



## GUPTA RAJAT & ASSOCIATES

PRACTICING COMPANY SECRETARIES

8/36-37 Sadar Bazar Sagar(M.P)-470002, Contact:8878221399

To,  
**The Chairman of 25th Annual General Meeting**  
**GTV ENGINEERING LIMITED**  
"216-217-218 New Industrial Area-II,  
Mandideep (M.P.) 462046

Dear Sir,

**Subject: Scrutinizer's Report on E-voting conducted pursuant to the provisions of Section 108 of the Companies Act, 2013 ("the Act") read with Rule 20(3) (ix) of the Companies (Management and Administration) Amendment Rules, 2015**

1. I, **Rajat Gupta, Practicing Company Secretary**, had been appointed as the Scrutinizer by the Board of Directors of **GTV ENGINEERING LIMITED** ("the Company") in their meeting held on 24.09.2016 pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of Companies (Management and Administration) Amendment Rules, 2015, to conduct the electronic voting process in respect of the below mentioned resolutions to be passed at the 25<sup>th</sup> Annual General Meeting of the Company to be held on 24<sup>th</sup> September, 2016.
2. The management of the company is responsible to ensure compliance with the requirement of the act and rules relating to voting through remote e-voting means on the resolution proposed in the notice of the 25<sup>th</sup> AGM of the members of the company dated 1<sup>st</sup> September 2016. My responsibility as the scrutinizer for e-voting process is restricted to making a scrutinizer's report of the votes cast in "**favour**" or "**against**" on the resolutions proposed in the notice to the 25<sup>th</sup> AGM of the company, based on report generated from e-voting system provided by Central Depository Services (India) Limited ("CDSL"), the authorized agency to provide e-voting facility, engaged by the company for voting through electronic means.
3. Further to the above, I submit my report as under:-
  1. The voting period for Remote E-voting commenced on Wednesday, 21<sup>st</sup> September, 2016 at 9.00 AM and ends on Friday, 23<sup>rd</sup> September, 2016 5:00 P.M.
  2. The Shareholders of the Company holding shares as on the "Cut Off" date of **17<sup>th</sup> September, 2016** were entitled to vote on the proposed resolutions as set out at Item Number 1 to 3 in Notice of 25<sup>th</sup> AGM of the Company **GTV Engineering Limited**.





## GUPTA RAJAT & ASSOCIATES

PRACTICING COMPANY SECRETARIES

8/36-37 Sadar Bazar Sagar(M.P)-470002, Contact:8878221399

3. The votes cast under remote e-voting facility were thereafter unblocked in the presence of two witnesses Mr. Himanshu Dubey and Mr. Vineet Pal Singh who were not in the employment of the company. They have signed below in confirmation of the votes being unblocked in their presence.

Name: Himanshu Dubey

Name: Vineet Pal Singh

4. Thereafter the details containing inter- alia, list of equity shareholders, who voted "For" and "Against", were downloaded from the e-voting website of Central Depository Services (India) Limited ("CDSL") i.e. www.evotingindia.com
5. The results of Remote e-voting is as under:

### I. Resolution No.1: Ordinary Resolution:-

*To receive, consider and adopt the Financial Statements of the Company for the year ended on March 31st, 2016 including the Audited Balance Sheet as at March 31st 2016, 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.*

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
Remote E-voting	6	1284345	100%	-	-	-	1284345	-	-
<b>Total</b>	<b>6</b>	<b>1284345</b>	<b>100%</b>	<b>-</b>	<b>-</b>	<b>-</b>	<b>1284345</b>	<b>-</b>	<b>-</b>





## GUPTA RAJAT & ASSOCIATES

PRACTICING COMPANY SECRETARIES

8/36-37 Sadar Bazar Sagar(M.P)-470002, Contact:8878221399

### II. Resolution No.2: Ordinary Resolution:-

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

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
Remote E-voting	6	1284345	100%	-	-	-	1284345	-	-
Total	6	1284345	100%	-	-	-	1284345	-	-

### III. Resolution No.3: Ordinary Resolution

Ratification of appointment of Statutory Auditors and to fix their remuneration

Manner of Voting	Votes in favour of the Resolution			Votes against the Resolution			Total valid votes	Invalid Votes	
	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes
Remote E-voting	6	1284345	100%	-	-	-	1284345	-	-
Total	6	1284345	100%	-	-	-	1284345	-	-





## GUPTA RAJAT & ASSOCIATES

PRACTICING COMPANY SECRETARIES

8/36-37 Sadar Bazar Sagar(M.P)-470002, Contact:8878221399

---

The Register, all other papers and relevant records relating to electronic voting shall remain in our safe custody until the Chairman considers, approves and signs the minutes of the aforesaid 25<sup>th</sup> Annual General Meeting and the same are handed over to the Company Secretary for safe keeping.

Thanking you,  
Yours Faithfully,



Scrutinizer  
Name: Rajat Gupta  
Practicing Company Secretary  
ACS: 38615; CP: 15810

Place: Mandideep  
Date: 26.09.2016