



NOTICE

NOTICE is hereby given that the Twenty-Third Annual General Meeting of the Members of "GTV Engineering Limited" will be held on Friday, September 26, 2014 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 2013-14

To receive, consider and adopt the Financial Statements of the Company for the year ended on March 31, 2014 including the audited Balance Sheet as at March 31, 2014, 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. Veena Agrawal as Director

To appoint a director in place of Mrs. Veena Agrawal (DIN: 00013166), who retires by rotation and being eligible, offers herself for reappointment.

3. Appointment of Statutory Auditors

To appoint Auditors and fix their remuneration and in this regard 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), and pursuant to the recommendation of the Audit Committee of the Board of Directors, M/s. Rath Dinesh & Associates (Firm Registration No.008344C) be and are hereby reappointed as Statutory 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 3 (Three) years, subject to ratification of their appointment at every annual general meeting, 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.

**By order of the Board of Directors
For GTV Engineering Limited**

Sd/-

**(Mahesh Agrawal)
Managing Director**

Place : Bhopal

Date : May 22, 2014

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 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 24th September, 2014 to 26th September, 2014 (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 Registered Office: 216-217-218, New Industrial Area-II, Mandideep-462046(Bhopal).
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 not 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, Folio No. must be quoted.
7. 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.
8. 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.

9. 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 physical form shall submit their PAN to the Company.
10. 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.

Name of Director	Mrs. Veena Agrawal
Date of Birth	01/07/1955
Date of Appointment	04/04/1994
Qualification	PhD in Sanskrit
Directorship in other public limited Companies	Chirchind Hydro Power Ltd. GTV Infrastructures Ltd.
Membership of Committees in other public limited companies	Nil
Shareholding of Director in the Company	16.95%

11. Members may also note that the Notice of the 23rd Annual General Meeting and the Annual Report for 2014 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 (Bhopal) for inspection during normal business hours on working days. Even after registering for e-communication, members are entitled to receive such communication in physical form, upon making a request for the same, by post free of cost. For any communication, the shareholders may also send requests to the Company's investor email id: mail@gtv.co.in
12. The Register of Directors' 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.