



CS KUSHAL SHARMA  
(ACS, M.Com)  
M.NO-30640  
CP NO- 11234

CS MANALI SITOKE  
(ACS, B. Com)  
M.NO -36391  
CP NO- 13463

**Scrutinizer's Report-Combined**

(Pursuant to section 108 and 109 of the Companies Act 2013 and Companies (Management and Administrations) Rules, 2015 as amended)

To,

**The Chairman of 27<sup>th</sup> Annual General Meeting**

**GTV ENGINEERING LIMITED**

CIN:L15143MP1991PLC006395

held on Wednesday, September 12, 2018 at 11.00 A.M. at  
216-217-218, New Industrial Area-li, Mandideep  
Madhya Pradesh

Dear Sir,

Sub: Passing of Resolution(s) through Poll conducted at 27<sup>th</sup> Annual General Meeting and remote e-voting of GTV Engineering Limited

1. I, KUSHAL SHARMA, Practicing Company Secretary having been appointed as the Scrutinizer by the Board of Directors of **GTV ENGINEERING LIMITED** (hereinafter referred to as "the Company") for the purpose of scrutinizing remote e-voting process and the poll to be conducted at the venue of the Annual General Meeting ("AGM"), pursuant to Section 108 of the Companies Act, 2013 read with Rule 20 of the Companies (Management and Administration) Rules, 2014 as amended by the Companies (Management and Administration) Amendment Rules, 2015 and in accordance with Regulation 44 of the SEBI (Listing Obligations and Disclosures Requirements) Regulations, 2015 and poll through ballot from facility pursuant to section 109 of the Companies Act, 2013 read with Rule 21 of the Companies (Management and Administration) Rules, 2014, in the resolution contained in the notice of the Annual General Meeting (AGM) of the member of the company dated 10<sup>th</sup> August, 2018 held on Wednesday, the 12<sup>th</sup> September 2018 at 11.00 am at registered office of the company

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 and ballot forms means on the resolution proposed in the notice of the 27<sup>th</sup> AGM of the members of



the company dated 12<sup>th</sup> September 2018. My responsibility as the scrutinizer for the process of voting through remote e-voting and ballot form at the venue of AGM is to ensure that the voting process is conducted in fair and transparent manner and is restricted to make a scrutinizer's report of the votes cast in "favour" or "against" on the resolutions proposed in the notice to the 27<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 and votes cast through ballot forms at the venue of AGM in respect of the resolutions considered at the 27<sup>th</sup> Annual General Meeting of the shareholder of the company.

3. The remote e-voting facility were kept open from Sunday, 09<sup>TH</sup> September, 2018 9:00 A.M. to Tuesday, 11<sup>TH</sup> September, 2018 5:00 P.M. and members were requested to cast their votes electronically conveying their assent or dissent in respect of the resolution on e-voting platform provided by CDSL
4. The Cut-off date for the purposes of identifying the Members who were entitled to vote on the resolutions placed for approval of the Members was Wednesday, 05<sup>th</sup> September 2018.
5. Ballot form facility provided at the venue of the AGM was optional till all the resolution were consider and voted upon, only by member attending the meeting and who have not voted through remote e-voting.
6. On Wednesday, 12<sup>th</sup> September, 2018 after the conclusion of voting at the AGM first counted the votes cast at the meeting thereafter unblocked the votes cast through remote e-voting in the presence of Ms. Abhivyakti Yadav & Ms. Sakshi Jain who acted as the witnesses.



Abhivyakti Yadav



Sakshi Jain

7. As prescribed in clause (v) of sub rule 4 of Rule 20 of the Companies (Management and Administration) Rules, 2015, as amended, the Company also released an advertisement, which was published in English language in **Chronicle** on 22th August, 2018 and in Hindi Language in **Nav-Bharat Times** on 22th August, 2018.
8. At the end of the voting period on 11<sup>TH</sup> September, 2018 5:00 P.M. the voting portal of CDSL was blocked.

Accordingly, CDSL provided me the names, DP ID/ folio numbers and shareholding of Members who had cast their votes through remote e-voting.



9. At the venue of the AGM, at the end of discussion the Chairman ordered voting for those members present but had not cast their vote either through remote e-voting.

Thereafter, I as a Scrutinizer duly compiled the details of voting through poll done at the venue of the AGM and the remote e-voting carried out by the Members, the details of which are as follows:

**Item No.1: Ordinary Resolution:-**

*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.*

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
1	2	3	4= (3/8)*100	5	6	7=(6/8)*100	8=(3+6)	9	10
Poll at AGM	7	1378871	100%	-	-	-	1378871	-	-
Remote E-voting	2	749943	100%	-	-	-	749943	-	-
<b>Total</b>	<b>9</b>	<b>2128814</b>					<b>2128814</b>		

**Item No.2: Ordinary Resolution**

*To appoint a Director in place of Mrs. Darshana Agrawal (DIN: 04729914), 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
1	2	3	4= (3/8)*100	5	6	7=(6/8)*100	8=(3+6)	9	10
Poll at AGM	7	1378871	100%	-	-	-	1378871	-	-
Remote E-voting	2	749943	100%	-	-	-	749943	-	-
<b>Total</b>	<b>9</b>	<b>2128814</b>					<b>2128814</b>		

  
 ACS KUSHAL SHARMA  
 C.P. No.  
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**Item 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
1	2	3	4= (3/8)*100	5	6	7=(6/8)*100	8=(3+6)	9	10
Poll at AGM	7	1378871	100%	-	-	-	1378871	-	-
Remote E-voting	2	749943	100%	-	-	-	749943	-	-
Total	9	2128814					2128814	-	-

**ITEM NO.4: Ordinary Resolution:-**

*Appointment of Mr. Dharmendra Bhardwaj as an Independent Director*

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
1	2	3	4= (3/8)*100	5	6	7=(6/8)*100	8=(3+6)	9	10
Poll at AGM	7	1378871	100%	-	-	-	1378871	-	-
Remote E-voting	2	749943	100%	-	-	-	749943	-	-
Total	9	2128814					2128814	-	-

**ITEM NO.5: Ordinary Resolution:-**

*Appointment of Mr. Mukesh Mehto as an Independent Director*

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
1	2	3	4= (3/8)*100	5	6	7=(6/8)*100	8=(3+6)	9	10
Poll at AGM	7	1378871	100%	-	-	-	1378871	-	-
Remote E-voting	2	749943	100%	-	-	-	749943	-	-
Total	9	2128814					2128814	-	-





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**ITEM NO. 6: SPECIAL RESOLUTION:-**

*Alteration of Object Clause in the Memorandum of Association of the Company*

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
1	2	3	4=(3/8)*100	5	6	7=(6/8)*100	8=(3+6)	9	10
Poll at AGM	7	1378871	100%	-	-	-	1378871	-	-
Remote E-voting	2	749943	100%	-	-	-	749943	-	-
Total	9	2128814					2128814	-	-

- The list of Equity shareholders who voted "FOR"/"AGAINST" for each resolution through remote e-voting process and at the Poll in AGM is sent to Mr. Ankit Rohit Company Secretary of the Company for records.
- All relevant record of electronic voting will remain in my safe custody until the chairman of the meeting considers, approves and signs the Minutes of 27<sup>th</sup> Annual General Meeting and the same shall be handed over thereafter to the Chairman of the Meeting and the Company Secretary of the company for safe keeping.

Based on the above information, you may kindly announce the result of voting by Poll at AGM and remote e-voting.

Thanking you,  
Yours Faithfully,  
For KMS & Associates



CS Kushal Sharma  
Partner  
M.No: 30640  
C.P.No. 11234

Place: Bhopal  
Date: 14<sup>th</sup> September 2018

Format for voting result prescribed under regulation 44 of SEBI (Listing obligation and disclosure requirement) regulation, 2015, being part of scrutinizer's report (E-voting & Ballot from poll)

**ANNEXURE –“A” (Page 1 of 6)**

Date of AGM	12.09.2018
Total no. of Share holder on record date.	662
No. of shareholders present in the meeting either in person or through proxy: Promoters and Promoter Group: Public:	3 5
No. of Shareholders attended the meeting through Video Conferencing: Promoters and Promoter Group: Public:	NIL

Agenda-wise disclosure:-

Resolution/Agenda No.1: (Ordinary Resolution):- 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.								
Resolution required: (Ordinary/ Special)					Ordinary Resolution			
Whether promoter/ promoter group are interested in the agenda/resolution?					NO.			
Category	Mode of voting	No.of share held (1)	No. of votes polled (2)	% of votes polled on outstanding share (3)=[(2)/(1)] *100	No. of votes favour(4)	No. of votes Against(5)	% of votes in favour on votes polled(6)=[(4)/(2)] *100	% of votes against on votes polled(7)=[(5)/(2)] *100
Promoter And Promoter Group	E-voting	741908	741908	100%	741908	NIL	100%	NIL
	Poll	1366171	1366171	100%	1366171	NIL	100%	NIL
	Postal ballot(if applicable)	NIL	NIL	N.A	NIL	NIL		NIL
	Total	2108079	2108079	100%	2108079	NIL	100%	NIL
Public- Institution	E-voting	NIL	NIL	N.A	NIL	NIL		NIL
	Poll	NIL	NIL	N.A	NIL	NIL		NIL
	Postal ballot(if applicable)	NIL	NIL	N.A	NIL	NIL		NIL
	Total	NIL	NIL	N.A	NIL	NIL		NIL
Public- non Institution	E-voting	8035	8035	100%	8035	NIL	100%	NIL
	Poll	12700	12700	100%	12700	NIL	100%	NIL
	Postal ballot(if applicable)	NIL	NIL	N.A	NIL	NIL		NIL
	Total	20735	20735	100%	20735	NIL	100%	NIL
Total		2128814	2128814		2128814			



ANNEXURE –“A” (Page 2 of 6)

Resolution/Agenda No.2: (Ordinary Resolution):- To appoint a Director in place of Mrs. Darshana Agrawal (DIN: 04729914), who retires by rotation and being eligible, offers herself for reappointment.

Resolution required: (Ordinary/ Special)

Whether promoter/ promoter group are interested in the agenda/resolution? Ordinary Resolution  
NO.

Category	Mode of voting	No. of share held (1)	No. of votes polled (2)	% of votes polled on outstanding share (3)=[(2)/(1)] *100	No. of votes favour(4)	No. of votes Against(5)	% of votes in favour on votes polled(6)=[(4)/(2)] *100	% of votes against on votes polled(7)=[(5)/(2)] *100
Promoter And Promoter Group	E-voting	741908	741908	100%	741908	NIL	100%	NIL
	Poll	1366171	1366171	100%	1366171	NIL	100%	NIL
	Postal ballot(if applicable)	NIL	NIL	N.A	NIL	NIL		NIL
	Total	2108079	2108079	100%	2108079	2108079	100%	NIL
Public-Institution	E-voting	NIL	NIL	N.A	NIL	NIL		NIL
	Poll	NIL	NIL	N.A	NIL	NIL		NIL
	Postal ballot(if applicable)	NIL	NIL	N.A	NIL	NIL		NIL
	Total	NIL	NIL	N.A	NIL	NIL		NIL
Public- non Institution	E-voting	8035	8035	100%	8035	NIL	100%	NIL
	Poll	12700	12700	100%	12700	NIL	100%	NIL
	Postal ballot(if applicable)	NIL	NIL	N.A	NIL	NIL		NIL
	Total	20735	20735	100%	20735	NIL	100%	NIL
Total		2128814	2128814		2128814	NIL	100%	NIL


  
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ANNEXURE –“A” (Page 3 of 6)

Resolution/Agenda No.3: (Ordinary Resolution):- Ratification of appointment of Statutory Auditors and to fix their remuneration								
Resolution required: (Ordinary/ Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				NO.				
Category	Mode of voting	No. of share held (1)	No. of votes polled (2)	% of votes polled on outstanding share (3)=[(2)/(1)] *100	No. of votes favour(4)	No. of votes Against( 5)	% of votes in favour on votes polled(6)=[(4)/(2)] *100	% of votes against on votes polled(7)=[(5)/(2)] *100
Promoter And Promoter Group	E-voting	741908	741908	100%	741908	NIL	100%	NIL
	Poll	1366171	1366171	100%	1366171	NIL	100%	NIL
	Postal ballot(if applicable)	NIL	NIL	N.A	NIL	NIL		NIL
	Total	2108079	2108079	100%	2108079	2108079	100%	NIL
Public- Institution	E-voting	NIL	NIL	N.A	NIL	NIL		NIL
	Poll	NIL	NIL	N.A	NIL	NIL		NIL
	Postal ballot(if applicable)	NIL	NIL	N.A	NIL	NIL		NIL
	Total	NIL	NIL	N.A	NIL	NIL		NIL
Public- non institution	E-voting	8035	8035	100%	8035	NIL	100%	NIL
	Poll	12700	12700	100%	12700	NIL	100%	NIL
	Postal ballot(if applicable)	NIL	NIL	N.A	NIL	NIL		NIL
	Total	20735	20735	100%	20735	NIL	100%	NIL
Total		2128814	2128814		2128814	NIL	100%	NIL


  
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## ANNEXURE –“A” (Page 4 of 6)

Resolution/Agenda No.4: (Ordinary Resolution):- Appointment of Mr. Dharmendra Bhardwaj as an Independent Director								
Resolution required: (Ordinary/ Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				NO.				
Category	Mode of voting	No. of share held (1)	No. of votes polled (2)	% of votes polled on outstanding share (3)=[(2)/(1)] *100	No. of votes favour(4)	No. of votes Against(5)	% of votes in favour on votes polled(6)=[(4)/(2)] *100	% of votes against on votes polled(7)=[(5)/(2)] *100
Promoter And Promoter Group	E-voting	741908	741908	100%	741908	NIL	100%	NIL
	Poll	1366171	1366171	100%	1366171	NIL	100%	NIL
	Postal ballot(if applicable)	NIL	NIL	N.A	NIL	NIL		NIL
	Total	2108079	2108079	100%	2108079	2108079	100%	NIL
Public- Institution	E-voting	NIL	NIL	N.A	NIL	NIL		NIL
	Poll	NIL	NIL	N.A	NIL	NIL		NIL
	Postal ballot(if applicable)	NIL	NIL	N.A	NIL	NIL		NIL
	Total	NIL	NIL	N.A	NIL	NIL		NIL
Public- non Institution	E-voting	8035	8035	100%	8035	NIL	100%	NIL
	Poll	12700	12700	100%	12700	NIL	100%	NIL
	Postal ballot(if applicable)	NIL	NIL	N.A	NIL	NIL		NIL
	Total	20735	20735	100%	20735	NIL	100%	NIL
Total		2128814	2128814		2128814	NIL	100%	NIL



ANNEXURE –“A” (Page 5 of 6)

Resolution/Agenda No.5: (Ordinary Resolution):- Appointment of Mr. Mukesh Mehto as an Independent Director								
Resolution required: (Ordinary/ Special)				Ordinary Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				NO.				
Category	Mode of voting	No. of share held (1)	No. of votes polled (2)	% of votes polled on outstanding share (3)=[(2)/(1)] *100	No. of votes favour(4)	No. of votes Against(5)	% of votes in favour on votes polled(6)=[(4)/(2)] *100	% of votes against on votes polled(7)=[(5)/(2)] *100
Promoter And Promoter Group	E-voting	741908	741908	100%	741908	NIL	100%	NIL
	Poll	1366171	1366171	100%	1366171	NIL	100%	NIL
	Postal ballot(if applicable)	NIL	NIL	N.A	NIL	NIL		NIL
	Total	2108079	2108079	100%	2108079	2108079	100%	NIL
Public- Institution	E-voting	NIL	NIL	N.A	NIL	NIL		NIL
	Poll	NIL	NIL	N.A	NIL	NIL		NIL
	Postal ballot(if applicable)	NIL	NIL	N.A	NIL	NIL		NIL
	Total	NIL	NIL	N.A	NIL	NIL		NIL
Public- non Institution	E-voting	8035	8035	100%	8035	NIL	100%	NIL
	Poll	12700	12700	100%	12700	NIL	100%	NIL
	Postal ballot(if applicable)	NIL	NIL	N.A	NIL	NIL		NIL
	Total	20735	20735	100%	20735	NIL	100%	NIL
Total		2128814	2128814		2128814	NIL	100%	NIL

ACS KUSHAL SHARMA  
C.P. No. 11234  
\*



**KMS & ASSOCIATES**  
PRACTICING COMPANY SECRETARIES

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CP NO- 13463

**ANNEXURE –“A” (Page 6 of 6)**

Resolution/Agenda No.6: (Special Resolution):- Alteration of Object Clause in the Memorandum of Association of the Company

Resolution required: (Ordinary/ Special)				Special Resolution				
Whether promoter/ promoter group are interested in the agenda/resolution?				NO.				
Category	Mode of voting	No.of share held (1)	No. of votes polled (2)	% of votes polled on outstanding share (3)=[(2)/(1)] *100	No. of votes favour(4)	No. of votes Against( 5)	% of votes in favour on votes polled(6)=[(4)/(2)] *100	% of votes against on votes polled(7)=[(5)/(2)] *100
Promoter And Promoter Group	E-voting	741908	741908	100%	741908	NIL	100%	NIL
	Poll	1366171	1366171	100%	1366171	NIL	100%	NIL
	Postal ballot(if applicable)	NIL	NIL	N.A	NIL	NIL		NIL
	Total	2108079	2108079	100%	2108079	2108079	100%	NIL
Public- Institution	E-voting	NIL	NIL	N.A	NIL	NIL		NIL
	Poll	NIL	NIL	N.A	NIL	NIL		NIL
	Postal ballot(if applicable)	NIL	NIL	N.A	NIL	NIL		NIL
	Total	NIL	NIL	N.A	NIL	NIL		NIL
Public- non Institution	E-voting	8035	8035	100%	8035	NIL	100%	NIL
	Poll	12700	12700	100%	12700	NIL	100%	NIL
	Postal ballot(if applicable)	NIL	NIL	N.A	NIL	NIL		NIL
	Total	20735	20735	100%	20735	NIL	100%	NIL
Total		2128814	2128814		2128814	NIL	100%	NIL

Note:-All the above resolution passed by majority.

Thanking you,  
Yours faithfully,  
For KMS & ASSOCIATES

  
CS Kushal Sharma  
Partner  
M.No: 30640  
C.P.No. 11234

Place: Bhopal  
Date: 14<sup>th</sup> September 2018