

PRACTICING COMPANY SECRETARIES

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 27th 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-Ii, Mandideep
Madhya Pradesh

Dear Sir,

Sub: Passing of Resolution(s) through Poll conducted at 27th 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 10TH August, 2018 held on Wednesday, the 12th 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 27th AGM of the members of

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the company dated 12th 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 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 27th Annual General Meeting of the shareholder of the company.

- 3. The remote e-voting facility were kept open from Sunday, 09^{TH} September, 2018 9:00 A.M. to Tuesday, 11^{TH} September, 2018 5:00 P.M. and members were requested to cast their votes electronically convening their assent or dissent in respect of the resolution on e-voting platform provided by **CDSL**
- 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, 05th September 2018.
- 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.
- On Wednesday, 12th 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

- 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.
- At the end of the voting period on 11TH 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.

 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	Votes in	1 favour of th	e Resolution	Votes	against the I	Resolution	Total valid	Invalid)	/otes	
Voting	No. of Members Voted	No. of Votes	% of Total Number of Valid Votes	No. of Members Voted	No. of Votes	% of Total Number of	votes	No. of No. 1		
1	2			TOLEU		Valid Votes		Members	Votes	
	2	3	4= (3/8)*100	5	6	7=(6/8)*100	8=(3+6)	0		
Poll at AGM	7	1378871	100%				5-(5:0)	9	10	
Remote E-			±00%	-			1378871			
voting	2	749943	100%	2					-	
Total	9	24000				_	749943	-		
	9	2128814					2128814			

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		favour of th	e Resolution	Votes	against the I	Resolution	Total valid	lid Votes	
Voting	No. of Members	No. of Votes	% of Total Number of	No. of Members	No. of	% of Total	votes	No. of	
	Voted	11.00.00	Valid Votes	Voted	Votes	Number of Valid Votes		Members	No. of Votes
1	2	3	4= (3/8)*100	5	б	7=(6/8)*100	8=(3+6)		
Poll at AGM	7	1378871	100%			(0/0/ 100	0+(3+0)	9	10
Remote E-			100%			-	1378871	-	
voting	2	749943	100%	-			740040		
Total	9	2128814					749943		
							2128814		

C.P. No. 1234

Item No. 3: Ordinary Resolution:-

Ratification of appointment of Statutory Auditors and to fix their remuneration

Manner of	Votes in	n favour of th	ne Resolution	Votes	against the	Resolution	Total valid	to the	
Voting	No. of Members	No. of	% of Total	No. of		% of Total	votes	inva	lid Votes
	Voted	Votes	Number of Valid Votes	Members Voted	No. of Vates	Number of		No. of Members	No. of Vote
1	2	3	4= (3/8)*100	5	2	Valid Votes		ivienibers	
Poll at AGM	7	1378871			6	7=(6/8)*100	8=(3+6)	9	1.0
Remote E-			100%	-	- 4		1378871		
voting	2	749943	100%					-	
Total .	9	2128814					749943	200	
		3014					2128814		

ITEM NO.4: Ordinary Resolution:-

Appointment of Mr. Dharmendra Bhardwaj as an Independent Director

Manner of	Votes in	favour of th	e Resolution	Votes	against the	Resolution	Total valid		da la lata de la composición dela composición de la composición de la composición de la composición dela composición dela composición dela composición de la composición dela composición de la composición de la composición dela composici
Voting	No. of	No. of	% of Total	No of		Votes	Inva	lid Votes	
	Members Voted	Votes	Number of Valid Votes	Members Voted	No. of Votes	% of Total Number of		No. of	No. of Votes
1	2	3	4= (3/8)*100			Valid Votes		Wembers	22.73.43.44.44.4
Poll at AGM			4- (3/6) 100	≥5	6	7=(6/8)*100	8=(3+6)	9	7.0
	7	1378871	100%						10
Remote E-		258			-	-	1378871		
voting	2)	749943	100%	- 1	- 4		100 Parced		
Total	9	2128814				-	749943	37.11	
	/						2128814		

ITEM NO.5: Ordinary Resolution:-

Appointment of Mr. Mukesh Mehto as an Independent Director

Manner of	Votes in	favour of th	e Resolution	Votes	against the	Resolution	Total valid	Tarin	H.F.
Voting	No. of Members	No. of	% of Total			% of Total	votes	Invalid Votes	
	Voted	Votes	Number of Valid Votes	Members Voted	No. of Votes	Number of		No. of	No. of Votes
1	2	3	4= (3/8)*100			Valid Votes		Members	
Poll at AGM			4- (5/6) 100	5	6	7=(6/8)*100	8=(3+6)	9	10
	7	1378871	100%						40
Remote E-					α	(6)	1378871	-	
voting	2	749943	100%						
Total	9	2128814				-	749943	-	
							2128814	-	





PRACTICING COMPANY SECRETARIES

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

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

ITEM NO. 6: SPECIAL RESOLUTION:-

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

Manner of	Votes in	favour of the	Resolution			tesolution	Total valid votes		id Votes
Voting	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	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%	141	4		1378871		
Remote E- voting	\2	749943	100%	30	-	-	749943		
Total	9	2128814					2128814	E	

- 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 27thAnnual 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: 14th 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? Category Mode of No.of No. of % of votes polled No. of No. of % of % of votes voting share votes on outstanding votes votes votes in against on polled held (1) share favour(4) Against(5 favour on votes (2)(3)=[(2)/(1)] *100 votes polled(7)=[(polled(6) 5)/(2)] *100 =[(4)/(2)]*100 Promoter And E-voting 741908 741908 100% 741908 NIL 100% NIII Promoter Group Poll 1366171 1366171 100% 1366171 NIL 100% NIL Postal NIL NIL N.A NIL NIL NIL ballot(if applicable) Total 2108079 2108079 100% 2108079 NIL 100% NIL Public-E-voting NIL NIL N.A NIL NIL NIL Institution Poll NIL N.A NIL NIL NIII NIL Postal NIL NIL N.A NIL NIL NIL ballot(if applicable) Total NIL NIL N.A NH NIL NIL Public- non E-voting 8035 8035 100% 8035 NIL 100% NII Institution Poll 12700 12700 100% 12700 NIL 100% NIL Postal NIL NH N.A NIL NIL NIL ballot(if applicable) Total 20735 20735 100% 20735 NIL 100% NIL Total 2128814 2128814 2128814



ANNEXURE -"A" (Page 2 of 6)

Resolution req	uired: (Ordinar	v/ Special)	110130	ppoint a Director in pla of for reappointment.				IN: U4/29914
witether prom	oter/ promote	r group are in	ntaracted !	Ordinary Resoluti	on			
	olution?	o seponen	iterested in	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(% of votes in favour on votes	
Promoter And	E-voting	744000					polled(6) =[(4)/(2)] *100	polled(7)= 5)/(2)] *10
Promoter Group	Poll	741908	741908	100%	741908	N	1	
1750	Postal	1366171	1366171	100%	1366171	NIL	100%	NIL
	ballot(if	NIL	NIL	N.A	NIL NIL	NIL	100%	NIL
	applicable)				INIL	NIL		NH.
	Total	2108079	2108079	100%	2108079	210807		
Public-	E-voting	NIL				9	100%	NIL
Institution	Poll	NIL	NIL	N.A	NIL	NIL		
	Postal	NIL	NIL	N.A	NIL	NIL		NIL
	ballot(if applicable)		NIL	N.A.	NIL	NIL		NIL
V.C.	Total	NIL	NIL					
Public- non	E-voting	8035	8035	N.A	NIL	NIL		200
nstitution	Poll	12700	12700	100%	8035	NIL	100%	NIL
	Postal Postal	NIL	NIL	100%	12700	NIL	100%	NIL
	ballot(if applicable)		1972	N.A	NIL	NIL	20076	NIL
ab-i	Total	20735	20735	1000				
otal		2128814	2128814	100%	20735	NIL	100%	NIL
					2128814		25.550	LATE



ANNEXURE -"A" (Page 3 of 6)

remuneration				ication of appointme	int or Statut	ory Audito	rs and to fix	their
Resolution requ	ired: (Ordinary	(/ Special)						25205
whether promo	iter/ promoter	group are in	iterested in	Ordinary Resolu	tion			
and openida/162	olution?		iterested iii	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	% of votes against on votes polled(7)=
Promoter And	E-voting	741908	744000				polled(6) =[(4)/(2)] *100	5)/(2)] *10
Promoter Group	Poll	1366171	741908	100%	741908	NIL	100%	Bru
	Postal	NIL	1366171	100%	1366171	NIL	100%	NIL
	ballot(if applicable)	NIL.	NIL	N.A	NIL	NIL	200%	NIL
	Total	2108079	2108079	100%	2108079	210807		
Public-	E-voting	NIII			-1000/3	9	100%	NIF
Institution	Poll	NIL	NIL	N.A	NIL	NIL		
	Postal	NIL	NIL	N.A	NIL	NIL		NIL
	ballot(if applicable)	NIL	NIL	N.A	NIL	NIL		NIL
7 F H	Total	NIL	NIL	N.A				
Public- non	E-voting	8035	8035	100%	NIL	NIL		NIL
institution	Poll	12700	12700	100%	8035	NIL	100%	NIL
	Postal	NIL	NIL	N.A	12700	NIL	100%	NIL
	ballot(if applicable)			N.A	NIL	NIL		NIL
at al	Total	20735	20735	100%				
otal		2128814	2128814	200/0	20735	NIL	100%	NIL.
	-	£120014	2128814		2128814		20076	(VIII.

C.P. No. 1234

ANNEXURE - "A" (Page 4 of 6)

Resolution/Age	enda No.4: (Oro	dinary Resolu	ition):- Appo	pintment of Mr. Dhar	mendra Bh	ardwai as a	n Independ	ont Oles et
Resolution requ	ired: (Ordinar	/ Empeiall					мисрени	ent Director
Whether promo	oter/ promotor	A) abeciai)		Ordinary Resolu	tion			
the agenda/res	olution?	group are in	iterested in	NO.				
Category	Mode of	Tax a						
Promoter And	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)]	% of votes against on votes polled(7)= 5)/(2)] *10
Promoter Group	E-voting	741908	741908	100%			*100	
rromoter Group	Poll	1366171	1366171	100%	741908	NIL	100%	NIL
	Postal	NIL	NIL	N.A	1366171	NIL	100%	NIL
	ballot(if applicable)			N.A	NIL	NIL		NIL
	Total	2108079	2108079	100%				
Public-				100%	2108079	210807	100%	NIL
Institution	E-voting	NIL	NIL	N.A		9		
HISTIGUEN	Poll	NIL	NIL	N.A	NIL	NIL		NIL
	Postal	NIL	NIL	N.A	NIL	NIL		NIL
	ballot(if applicable)		1	11.0	NIL	NIL		NIL
D. J. P.	Total	NIL	NIL	N.A				
Public- non	E-voting	8035	8035	100%	NIL	NIL		NIL
Institution	Poli	12700	12700	100%	8035	NIL	100%	NIL
	Postal	NIL	NIL	N.A	12700	NIL	100%	NIL
	ballot(if applicable)		1 200	MA:	NIL	NIL		IVIL
	Total	20735	20735	1000/				
otal		2128814	2128814	100%	20735	NIL	100%	NIL
			4120014		2128814			7.72h



ANNEXURE -"A" (Page 5 of 6)

		anial y Kesol	ution):- Appo	ointment of Mr. Mu	kesh Mehto	as an Ind	ependent [)iractor
Resolution requ	lired: (Ordinar	u/ Special)					P Marite L	III CCLUI
Whether prome	oter/ promoto	y/ special)		Ordinary Resolut	tion			
the agenda/res	olution?	group are in	nterested in	NO.				
Category	Mode of	1 -						
Promoter And	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)]	% of votes against on votes polled(7)= 5)/(2)] *10
Promoter Group	E-voting	741908	741908	100%			*100	
romoter droup	Poll	1366171	1366171	100%	741908	NIL	100%	Nil
	Postal	NIL	NIL	N.A	1366171	NIL	100%	NIL
	ballot(if applicable)			14.24	NIL	NIL		NIL
	Total	2108079						
Public-				100%	2108079	210807	100%	NIL
Institution	E-voting	NIL	NIL	N.A		9		
sereurion	Poll	NIL	NIL	N.A	NIL	NIL		NIL
	Postal	NIL	NIL	N.A	NIL	NIL		NIL
	ballot(if applicable)				NIL	NIL		NIL
Public- non	Total	NIL	NIL	N.A				
Institution	E-voting	8035	8035	100%	NIL	NIL		MIL
nistitution	Poll	12700	12700	100%	8035	NIL	100%	NIL
	Postal	NIL	NIL	N.A	12700	NIL	100%	NIL
	ballot(if NIL applicable)	NIL		NIL				
ntal	Total	20735	20735	100%				
otal		2128814	2128814		20735	NIL	100%	NIL
					2128814			11111





PRACTICING COMPANY SECRETARIES

CS KUSHAL SHARMA (ACS, M.Com)

M.NO-30640 CP NO- 11234

ANNEXURE - "A" (Page 6 of 6)

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

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

Resolution requ	ired: (Ordinary	/ Special)		Special D				
wnetner promo	ter/ promoter	group are in	terested in	Special Resolution NO.	in			
are agenual reso	lution?	The state of the s	an cotted III	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)]	% of votes against on votes polled(7)=[5)/(2)] *100
Promoter And	E-voting	741908	741908	100%			*100	
Promoter Group	Poll	1366171	1366171		741908	NIL	100%	NIL
	Postal	NIL	NIL	100%	1366171	NIL	100%	NIL
	ballot(if applicable)		MIL	N.A	NIL	NIL		NIL
	Total	2108079	2108079	100%	2108079	210807	100%	9111
Public-	E-voting	NIL	NIL			9	10070	NIL
Institution	Poll	NIL	NIL	N.A	NIL	NIL		NIL
	Postal	NIL	NIL	N.A	NIL	NIL		NIL
	ballot(if applicable)	1838	MIC	N.A	NIL	NIL		NIL
c. Lateral	Total	NIL	NIL	N.A				
ublic- non	E-voting	8035	8035	100%	NIL	NIL		NIL
nstitution	Poll	12700	12700	100%	8035	NIL	100%	NIL
	Postal	NIL	NIL	N.A	12700	NIL	100%	NIL
	ballot(if applicable)			, ten	NIL	NIL		NIL
otal	Total	20735	20735	100%	20244			
Otal		2128814	2128814	10-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-1-	20735	NIL	100%	NIL
					2128814			

Note:-All the above resolution passed by majority.

Thanking you, Yours faithfully,

FOR KINES IS ASSOCIATES

C.P. No.

11234/ CS Rushat Shart Partner

M.No: 30640 C.P.No. 11234

Place: Bhopal

Date: 14th September 2018