



GUPTA RAJAT & ASSOCIATES

PRACTICING COMPANY SECRETARIES

Below Axis Bank, Yadav Complex Basement,
10 Civil Lines, Sagar(M.P)-470002, Contact:8878221399

To,
The Chairman of 26th 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 22.08.2017 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 26th Annual General Meeting of the Company to be held on 26th September, 2017.
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 26th AGM of the members of the company dated 22nd August 2017. 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 26th 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 Saturday, 23rd September, 2017 at 9.00 AM and ends on Monday, 25th September, 2017 5:00 P.M.
 2. The Shareholders of the Company holding shares as on the "Cut Off" date of 19th September, 2017 were entitled to vote on the proposed resolutions as set out at Item Number 1 to 5 in Notice of 26th AGM of the Company GTV Engineering Limited.





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

Name: Vineet Pal Singh

Name: Praveen Bajpai

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, 2017 including the Audited Balance Sheet as at March 31st 2017, 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	4	665613	100%	-	-	-	665613	-	-
Total	4	665613	100%	-	-	-	665613	-	-





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II. Resolution No.2: Ordinary Resolution:-

To appoint a director in place of Mr. Gaurav Agrawal (DIN: 00013176), who retires by rotation and being eligible, offers himself 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	4	665613	100%	-	-	-	665613	-	-
Total	4	665613	100%	-	-	-	665613	-	-

III. Resolution No.3: 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 appoints 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 five 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. Patel Verma & Associates respectively.

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





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Remote E-voting	4	665613	100%	-	-	-	665613	-	-
Total	4	665613	100%	-	-	-	665613	-	-

IV. Resolution No.4: Ordinary Resolution

"RESOLVED THAT pursuant to the recommendation of the Nomination & Remuneration Committee and approval of the Board, subject to the provisions of Section 196, 197, 203 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder or any amendments or substitution thereof (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 subject to the consent of the Members be and is hereby accorded for re-appointment of Mr. Mahesh Agrawal as Managing Director of the Company w.e.f. 26th September, 2017 for a period of 5 (five) years on increased monthly remuneration of Rs. 2,50,000/-, which is hereby approved and sanctioned with authority to the Board of Directors to alter and vary the terms and conditions of the said re-appointment and /or agreement in such manner as may be agreed to between the Board of Directors and Mr. Mahesh Agrawal.

RESOLVED FURTHER THAT where in any financial year the company has no profit or inadequate profit then remuneration as decided above be paid or granted to Mr. Mahesh Agrawal as minimum remuneration provided that the total remuneration by the way of salary and other allowances shall not exceed the ceiling limit provided in section II.A of Part II of Schedule V to the said Act or such other amount as may be provided in the said schedule V as may be amended from time to time or equivalent statutory re-enactment(s) thereof".

"RESOLVED FURTHER THAT Board of Director of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

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	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes		No. of Members	No. of Votes





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			Votes						
Remote E-voting	4	665613	100%	-	-	-	665613	-	-
Total	4	665613	100%	-	-	-	665613	-	-

V. Resolution No.5: Ordinary Resolution

"RESOLVED THAT pursuant to section 197(3) of the Companies Act, 2013 and other applicable provisions, if any, of the Companies Act, 2013 and the Rules made thereunder or any amendments or substitution thereof (including any statutory modification(s) or re-enactment thereof for the time being in force) read with Schedule V of the Companies Act, 2013 subject to the approval of the shareholder in the general meeting the total Managerial Remuneration of Mr. Gaurav Agrawal is be and hereby increased from Rs. 50000 per month to Rs. 100000 per month i.e addition of Rs. 50000 per month within the specified limit as provided in Section II. A of Part II of Schedule V of the Companies Act, 2013".

"RESOLVED FURTHER THAT Board of Director of the Company be and are hereby authorized to do all such acts, deeds and things and execute all such documents, instruments and writings as may be required to give effect to the aforesaid resolution."

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	4	665613	100%	-	-	-	665613	-	-
Total	4	665613	100%	-	-	-	665613	-	-

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





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minutes of the aforesaid 26th 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: Sagar

Date: 28.09.2017