



Dear Member,

You are cordially invited to attend the 24th Annual General Meeting of the Members of GTV Engineering Limited to be held on 24th September, 2015 at 11.00 A.M at 216-217-218, New Industrial Area-II , Mandideep-462046.

The Notice of the meeting containing the business to be transacted is enclosed herewith. As per section 108 of the Companies Act, 2013 read with related Rules and Clause 35B of the Listing Agreement, the Company is pleased to provide its members the facility to cast their vote by electronic means on all the resolutions set forth in the Notice. The instructions for e-voting are enclosed herewith.

Your's Faithfully

Rajat Gupta
Company Secretary & Compliance Officer

Enclosures:

1. Notice of 24th Annual General Meeting(AGM)
2. Proxy Form
3. Attendance Slip
4. Route Map

Registered Office:

216-217-218, New Industrial Area,
Mandideep-462046
Website: www.gtv.co.in
E-mail: mail@gtv.co.in



NOTICE

NOTICE IS HEREBY GIVEN THAT the Twenty-Fourth Annual General Meeting of the Members of “GTV ENGINEERING LIMITED” will be held on Thursday, September 24, 2015 at 11.30 A.M. at the registered office of the Company at 216-217-218, New Industrial Area-II, Mandideep-462046 (Bhopal) to transact the following businesses:

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2014-15

To receive, consider and adopt the Financial Statements of the Company for the year ended on March 31, 2015 including the Audited Balance Sheet as at March 31, 2015, Statement of Profit and Loss and Cash Flow Statement for the year ended on that date and the reports of the Board of Directors and Auditors thereon.

2. RE-APPOINTMENT OF MR. GAURAV AGRAWAL AS DIRECTOR

To appoint a director in place of Mr. Gaurav Agrawal (DIN: 00013176), who retires by rotation and being eligible, offers himself for reappointment.

3. RATIFICATION OF AUDITOR

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

“RESOLVED THAT pursuant to the provisions of Section 139 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made there under (including any statutory modification(s) or re-enactment thereof for the time being in force), the Company hereby ratifies the appointment of M/s. **Rath Dinesh & Associates** (Firm Registration No.008344C) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 26th Annual General Meeting of the Company, i.e. for a period of 2 (Two) years, at such remuneration plus service tax, out-of pocket expenses, etc., as may be mutually agreed between the Board of Directors and M/s. Rath Dinesh & Associates respectively.

SPECIAL BUSINESS:

4. APPOINTMENT OF MR. SHAM SARUP KOHLI AS INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"RESOLVED THAT pursuant to the provisions of section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, Mr. Sham Sarup Kohli (DIN: 07190012) be and is hereby appointed as an



Independent Director of the Company to hold office for 5 consecutive years for a term up to 31st March, 2020, not liable to retire by rotation."

5. APPOINTMENT OF MR. S.S.PILLAI AS INDEPENDENT DIRECTOR OF THE COMPANY

To consider and if thought fit to pass with or without modification(s) the following resolution as an Ordinary Resolution:

"**RESOLVED THAT** pursuant to the provisions of section 149, 152 read with Schedule IV and all other applicable provisions of the Companies Act, 2013 and the Companies (Appointment and Qualification of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment thereof for the time being in force) and Clause 49 of the Listing Agreement and in respect of whom the Company has received a notice in writing under section 160 of the Companies Act, 2013 from a member proposing his candidature for the office of Director, Mr. S. S. Pillai (**DIN: 07261991**), be and is hereby appointed as an Independent Director of the Company to hold office for 5 consecutive years for a term up to 31st March, 2020, not liable to retire by rotation."

By order of the Board of Directors

Sd/-

RAJAT GUPTA

COMPANY SECRETARY & COMPLIANCE OFFICER

Place : Bhopal

Date : August 14, 2015

Regd. Office: 216-217-218, New Industrial Area-II, Mandideep-462046 (Bhopal)

Notes:

1. An Explanatory Statement pursuant to section 102 of the Companies Act, 2013 relating to Special Business to be transacted at the meeting, is annexed hereto.
2. A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of the members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. The instrument appointing proxies in order to be effective must be received by the Company at the registered office, not less than 48 hours before the scheduled time of the meeting.
3. The Register of Members and Share Transfer Books of the Company will remain closed from 17th September, 2015 to 24th September, 2015 (both days inclusive).



4. Members holding shares in physical form are requested to intimate changes in their registered address mentioning full address in block letters with Pin Code of the Post Office, Bank particulars and Permanent Account Number (PAN) to the Company's Registrar and the Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
5. Members are requested to send their queries, if any on the accounts or operations of the company, to reach the Compliance Officer at the Company's Registered Office, at least 7 (seven) working days prior to the meeting, so that the information can be complied in advance.
6. Members are requested to mention their Folio Number in all their correspondence with the Company in order to facilitate response to their queries promptly.
7. Members/Proxies are requested to kindly take note of the following:
 - Copies of Annual Report will be distributed at the venue of the meeting;
 - Attendance slip, as sent herewith, is required to be produced at the venue duly filled in and signed, for attending the meeting;
 - Entry to the venue will be strictly on the basis of produce of duly completed and signed Attendance Slips; and
 - in all correspondences with the company and/or the R&T Agent, Folio No. must be quoted.
8. Members who are holding shares in identical order of names in more than one folio are requested to write to the Company enclosing their share certificate to enable the Company to consolidate their holdings in one folio.
9. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
10. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
11. Ankit Consultancy Private Limited is the Registrar and Share Transfer Agent of the Company. All investor related communication may be addressed to the following address:

Ankit Consultancy Private Limited

60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010

Tel: 0731-2551745, 2551746; Fax: 0731- 4065798

Email: ankit_4321@yahoo.com; Website: www.ankitonline.com



12. The Ministry of Corporate Affairs (MCA) has come out with Circular Nos. 17/2011 dated 21/04/2011 & 18/2011 dated 29/04/2011 propagating “Green Initiative” encouraging Corporate to serve documents through electronic mode. In order to above, those shareholders, who want the Annual Report in electronic mode, are requested to send their e-mail address.
13. The Securities and Exchange Board of India (SEBI) has mandated to submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company and/or its Registrar & Share Transfer Agent.
14. Information about Directors proposed to be re-appointed at the Annual General Meeting as stipulated under Clause 49 of the Listing Agreement entered into with the Stock Exchange are provided as Annexure in the Notice.
15. Members may also note that the Notice of the 24th Annual General Meeting and the Annual Report for 2015 will also be available on the Company’s website www.gtv.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company’s Registered Office in Mandideep, Madhya Pradesh for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company’s investor email id: mail@gtv.co.in
16. The Register of Directors’ and Key Managerial Personnel and their shareholding maintained under Section 170 and Register of Contracts or Arrangements in which Directors are interested maintained under Section 189, respectively under the Companies Act, 2013, will be available for inspection to the members at the Annual General Meeting.
17. Voting through electronic means:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 24th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by CDSL, on all resolutions set forth in this notice.
 - II. Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall only be taken into consideration and treated valid whereas votes



casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under. Members are requested to follow the instruction below to cast their vote through e-voting.

III. The instructions for shareholders voting electronically are as under:

- The voting period begins on 21st September, 2015 (9:00 a.m. IST) and ends on 23th September, 2015 (inclusive of both days) (5:00 p.m. IST). During this period, shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 17th September, 2015, may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- The shareholders should log on to the e-voting website www.evotingindia.com during the voting period.
- Click on “Shareholders” tab.
- Now enter your User Id:
 - For CDSL : 16 digits beneficiary ID,
 - For NSDL : 8 character DP ID followed by 8 Digits Client ID,
 - Members holding shares in Physical Form should enter Folio Number registered with the Company, excluding the special characters.
- Next enter the Image Verification as displayed and Click on Login.
- If you are holding shares in Demat form and had logged on to www.evotingindia.com and voted on an earlier voting of any company, then your existing password is to be used.
- If you are a first time user follow the steps given below:
 - For Member holding shares in Demat Form and Physical Form
 - (Applicable for both demat shareholders as well as physical shareholders)

PAN	<ul style="list-style-type: none">• Enter your 10 digit alpha-numeric *PAN issued by Income Tax Department(Applicable for both demat shareholders as well as physical shareholders)• Members who have not updated their PAN with the Company/Depository Participant are requested to enter in capital letters the PAN field of 10 characters as First 2 Characters of the First Holder Name followed by 8 characters
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	<p>consisting of Folio Number prefix by “0” (or 8 characters from right of BO-ID). No special characters or space will be taken from the name and folio number and name shall be excluded of titles like Mr/Mrs/Smt/Miss/Ms/M/s etc.</p> <p>Example: (1) Mr. V.N. Swami and Folio Number is S/0245, the PAN will be VN000S0245</p> <p>(2) M/s. 4-square Company Ltd. And Folio Number is C-0052 the PAN will be 4S000C0052</p>
DOB	<ul style="list-style-type: none">• Enter the Date of Birth as recorded in your demat account with the depository or in the Company records for your folio in dd/mm/yyyy format.
Dividend Bank Details	<ul style="list-style-type: none">• Enter the Bank Account Number as recorded in your demat account with the depository or in the Company records for your folio. Please enter the DOB or Bank Account Number in order to login. If both the details are not recorded with the Depository Participant or Company then please enter in the Dividend Bank Details field the Number of Shares held by you as on cut-off date (record date) of 17th September, 2015.

- After entering these details appropriately, click on “SUBMIT” tab.
- Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach “Password Creation” menu wherein they are required to mandatory enter their login password is to be used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- Click on the EVSN for the relevant “GTV ENGINEERING LIMITED” on which you choose to vote.



- On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option “YES/NO” as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- Click on the “Resolution File Link” if you wish to view the entire Resolution details.
- After selecting the resolution you have decided to vote on, click on “SUBMIT”. A confirmation box will be displayed. If you wish to confirm your vote, click on “OK”, else to change your vote, click on “CANCEL” and accordingly modify your vote.
- Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- You can also take out print of the voting done by you by clicking on “Click here to print” option on the Voting page.
- If Demat account holder has forgotten the same password then Enter the User ID and the Image Verification Code and click on Forgot Password & enter the details as prompted by the system.
- In case you have any queries or issues regarding e-voting, you may refer the Frequently Asked Questions (“FAQs”) and e-voting manual available at www.evotingindia.com under help Section or rite an email to helpdesk.evoting@cdslindia.com

Other Instructions –

- The voting rights of shareholders shall be in proportion to their shares of the paid up equity share capital of the company as on the cut-off date (record date) of September 17, 2015.
- Miss Priyanka Jain, Practising Company Secretary (Membership No. ACS: 35712, CP No. 13522) has been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner.
- The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the E-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's



Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.

- The Results shall be declared on or after the AGM of the Company. The Results declared along-with the Scrutinizer's Report shall be placed on the Company's website www.gtv.co.in and on the website of CDSL within three (3) days of passing of the resolutions at the AGM of the Company and communicated to the Exchanges.

EXPLANATORY STATEMENT IN RESPECT OF THE SPECIAL BUSINESS PURSUAT TO SECTION 102 OF THE COMPANIES ACT, 2013

ITEM No. 4 TO 5

The Board of Directors at their meeting held on 14th August, 2015 and on the recommendation of Nomination and Remuneration Committee, appointed Mr. Sham Sarup Kohli and Mr. S.S. Pillai as an Independent Directors of the Company for five consecutive years under Section 149 of the Companies Act, 2013 with effect from 14th August, 2015 subject to the approval of the shareholders in the Annual General Meeting.

Pursuant to the provisions of section 149 of the Act, which came in to effect from April 1, 2014, every listed public company is required to have at least one-third of the total number of directors as independent directors, who are not liable to retire by rotation.

Mr. Sham Sarup Kohli and Mr. S.S. Pillai, Independent directors of the Company, have given a declaration to the Board that they meet the criteria of independence as provided under section 149(6) of the Act. In the opinion of the Board, each of these directors fulfill the conditions specified in the Act and the Rules framed there under for appointment as Independent Director and they are Independent to the management.

In compliance with the provisions of section 149 read with Schedule IV of the Act, the appointment of these directors as Independent Directors is now being placed before the Members for their approval.

The terms and conditions of appointment of the above Directors shall be open for inspection by the Members at the Registered Office of the Company during normal business hours on any working day, excluding Saturday.

None of the Directors/KMP or their relatives are interested in the above resolution.



ANNEXURE TO ITEM 2 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting (in pursuance of Clause 49 of the Listing Agreement)

Name of the Director	Mr Gaurav Agrawal
Director Identification Number (DIN)	00013176
Date of Birth	05/11/1982
Nationality	Indian
Date of Appointment on Board	01/07/2006
Qualification	B.E(Information Technology), MBA
Shareholding in GTV ENGINEERING LIMITED	636568 Equity Shares of Rs. 10 each fully paid up.
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	GTV INFRASTRUCTURES LIMITED CHIRCHID HYDRO POWER LIMITED
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies	NIL

By Order of the Board of Directors

Sd/-

RAJAT GUPTA

COMPANY SECRETARY & COMPLIANCE OFFICER

Place : Bhopal

Date : August 14, 2015

Regd. Office: 216-217-218, New Industrial Area-II, Mandideep-462046 (Bhopal)



GTV ENGINEERING LIMITED
Regd. Office: 216-217-218, New Industrial Area-II, Mandideep-462046 (Bhopal);
Phone: 0091-7480-233309, 401044; Fax: 0091-7480-233068;
Email: mail@gtv.co.in; Website: www.gtv.co.in
CIN: L31102MP1990PLC006122

Form MGT-11
Proxy form

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s) :
Registered address :
E-mail Id :
Folio No/ Client Id :

I/ We, being the member (s) of shares of the above named company, hereby appoint

1. Name:.....
Address:.....
Email Id:.....Signature:.....,or failing him/her.

2. Name:.....
Address:.....
E-mail Id:.....Signature:.....,or failing him/her.

3. Name:.....
Address:.....
E-mail Id:.....Signature:.....



As my/our proxy to attend and vote (on a poll) for me / us and on my/ our behalf at the Annual General Meeting of the Company will be held at the Registered Office of the Company at 216 - 217-218, New Industrial Area-II, Mandideep-462046 (Bhopal) on Thursday, the 24th March, 2015 at 11.30 A.M. and at any adjournment thereof in respect of such resolutions as are indicated below:

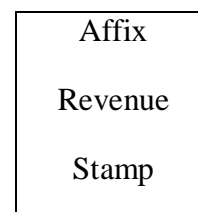
Resolution No.

Sl. No.	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year ended 31st March, 2015		
2.	Re-appointment of Mr. Gaurav Agrawal as a Director who is liable to retire by rotation.		
3.	Ratification of M/s. Rath Dinesh & Associates Chartered Accountants as Statutory Auditors & fixing their remuneration		
4.	To appoint Mr. Sham Sarup Kohli as Independent Director		
5.	To appoint Mr. S.S. Pillai as Independent Director		

Signed this day of 2015

Signature of Shareholder.....

Signature of Proxy.....



Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.



GTV ENGINEERING LIMITED
Regd. Office: 216-217-218, New Industrial Area-II, Mandideep-462046 (Bhopal);
Phone: 0091-7480-233309, 401044; Fax: 0091-7480-233068;
Email: mail@gtv.co.in; Website: www.gtv.co.in
CIN: L31102MP1990PLC006122

Attendance Slip

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

Name of the Member(s) (In block letters).....

Name of the Proxy, if any (In block letters)

Folio No.	
No. of Shares	

I hereby record my presence at the Annual General Meeting of the Company at 216-217-218, New Industrial Area-II, Mandideep-462046 (Bhopal), on Thursday, 24th September, 2015 at 11.30 A.M.

Signature of the Shareholder or Proxy.....

- 1) Only members or the Proxy holder can attend the meeting.
- 2) Member/Proxy Holder should bring his/ her copy of Annual Report for reference at the meeting.

Route Map of GTV Engineering Limited

