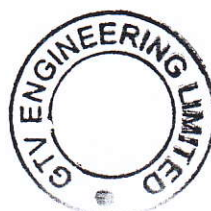


QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

NAME: GTV ENGINEERING LIMITED

QUARTER ENDING ON: 31st March, 2015

PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS YES/NO/NA	REMARKS
I. BOARD OF DIRECTORS			
	49 (II)		
(A) Composition of Board	49 (IIA)	Yes	Total strength of the Board:6 No. of Independent Directors:3 No. of Non- Independent Directors: 3
(B) Independent Directors	49 (IIB)	Yes	Total no. of Independent Directors : 3
(C) Non-Executive Director's compensation and disclosures	49 (IIC)	Yes	Only entitled for sitting fees
(D) Other provisions as to Board and Committees	49 (IID)	Yes	--
(E) Code of Conduct	49 (IIE)	Yes	Code of Conduct is posted on the website of the company and a declaration of compliance is obtained from the Board members and senior management on annual basis which will be published in the annual report of 14-15
(F) Whistle Blower Policy	49 (IIF)	Yes	Whistle Blower Policy is posted on the website of the Company
II. AUDIT COMMITTEE			
	49 (III)		
(A) Qualified and Independent Audit Committee	49 (IIIA)	Yes	All the members of the Audit Committee are financially literate
(B) Meeting of Audit Committee	49 (IIIB)	Yes	Committee met every quarter to approve the accounts
(C) Powers of Audit Committee	49 (IIIC)	Yes	--
(D) Role of Audit Committee	49 (IIID)	Yes	--
(E) Review of information by Audit Committee	49 (IIIE)	Yes	--
III. NOMINATION & REMUNERATION COMMITTEE			
	49 (IV)	Yes	--
IV. SUBSIDIARY COMPANIES			
	49 (V)	N.A.	GTV Engineering Limited does not



			have any subsidiary
V. RISK MANAGEMENT	49 (VI)	Yes	--
VI. RELATED PARTY TRANSACTIONS	49 (VII)	Yes	--
VII. DISCLOSURES	49 (VIII)	Yes	--
(A) RELATED PARTY TRANSACTIONS	49 (VIII A)	Yes	--
(B) DISCLOSURE OF ACCOUNTING TREATMENT	49 (VIII B)	Yes	--
(C) REMUNERATION OF DIRECTORS	49 (VIII C)	Yes	--
(D) MANAGEMENT	49 (VIII D)	Yes	--
(E) SHAREHOLDERS	49 (VIII E)	Yes	Will be complied in the annual report 2014-15
(F) PROCEEDS FROM PUBLIC ISSUES, RIGHTS ISSUE, PREFERENTIAL ISSUES, ETC.	49 (VIII F)	N.A.	The Company has not made out any public issues, right issues and preferential issues
VIII. CEO/CFO CERTIFICATION	49 (IX)	Yes	Will be complied in the annual report 2014-15
IX. REPORT ON CORPORATE GOVERNANCE	49 (X)	Yes	Corporate Governance forms a part of the Annual Report. Will be complied in the Annual report 2014-15
X. COMPLIANCE	49 (XI)	Yes	Certificate on Corporate Governance forms part of the Annual Report. Will be complied in the Annual report 2014-15

For GTV ENGINEERING LIMITED

Priyanka
Priyanka Shrivastava



Company Secretary & Compliance Officer