecured, considered good - unless stated otherwise)				
Debts outstanding for more than six months				
Considered good	336.56	329.69		
Considered Doubtful	2,094.85	2,094.85		
Other Debts	569.59	774.48		
	<u>3,001.00</u>	<u>3,199.02</u>		
Cash & Bank Balance				
Cash - in - Hand	1.68	3.11		
With Scheduled Banks :				
In Current Accounts	19.12	50.72		
In Margin / Fixed Deposit Account	108.35	105.22		
TOTAL	<u>129.15</u>	<u>159.05</u>		
SCHEDULE G :- LOANS & ADVANCES				
(Unsecured, considered good)				
Advances recoverable in cash or in kind or for value to be received	484.34	303.86		
Other Deposits	186.44	183.93		
Tax Deducted at Source Receivable	22.85	22.07		
TOTAL	<u>693.63</u>	<u>509.86</u>		
SCHEDULE H :- CURRENT LIABILITIES & PROVISIONS				
Current Liabilities				
Sundry Creditors	3,608.62	3,966.72		
Advance from customers	106.84	106.84		
Other Liabilities	107.63	101.11		
PROVISION				
Provision for Fringe Benefit Tax	0.43	0.48		
TOTAL	<u>3,823.52</u>	<u>4,175.15</u>		
SCHEDULE I :- SALES				
Engineering Goods & Project Supplies	1,087.06	1,801.01		
TOTAL	<u>1,087.06</u>	<u>1,801.01</u>		
SCHEDULE J :- OTHER INCOME				
Interest received (Including TDS of Rs. 0.05 lacs)(0.23 lacs)	0.30		2.63	
Rent receipt (Including TDS of Rs. NIL (7.67 lacs))	203.41		202.18	
Miscellaneous Income	282.65		182.15	
TOTAL	<u>486.36</u>		<u>386.96</u>	
SCHEDULE K :- MATERIALS				
Material Consumed / Sold:				
Opening Stock	484.24	644.28		
Add: Purchases	727.08	932.88		
Less: Closing Stock	(466.44)	(484.24)		
	<u>744.88</u>	<u>1,092.92</u>		
(Increase) / Decrease in finished & Semi finished stock:				
Opening Stock	101.84	117.63		
Less : Closing Stock	181.97	101.84		
	<u>(80.13)</u>	<u>15.79</u>		
TOTAL	<u>664.75</u>	<u>1,108.71</u>		
SCHEDULE L :- MANUFACTURING & OTHER EXPENSES				
Payment to Employee :				
Salaries, Wages and Bonus	51.22	64.11		
Contribution to Provident Fund	0.97	1.21		
Staff Welfare Expenses	1.07	1.69		
	<u>53.26</u>	<u>67.01</u>		
Labour Charges	170.31	197.94		
Directors Sitting Fees	0.06	0.07		
Power & Fuel	35.23	45.68		
Rent	14.17	8.47		
Rates & Taxes	1.57	2.86		
Freight Outward	1.15	0.09		
Repairs & Maintenance				
Machinery	7.18	10.21		
Building	15.07	5.79		
Others	8.25	12.31		
Travelling Expenses	40.85	40.68		
Legal & Professional Charges	45.49	57.33		
Bank Charges & Commission	0.71	1.39		
Telephone Expenses	3.13	3.91		
Misc. Expenses	43.55	77.20		
TOTAL	<u>439.98</u>	<u>530.94</u>		



SCHEDULE ANNEXED TO AND FORMING PART OF THE BALANCE SHEET AS AT 31st MARCH, 2009 AND PROFIT & LOSS ACCOUNT FOR THE PERIOD 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 30th 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-9 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-11 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 accounts by way of notes specifying the nature 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 2nd 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) which has now been assigned to Punit Computer Pvt. Ltd., is secured by an exclusive mortgage of the housing colony for 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 Andheri, Mumbai as well as hypothecation of present and future inventories, receivables and



- f) 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 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.2094.85 (2094.85) lacs which is considered as doubtful of recovery by the management. These amounts have not been provided in the accounts for the period. 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 as per the provision of section 205 c of the Companies Act 1956, 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. In terms of the provisions of 115 WA of I.T. Act, the fringe benefit tax is provided in the accounts towards the specified fringe benefits paid / provided to the employees.
 8. 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.
 9. As TPE Plant of the Company has not operated during the period, no depreciation on it has been provided. Had the depreciation been provided losses would have increased by Rs.564.86 lacs (Rs.845.88 lacs) with corresponding decrease in the Net block of Fixed Assets.
- | | (Rs.in Lacs) | (Rs.in Lacs) |
|------------------------------------|--------------------|--------------------|
| 10. Directors' Remuneration | 2008 - 2009 | 2007 -2008 |
| | (9 Months) | (12 Months) |
| Salaries | 6.21 | 6.07 |
11. Since the company is a Sick Industrial Unit and has submitted its OTS proposal of Rs.72 crores to the Secured Lenders which has already been approved by them in the joint meeting held on 13th January, 2007 and subsequently on the demand of lenders the company has increased the OTS amount to Rs. 82 Crores. Hon'ble AAIFR vide its order dated 13th February, 2008 has directed all the secured lenders to accept the same and directed the company to make the balance payment within two months, which has been challenged by the company before Delhi High Court and further directed the company to file its DRS to BIFR for speedy rehabilitation of the company, which has already been complied. As per the OTS settlement terms, company has deposited up-front amount with IDBI (O.A.) and awaiting their formal sanction (LOI) from the Lenders. No provision has been made for interest of Rs. 37211.62 lacs (Rs. 39192.18 lacs) payable to Banks, Financial Institutions, NCD holders and other Corporate Bodies.
 12. In view of the accumulated losses no amount has been transferred to Debenture Redemption Reserve during the year.
 13. 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.
 14. The Company has received permission vide letter dated 23rd April, 2009 No. 46/124/2009-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 31.03.2009. Therefore, the Company has not given the disclosure of quantitative information pursuant to schedule II of part VI of the Companies Act, 1956.
 15. 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.
 16. During the year the company has deposited certain provident fund dues for the current year and earlier years and the total amount due is Rs.99.34 lacs (109.34 lacs) as on 31st March, 2009. As against the amount due, the Provident Fund Commissioner has attached certain properties of the Company. The company has given proposal to Provident fund commissioner for payment by certain installments and the company is awaiting the favorable reply.
 17. Contingent liabilities not provided for in the Accounts as on 31st March, 2009:
 - a) Guarantees given by the Banks against performance guarantee as on 31st March, 2009 and other contractual obligations of the Company as on 31st March, 2009 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-11 herein above and as certified by the Management, including matters under litigation as on 31st March, 2009 are for Rs.2274.18 lacs (Rs. 2296.18 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.
 18. During the year the company has settled with a NBFC under the one time settlement scheme and the difference between the liabilities as per accounts and the amount settled with the parties, Rs. 282.23 lacs has been transferred to the other income in Profit & Loss Account.
 19. 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.
 20. Expenses incurred by the Company in Foreign Exchange include Rs.7.43 lacs (Rs. 3.02 lacs) on foreign traveling.
 21. The Professional charges include the payment to Auditors being Audit fees (including service tax) of Rs. 3.37 lacs (4.49 lacs).



23. Related Party Disclosures:

Related parties and nature of relationship where control exists

a) Key Managerial Personnel and Relatives

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

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

	<u>31/03/2009</u>	<u>30/06/2008</u>
	<u>Rs. in Lacs</u>	<u>Rs. in Lacs</u>
Remuneration / Sitting Fees	6.23	6.10
Rent paid for Residential place	2.70	3.60
Outstanding remuneration payable	1.90	2.15

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

	<u>31/03/2009</u>	<u>30/06/2008</u>
	(Rs. In Lacs)	
Net Profit / (loss) for the year	249.70	(1392.60)
Weighted average number of equity shares of Rs. 10/- each (Nos.)	53117425	53117425
Basic and Diluted earning per share (Rs.)	0.47	(2.63)

24. 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.

25. The company has changed its financial year from 30th June to 31st March as a result of the same the figures of previous years are of twelve months and current year are of nine months. The figures of previous year have been regrouped, / rearranged wherever necessary to make them comparable.

26. 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 st March 2009	

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
	6565227	6565227
Sources of funds	Paid up Capital	Reserves & Surplus
	525557	1148926
	Secured Loans	Unsecured Loans
	4754040	136704

Application of Funds :

	Net Fixed Assets	Investment
	2299718	NIL
	Net Current Assets	Miscellaneous Expenditure
	68584	NIL
	Accumulated Losses	
	4196925	

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

	Turnover	Total Expenditure
	99523	123156
	Other Income	
	48636	
	Profit / Loss Before Tax	Profit / loss After Tax
	Profit 25003	Profit 24970
	Earning Per Share in Rs.	Dividend rate (%)
	0.47	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)

Place : Mumbai
Dated : 22/07/2009

H. C. GUPTA
Director & Secretary

For and on behalf of the Board of Directors

M. V. CHATURVEDI
V. NARAYAN

Chairman
Wholetime Director



CASH FLOW STATEMENT FOR THE PERIOD ENDED 31ST MARCH, 2009

Rs. in Lacs

	Period Ended 31.03.2009 (9 Months)		Year Ended 30.06.2008 (12 Months)
A) Cash Flow from operating activities			
Net profit after tax, Interest and Depreciation before Extra ordinary Items.		250.03	-1392.21
Adjustment for			
Depreciation	126.83		187.77
Interest	0		1,518.76
Rent Receipt	203.41		202.18
Interest / divided received	0.30		2.63
Fringe Benefit Tax	0.33		0.39
		<u>330.87</u>	<u>1911.73</u>
		<u>580.90</u>	<u>519.52</u>
Operating profit before working capital changes			
Ajustments for :			
Trade and other receivable	14.25		245.14
Inventories	-50.12		182.01
Trade Payables	-351.95		471.46
		<u>-387.82</u>	<u>44.31</u>
Net Cash from operating activities		<u>193.08</u>	<u>990.98</u>
B) Cash flow from investing activities			
Purchase of Fixed Assets		-3.94	-14.09
Rent Receipts		-203.41	-202.18
Interest received		-0.30	-2.63
Fringe Benefit Tax		-0.33	-0.39
Net cash used in investing activities		<u>-207.98</u>	<u>-219.29</u>
C) Cash flow from financing activities			
Increase in Loans (Excluding increase due to unpaid interest)			
Repayment of loan		-15.00	-830.00
Net cash from financing activities		<u>-15.00</u>	<u>-830.00</u>
Net Decrease in cash & cash equivalents (A+B+C)		<u>-29.90</u>	<u>-58.31</u>
Opening balance of cash & cash equivalents		159.05	217.36
Closing balance of cash & cash equivalents		<u>129.15</u>	<u>159.05</u>
Net Increase / (Decrease) in cash & cash equivalents		<u>-29.90</u>	<u>-58.31</u>

As Per Our Report Of Even Date

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

N.S. BHATT
(Proprietor)

For and on behalf of the Board of Directors

M. V. CHATURVEDI

V. NARAYAN

Chairman

Wholetime Director

Place : Mumbai
Dated : 22nd July, 2009

H. C. GUPTA
Director & Secretary