

## QUARTERLY COMPLIANCE REPORT ON CORPORATE GOVERNANCE

NAME: GTV ENGINEERING LIMITED

QUARTER ENDING ON: 30<sup>th</sup> September, 2015

PARTICULARS	CLAUSE OF LISTING AGREEMENT	COMPLIANCE STATUS YES/NO/NA	REMARKS
<b>I. BOARD OF DIRECTORS</b>			
(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 .
(F) Whistle Blower Policy	49 (IIF)	Yes	Whistle Blower Policy is posted on the website of the Company
<b>II. AUDIT COMMITTEE</b>			
(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	--
<b>III. NOMINATION &amp; REMUNERATION COMMITTEE</b>			
	49 (IV)	Yes	--
<b>IV. SUBSIDIARY COMPANIES</b>			
	49 (V)	N.A.	GTV Engineering Limited does not have any subsidiary

For GTV Engineering Limited

  
 Company Secretary

<b>V. RISK MANAGEMENT</b>	49 (VI)	Yes	--
<b>VI. RELATED PARTY TRANSACTIONS</b>	49 (VII)	Yes	--
<b>VII. DISCLOSURES</b>	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	--
(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
<b>VIII. CEO/CFO CERTIFICATION</b>	49 (IX)	Yes	Will be complied in the annual report
<b>IX. REPORT ON CORPORATE GOVERNANCE</b>	49 (X)	Yes	Corporate Governance forms a part of the Annual Report.
<b>X. COMPLIANCE</b>	49 (XI)	Yes	Certificate on Corporate Governance forms part of the Annual Report.

For GTV ENGINEERING LIMITED

For GTV Engineering Limited

Rajat Gupta

  
Company Secretary

Company Secretary & Compliance Officer