



Dear Members,

You are cordially invited to attend the 27th Annual General Meeting of the Members of GTV Engineering Limited to be held on 12th September, 2018 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 Regulation 44 of the SEBI (LODR) Regulations, 2015 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

Ankit Rohit
Company Secretary & Compliance Officer

Enclosures:

1. Notice of 27th 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-Seventh Annual General Meeting of the Members of “**GTV ENGINEERING LIMITED**” will be held on Wednesday, September 12th, 2018 at 11.00 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 2017-2018

To receive, consider and adopt the Financial Statements of the Company for the year ended on March 31st, 2018 including the Audited Balance Sheet as at March 31st 2018, 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 MRS. DARSHANA AGRAWAL AS DIRECTOR

To appoint a director in place of Mrs. Darshana Agrawal (**DIN: 07429914**), who retires by rotation and being eligible, offers herself for reappointment.

3. APPOINTMENT 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 reappoints **M/s. Patel Verma and Associates** (Firm Registration No: 009108C) as Auditors of the Company to hold office from the conclusion of this Annual General Meeting until the conclusion of the 31st Annual General Meeting of the Company subject to ratification of appointment in every Annual General Meeting , i.e. for a period of four years, at such remuneration plus tax, out-of pocket expenses, etc., as may be mutually agreed between the Board of Directors and M/s. Patel Verma & Associates respectively.

SPECIAL BUSINESS:

4. Appointment of Independent Director

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 Sections 149,150,152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under, read with schedule IV of Companies Act, 2013 **Mr. Dharmendra Bharadwaj**, who in accordance with Companies Act, 2013 is required to be appointed as Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years.



"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to sign, seal, execute and deliver all such necessary documents and papers as may be necessary, expedient and desirable to give effect to the above resolution."

5. Appointment of Independent Director

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 Sections 149,150,152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under, read with schedule IV of Companies Act, 2013 **Mr. Mukesh Mehto**, who in accordance with Companies Act, 2013 is required to be appointed as Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years.

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to sign, seal, execute and deliver all such necessary documents and papers as may be necessary, expedient and desirable to give effect to the above resolution."

6. Alteration of Object Clause in the Memorandum of Association of the Company.

To consider and, if thought fit, to pass with or without modification, the following resolution as a Special Resolution:

"**RESOLVED THAT** pursuant to the provisions of Section 13 and other applicable provisions, if any, of the Companies Act, 2013, including any statutory modification or re-enactment thereof for the time being in force and the Rules framed thereunder, as amended from time to time, and subject to the approval of the Registrar of Companies and/or of any other statutory or regulatory authority, as may be necessary, Clause III (Objects Clause) of the Memorandum of Association of the Company, be and is hereby altered by inserting the following sub-clause under Part - A of Clause III, after the existing sub-clause 1C and the remaining sub-clauses be re-numbered accordingly:

'2. To establish the Company's global presence by way of establishing new businesses in foreign countries i.e. putting up Heavy Engineering Fabrication Units, Site Erections and Commissioning of Engineering Projects, Hydro Power Generation Projects, Trading of Engineering Materials, Real Estate Developers/ Re-developers of Residential Apartments and Commercial Offices and any other businesses mentioned in the Main Objects in our Company's Memorandum of Association.'

"**RESOLVED FURTHER THAT** any Director of the Company, be and are hereby severally authorized to file, sign, verify and execute all such e-forms, papers or documents, as may be required and do all such acts, deeds, matters and things as may be necessary and incidental for giving effect to this Resolution, as may be required by the ROC and/or any statutory/regulatory authority."



By order of the Board of Directors

Sd/-

ANKIT ROHIT

COMPANY SECRETARY & COMPLIANCE OFFICER

Place: Mandideep

Date: 10th August, 2018

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

Notes:

1. 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.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 06th September, 2018 to 12th September, 2018 (both days inclusive).
3. 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.
4. 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.
5. Members are requested to mention their Folio Number in all their correspondence with the Company in order to facilitate response to their queries promptly.
6. 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.
7. 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.
 8. 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.
 9. 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.
 10. 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
 11. 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.
 12. 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.
 13. The Company hereby reappoints **M/s. Patel Verma and Associates** (Firm Registration No: 009108C) as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 31st Annual General Meeting of the Company subject to ratification of appointment in every Annual General Meeting , i.e. for a period of four years.



14. Information about Directors proposed to be re-appointed at the Annual General Meeting as stipulated under Regulation 36 of the LODR Agreement entered into with the Stock Exchange are provided as Annexure in the Notice.
15. Members may also note that the Notice of the 27th Annual General Meeting and the Annual Report for 2017-2018 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 and the Regulation 44 of the Listing Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 27th 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:**
 - (i) The voting period begins on 09th September, 2018 (09.00 A.M IST) and ends on 11th September, 2018 (05.00 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 05th September, 2018 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
 - (ii) The shareholders should log on to the e-voting website www.evotingindia.com.
 - (iii) Click on Shareholders.



- (iv) 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.
- (v) Next enter the Image Verification as displayed and Click on Login.
- (vi) 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
- (vii) If you are a first time user follow the steps given below:

For Members holding shares in Demat Form and Physical Form	
PAN	<p>Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)</p> <ul style="list-style-type: none">Members who have not updated their PAN with the Company/Depository Participant are requested to use the first two letters of their name and the 8 digits of the sequence number in the PAN field.In case the sequence number is less than 8 digits enter the applicable number of 0's before the number after the first two characters of the name in CAPITAL letters. Eg. If your name is Ramesh Kumar with sequence number 1 then enter RA00000001 in the PAN field.
Dividend Bank Details OR Date of Birth (DOB)	<p>Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login.</p> <ul style="list-style-type: none">If both the details are not recorded with the depository or company please enter the member id / folio number in the Dividend Bank details field as mentioned in instruction (iv).

NOTE: Please keep the sequence number in the safe custody for future e-voting.

- (viii) After entering these details appropriately, click on “SUBMIT” tab.
- (ix) 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 mandatorily enter their login password in the new password field. Kindly note that this password is to be also 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.



- (x) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xi) Click on the EVSN for the relevant GTV Engineering Limited on which you choose to vote.
- (xii) On the voting page, you will see “RESOLUTION DESCRIPTION” and against the same the option “YES/NO” for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.
- (xiii) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xvi) 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.
- (xv) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xvi) You can also take a print of the votes cast by clicking on “Click here to print” option on the voting page.
- (xvii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
- (xviii) Shareholders can also cast their vote using CDSL’s mobile app m-Voting available for android based mobiles. The m-Voting app can be downloaded from Google Play Store. Apple and Windows phone users can download the app from the App Store. Please follow the instructions as prompted by the mobile app while voting on your mobile.**
- (xix) Note for Non – Individual Shareholders and Custodians.
 - Non-Individual shareholders (i.e. other than Individuals, HUF, and NRI etc.) and Custodian are required to log on to www.evotingindia.com and register themselves as Corporates.
 - A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
 - After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.



- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.

(xx) 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 write 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 of September 05th, 2018.
- KMS & Associates, Practicing Company Secretary firm 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 two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Exchanges.

EXPLANATORY STATEMENT :

Pursuant to Section 102 of the Companies Act, 2013

Item No: 4

The Member may note that, Mr. Dharmendra Bharadwaj being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for 5 (five) consecutive years. In the opinion of the Board, Mr. Dharmendra Bharadwaj fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent



Director. The Board thinks that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Dharmendra Bharadwaj as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Dharmendra Bharadwaj as an Independent Director, for the approval of shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

Item No: 5

The Member may note that, Mr. Mukesh Mehto being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for 5 (five) consecutive years. In the opinion of the Board, Mr. Mukesh Mehto fulfils the conditions specified in the Companies Act, 2013 and Rules made thereunder for his appointment as an Independent Director. The Board thinks that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Mukesh Mehto as an Independent Director. Accordingly, the Board recommends the resolution in relation to appointment of Mr. Mukesh Mehto as an Independent Director, for the approval of shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

Item No: 6

The Members are hereby informed that the current main Object Clause of the Memorandum of Association of the Company (MOA) covers all the activities carried on by the Company but in order to expand and also to diversify into certain new business ventures, your directors are considering various proposals for diversifying the company's activities in Foreign Countries too as mentioned in Resolution.

The alteration in the Object Clause of the memorandum of association as set out in the resolution is to facilitate diversification and expansion in foreign countries. This will enable the company to carry on its business globally. This will also enlarge the area of operations of the company.

Pursuant to section 13 of the Act, the above said proposal requires consent of the members by way of special resolution.

None of the directors or the Key Managerial persons of your company and their relatives are concerned or interested financially or otherwise in this resolution.



ANNEXURE TO ITEM NO. 2 OF THE NOTICE

Details of Directors seeking re-appointment at the forthcoming Annual General Meeting (in pursuance of Regulation 36 of the Listing Regulation, 2015)

Name of the Director	Mrs. Darshana Agrawal
Director Identification Number (DIN)	07429914
Date of Birth	25/12/1990
Nationality	Indian
Date of Appointment on Board	16/02/2016
Qualification	B.com
Shareholding in GTV ENGINEERING LIMITED	3.38%
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/-

ANKIT ROHIT

COMPANY SECRETARY & COMPLIANCE OFFICER

Place: Mandideep

Date: August, 10th 2018

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:

Email Id: Signature: or failing him/her.

3. Name:

Address:

Email Id: Signature: or failing him/her.

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 Wednesday, the 12th September, 2018 at 11.00 A.M and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution 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, 2018.		
2.	Re-appointment of Mrs. Darshana Agrawal as a Director who is liable to retire by rotation.		
3.	Ratification of M/s. Patel Verma & Associates Chartered Accountants as Statutory Auditors & fixing their remuneration.		

4.	To appoint Mr. Dharmendra Bhardwajas an Independent Director		
5.	To appoint Mr. Mukesh Metho as an Independent Director		
6.	To Alter the MOA of the Company		

Signed this day of 2018

Affix Revenue Stamp

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 Wednesday, 12th September, 2018 at 11.00 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

