



Dear Members,

You are cordially invited to attend the 29<sup>th</sup> Annual General Meeting of the Members of GTV Engineering Limited to be held on Tuesday, September 29<sup>th</sup> 2020 at 12.30. P.M through Video Conferencing / Other Audio Visual Means (VC/OAVM) facility.

The Notice of the meeting containing the business to be transacted is enclosed herewith. As per section 108 of the Companies Act, 2013 read with related Rules and Regulation 44 of the SEBI (LODR) Regulations, 2015 the Company is pleased to provide its members the facility to cast their vote by electronic means on all the resolutions set forth in the Notice. The instructions for e-voting are enclosed herewith.

Your's Faithfully

Ankit Rohit Company Secretary & Compliance Officer

**Enclosures:** 1. Notice of 29<sup>th</sup> Annual General Meeting (AGM) along with VC and Voting instructions.

#### **Registered Office:**

216-217-218, New Industrial Area, Mandideep-462046 Website: <u>www.gtv.co.in</u> E-mail: mail@gtv.co.in



## **NOTICE**

Notice is hereby given that the 29<sup>th</sup> Annual General Meeting of the Members of "**GTV ENGINEERING LIMITED**" will be held on Tuesday, September 29<sup>th</sup> 2020 at 12.30 P.M. through Video Conferencing/Other Audio Visual Means (VC/OAVM) facility to transact the following businesses:

## **ORDINARY BUSINESS:**

## 1. ADOPTION OF FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2019-2020

To receive, consider and adopt the Financial Statements of the Company for the year ended on March 31<sup>st</sup>, 2020 including the Audited Balance Sheet as on March 31<sup>st</sup> 2020, 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. DARSHANA AGRAWAL AS DIRECTOR

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

## 3. <u>REAPPOINMENT / RATIFICATION OF AUDITOR</u>

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), the Company hereby reappoints / ratify **M/s. Patel Varma 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 two years, at such remuneration plus tax, out-of pocket expenses, etc., as may be mutually agreed between the Board of Directors and M/s. Patel Varma & Associates respectively.

## **SPECIAL BUSINESS:**

### 4. APPOINTMENT OF INDEPENDENT DIRECTOR

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 Sections 149,150,152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under, read with

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schedule IV of Companies Act, 2013 **Mr. Rahul Gupta**, who in accordance with Companies Act, 2013 is required to be appointed as Independent Director, be and is hereby appointed as an Independent Director of the Company to hold office for 5 (five) consecutive years.

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to sign, seal, execute and deliver all such necessary documents and papers as may be necessary, expedient and desirable to give effect to the above resolution."

#### 5. REAPPOINTMENT OF INDEPENDENT DIRECTOR

To consider and if thought fit, to pass with or without modification(s), the following resolution as an Special Resolution:

**"RESOLVED THAT** pursuant to the provisions of Sections 149,150,152 and any other applicable provisions of the Companies Act, 2013 and the Rules made there under, read with schedule IV of Companies Act, 2013 **Mr. Sham Sarup Kohli**, who in accordance with Companies Act, 2013 is required to reappoint as Independent Director, be and is hereby reappointed as an Independent Director of the Company to hold office for further 5 (five) consecutive years.

"**RESOLVED FURTHER THAT** the Board of Directors be and is hereby authorized to sign, seal, execute and deliver all such necessary documents and papers as may be necessary, expedient and desirable to give effect to the above resolution."

By order of the Board of Directors Sd/-ANKIT ROHIT COMPANY SECRETARY & COMPLIANCE OFFICER

Place: Mandideep Date: 20<sup>th</sup> August, 2020 Regd. Office: 216-217-218, New Industrial Area-II, Mandideep-462046, (Bhopal)

#### Notes:

1. In view of existing Covid-19 Pandemic and in accordance with General Circular No. 20/2020 dated 05<sup>th</sup> May, 2020 issued by Ministry of Corporate Affairs read with Circulars  $08^{\text{th}}$  $13^{\text{th}}$ dated April. 2020 and April, 2020 and Circular No. SEBI/HO/CFD/CMD1/CIR/P/2020/79 issued by the SEBI (hereinafter collectively referred to as "the Circulars"), companies are allowed to hold AGM through VC, without the physical presence of Members at the common venue. Hence, in compliance with the circulars, the AGM of the company is being held through VC.



- 2. The relevant details, pursuant to Regulations 36 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 in respect of the Directors seeking appointment/re-appointment at the AGM is furnished and form the part of the notice. The Directors have furnished the requisite consents/declaration for their appointment / re-appointment. The profile of the Directors to be appointed / re-appointed is enclosed as Annexure-1.
- 3. The Explanatory Statement pursuant to Section 102(1) of the Act is annexed hereto and form part of this notice.
- 4. The Members are requested to note that the facility for attending the AGM through Video Conferencing shall be kept open from 12.15 P.M i;e at least 15 minutes before the commencement of the meeting and 15 minutes post the conclusion of the meeting. All the members who join the video conferencing portal during this time shall be considered for the purpose of Quorum at the meeting. The facility of participation at the EGM/AGM through VC/OAVM will be made available to atleast 1000 members on first come first served basis. This will not include large Shareholders (Shareholders holding 2% or more shareholding), Promoters, Institutional Investors, Directors, Key Managerial Personnel, the Chairpersons of the Audit Committee, Nomination and Remuneration Committee and Stakeholders Relationship Committee, Auditors etc. who are allowed to attend the EGM/AGM without restriction on account of first come first served basis.
- 5. The Members entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his / her behalf and the proxy need not be a member of the Company. Since the AGM is being held in accordance with the circular through VC, the facility for appointment of Proxies by the member will not be available.
- 6. The Register of Members and Share Transfer Books of the Company will remain closed from 23<sup>rd</sup> September, 2020 to 29<sup>th</sup> September, 2020 (both days inclusive).
- 7. In compliance with the aforesaid MCA Circulars and SEBI Circular dated May 12, 2020 Notice of the AGM along with the Annual Report of 2019-20 is being sent only through electronic mode to those members whose email addresses are registered with the company /Depository. Members may note that the Notice and Annual Report of 2019-20 of the company circulated to the member of the company, will be made available on the company website www.gtv.co.in, website of the stock exchange i;e www.bseindia.com and on the website of CDSL (agency for providing the Remote e-voting facility and evoting system during the AGM) i;e www.evotingindia.com.
- 8. Members holding Shares in Dematerialized Form are requested to intimate all changes pertaining to their bank details, National Electronic Clearing Service (NECS), Electronic Clearing Services (ECS), mandate, nominations, power of attorney, changes of address,



Change of names, e-mail address, contact numbers, etc. to their Depository Participants (DP). Changes intimated to DP will then be automatically reflected in the company's records which will help the company and the company's Registrars and Transfer Agent, M/s Ankit Consultancy Private Limited to provide efficient and better services. Members holding Shares in physical form are requested to intimate such changes to M/s Ankit Consultancy Private Limited.

- 9. Members holding Shares in Physical Form are requested to convert their holding to dematerialized form to eliminate all risks associated with physical shares and for ease of portfolio management. Members can contact the Company or M/s Ankit Consultancy Private Limited for assistance in this regards.
- 10. Members who are holding shares in identical order of names in more than one folio are requested to send to the Company or Registrar and Share Transfer Agent their details of such folio enclosing their share certificate to enable the Company to consolidate their holdings in one folio.
- 11. In case of joint holders attending the meeting, the Members whose name appears as the first holder in order of names as per the Register of Members of the Company will be entitled to vote at the AGM.
- 12. Authorized Representative of Corporate Members and Representative appointed in pursuance of section 112 and section 113 of the companies Act, 2013 intending to attend the meeting are requested to send/present to the Company a certified copy of the Board Resolution/Authority Letter authorizing them to attend and vote on their behalf at the meeting in electronic mode to the following email address gtvengineeringlimited@gmail.com if they have voted from individual tab not uploaded same in the CDSL e-voting system for the Scrutinizer's Verification.
- 13. Members are requested to all address all investor related correspondences, to the Registrar and Share Transfer Agent M/s Ankit Consultancy Private Limited, 60 Electronic Complex, Pardeshipura, Indore (M.P.) 452010, Tel: 0731-4065799, 4065797; Fax: 0731-4065798, Email: ankit\_4321@yahoo.com; Website: <u>www.ankitonline.com</u>
- 14. Members seeking any information and clarification on the Annual Report are requested to send in written, queries to the company at least on weak before the meeting to enable the company to compile the information and provide replies at the meeting.
- 15. Since the AGM will be held through Video Conferencing, the route map is not annexed to this notice.



- 16. In compliance with Section 108 of the Companies Act, read with the corresponding rules and Regulation 44 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 the company has provided a facility to its Members to exercise their vote electronically through the electronic voting facility provided by the Central Depository Services (India) Limited (CDSL). Members who have cast their votes by remote e-voting prior to the AGM may participate in the AGM but still not be entitled to cast their votes again. The manner of voting remotely by members holding shares in dematerialized mode, physical mode and for member who have not registered their email addresses is provided in the instructions for e-voting section which forms part of this notice.
- 17. The Register of Directors' and Key Managerial Personnel 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.

### A. The instructions for shareholders for remote e-voting are as under:

- (i) The voting period begins on 26<sup>th</sup> September, 2020 at 09.00 AM and ends on 28<sup>th</sup> September, 2020 at 05.00 PM. During this period shareholders of the Company, holding shares either in physical form or in dematerialized form, as on the cut-off date (record date) of 22<sup>nd</sup> September, 2020 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have voted prior to the meeting date would not be entitled to vote at the meeting.
- (iii) The shareholders should log on to the e-voting website <u>www.evotingindia.com</u>.
- (iv) Click on "Shareholders" module.
- (v) Now Enter your User ID
  - a. For CDSL: 16 digits beneficiary ID,
  - b. For NSDL: 8 Character DP ID followed by 8 Digits Client ID,
  - c. Members holding shares in Physical Form should enter Folio Number registered with the Company, Or
  - d. Alternatively, if you are registered for CDSL's EASI/EASIEST e-services, you can log-in at https://www.cdslindia.com from Login Myeasiusing your login credentials. Once you successfully log-in to CDSL's EASI/EASIEST e-services, click on e-Voting option and proceed directly to cast your vote electronically
- (vi) Next enter the Image Verification as displayed and Click on Login.



(vii) If you are holding shares in demat form and had logged on to <u>www.evotingindia.com</u> and voted on an earlier voting of any company, then your existing password is to be used.

(VIII) If you are a first time user follow the steps given below:						
	For Members holding shares in Demat Form and Physical Form					
PAN	Enter your 10 digit alpha-numeric PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders)					
	<ul> <li>Members who have not updated their PAN with the Company/Depository Participant are requested to use the Sequence number which is printed on Postal Ballot/Attendance Slip indicated in the PAN field.</li> </ul>					
Dividend	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy					
Bank	format) as recorded in your demat account or in the company records in					
Details	order to login.					
<b>OR</b> Date	• If both the details are not recorded with the depository or					
of Birth	company please enter the member id / folio number in the					
(DOB)	Dividend Bank details field as mentioned in instruction (v).					

(viii) If you are a first time user follow the steps given below:

- (ix) After entering these details appropriately, click on "SUBMIT" tab.
- (x) Members holding shares in physical form will then directly reach the Company selection screen. However, members holding shares in demat form will now reach 'Password Creation' menu wherein they are required to mandatorily enter their login password in the new password field. Kindly note that this password is to be also used by the demat holders for voting for resolutions of any other company on which they are eligible to vote, provided that company opts for e-voting through CDSL platform. It is strongly recommended not to share your password with any other person and take utmost care to keep your password confidential.
- (xi) For Members holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (xii) Click on the EVSN for the relevant GTV Engineering Limited on which you choose to vote.
- (xiii) On the voting page, you will see "RESOLUTION DESCRIPTION" and against the same the option "YES/NO" for voting. Select the option YES or NO as desired. The option YES implies that you assent to the Resolution and option NO implies that you dissent to the Resolution.



- (xiv) Click on the "RESOLUTIONS FILE LINK" if you wish to view the entire Resolution details.
- (xv) After selecting the resolution you have decided to vote on, click on "SUBMIT". A confirmation box will be displayed. If you wish to confirm your vote, click on "OK", else to change your vote, click on "CANCEL" and accordingly modify your vote.
- (xvi) Once you "CONFIRM" your vote on the resolution, you will not be allowed to modify your vote.
- (xvii) You can also take a print of the votes cast by clicking on "Click here to print" option on the Voting page.
- (xviii) If a demat account holder has forgotten the login password then Enter the User ID and the image verification code and click on Forgot Password & enter the details as prompted by the system.
  - (xix) Shareholders can also cast their vote using CDSL's mobile app m-Voting. The m-Voting app can be downloaded from respective store. Please follow the instructions as prompted by the mobile app while remote voting on your mobile.

## B. PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL ADDRESSES ARE NOT REGISTERED WITH THE DEPOSITORIES FOR OBTAINING LOGIN CREDENTIALS FOR E-VOTING FOR THE RESOLUTIONS PROPOSED IN THIS NOTICE:

- (i). For Physical shareholders, please provide necessary details like Folio No., Name of shareholder, scanned copy of the share certificate (front and back), PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) by email to gtvengineeringlimited@gmail.com / rtaindore@gmail.com
- (ii). For Demat shareholders, please provide Demat account detials (CDSL-16 digit beneficiary ID or NSDL-16 digit DPID + CLID), Name, client master or copy of Consolidated Account statement, PAN (self attested scanned copy of PAN card), AADHAR (self attested scanned copy of Aadhar Card) to <u>gtvengineeringlimited@gmail.com</u> / <u>rtaindore@gmail.com</u>



## C. INSTRUCTIONS FOR SHAREHOLDERS ATTENDING THE AGM THROUGH VC/OAVM ARE AS UNDER:

- I. Shareholder will be provided with a facility to attend the AGM through VC/OAVM through the CDSL e-Voting system. Shareholders may access the same at https://www.evotingindia.com under shareholders/members login by using the remote e-voting credentials. The link for VC/OAVM will be available in shareholder/members login where the EVSN of Company will be displayed.
- II. Shareholders are encouraged to join the Meeting through Laptops / IPads for better experience.
- III. Further shareholders will be required to allow Camera and use Internet with a good speed to avoid any disturbance during the meeting.
- IV. Please note that Participants Connecting from Mobile Devices or Tablets or through Laptop connecting via Mobile Hotspot may experience Audio/Video loss due to Fluctuation in their respective network. It is therefore recommended to use Stable Wi-Fi or LAN Connection to mitigate any kind of aforesaid glitches.
- V. Shareholders who would like to express their views/ask questions during the meeting may register themselves as a speaker by sending their request in advance at least 07 days prior to meeting mentioning their name, demat account number/folio number, email id, mobile number at <u>mail@gtv.co.in</u> and the shareholders who do not wish to speak during the AGM but have queries may send their queries in advance 07 days prior to meeting mentioning their name, demat account number, email id, mobile number at mail@gtv.co.in. These queries will be replied to by the company suitably by email.
- VI. Those shareholders who have registered themselves as a speaker will only be allowed to express their views/ask questions during the meeting.

# D. INSTRUCTIONS FOR SHAREHOLDERS FOR E-VOTING DURING THE AGM ARE AS UNDER:-

- I. The procedure for e-Voting on the day of the AGM is same as the instructions mentioned above for Remote e-voting.
- II. Only those shareholders, who are present in the AGM through VC/OAVM facility and have not casted their vote on the Resolutions through remote e-Voting and are otherwise not barred from doing so, shall be eligible to vote through e-Voting system available during the AGM.



- III. If any Votes are cast by the shareholders through the e-voting available during the AGM and if the same shareholders have not participated in the meeting through VC/OAVM facility, then the votes cast by such shareholders shall be considered invalid as the facility of e-voting during the meeting is available only to the shareholders attending the meeting.
- IV. Shareholders who have voted through Remote e-Voting will be eligible to attend the AGM. However, they will not be eligible to vote at the AGM.

## (xx) Note for Non – Individual Shareholders and Custodians

- Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodian are required to log on to <u>www.evotingindia.com</u> and register themselves in the "Corporate" module.
- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to <u>helpdesk.evoting@cdslindia.com</u>.
- After receiving the login details a Compliance User should be created using the admin login and password. The Compliance User would be able to link the account(s) for which they wish to vote on.
- The list of accounts linked in the login should be mailed to helpdesk.evoting@cdslindia.com and on approval of the accounts they would be able to cast their vote.
- A scanned copy of the Board Resolution and Power of Attorney (POA) which they have issued in favour of the Custodian, if any, should be uploaded in PDF format in the system for the scrutinizer to verify the same.
- Alternatively, Non Individual shareholders are required to send the relevant Board Resolution/ Authority letter etc. together with attested specimen signature of the duly authorized signatory who are authorized to vote, to the Scrutinizer and to the Company at the email address viz; <u>mail@gtv.co.in</u> if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.
- (xxi) In case you have any queries or issues regarding attending AGM & e-voting system, you may refer the Frequently Asked Questions ("FAQs") and e-voting manual available at <u>www.evotingindia.com</u>, under help section or write an email to <u>helpdesk.evoting@cdslindia.com</u> or call 022-23058738, 23058543, 23058542.



- (xxii) All grievances connected with the facility for voting by electronic means may be addressed to Mr. Raksh Dalvi, Manager (CDSL) Central Depository Services (India) Limited, A Wing, 25<sup>th</sup> Floor, Marathon Futurex, Mafatlal Mills Compounds, N M Joshi Marg Lower Parel (East), Mumbai – 400013 or send an email to helpdesk.evoting@cdslindia.com or call on 022-23058542/43.
- (xxiii) KMS & Associates, Practicing Company Secretary firm has been appointed as the Scrutinizer to scrutinize the E-voting process in a fair and transparent manner. The Scrutinizer shall within a period not exceeding three (3) working days from the conclusion of the E-voting period unblock the votes in the presence of at least two (2) witnesses not in the employment of the Company and make a Scrutinizer's Report of the votes cast in favour or against, if any, forthwith to the Chairman of the Company.
- (xxiv) The Results shall be declared on or after the AGM of the Company. The Results declared along-with the Scrutinizer's Report shall be placed on the Company's website www.gtv.co.in within two (2) days of passing of the resolutions at the AGM of the Company and communicated to the Exchanges.

## **EXPLANATORY STATEMENT : Pursuant to Section 102 of the Companies Act, 2013**

## Item No: 4

The Member may note that, Mr. Rahul Gupta being eligible and offering himself for appointment, is proposed to be appointed as an Independent Director for 5 (five) consecutive years. In the opinion of the Board, Mr. Rahul Gupta fulfils the conditions specified in the Companies Act, 2013 and Rules made there under for his appointment as an Independent Director. Having experience of more than 10 years in Heavy Engineering and Fabrication Sector and being expert and efficient in handling Machine Shops used in Fabrications / Engineering Sector the Board thinks that his association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Rahul Gupta as an Independent Director.

Accordingly, the Board recommends the Ordinary Resolution in relation to appointment of Mr. Rahul Gupta as an Independent Director, for the approval of shareholders of the Company.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.



## Item No: 5

The Member may note that, Mr. Sham Sarup Kohli (Age: 78 Years) being eligible and offering himself for reappointment for second term as an Independent Director for 5 (five) consecutive years.

Mr. Sham Sarup Kohli was appointed as the Independent Director on 14.08.2015 for the period of five years and as on 31.03.2020 his tenure was expired and with due recommendation and approval from Nomination and Remuneration Committee the Board reappoint Mr. Sham Sarup Kohli as an Independent Director of the company for Second Term with effect from 01<sup>st</sup> April, 2020 for the period of five years subject to the approval of the shareholders in general meeting.

In the opinion of the Board, Mr. Sham Sarup Kohli fulfils the conditions specified in the Companies Act, 2013 and Rules made there under for his reappointment as an Independent Director. The Board thinks that his continued association would be of immense benefit to the Company and it is desirable to continue to avail services of Mr. Sham Sarup Kohli as an Independent Director.

Accordingly, the Board recommends the Special Resolution in relation to reappointment of Mr. Sham Sarup Kohli as an Independent Director of the Company for the period of five years commencing from 01<sup>st</sup> April, 2020 to 31<sup>st</sup> March, 2025.

None of the Directors and Key Managerial Personnel of the Company and their relatives is concerned or interested, financial or otherwise, in the resolution.

## ANNEXURE NO. 01 OF THE NOTICE

Details of Directors seeking Appointment / Re-appointment at the forthcoming Annual General Meeting (in pursuance of Regulation 36 of the Listing Regulation, 2015)

Name of Director	the	Mrs. Darshana Agrawal	Mr. Rahul Gupta	Mr. Sham Sarup Kohli
Director Identification Number (DIN)		07429914		07190012
Date of Birth		25/12/1990	01/01/1988	12/12/1942
Nationality		Indian	Indian	Indian
Date Appointment Board	of on	16/02/2016	28/08/2020	14/08/2015

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Qualification	B.Com	Diploma in	Diploma in
		Mechanical	Mechanical
		Engineering	Engineering
Shareholding in	3.38%	NIL	NIL
GTV			
ENGINEERING			
LIMITED			
List of Directorships	GTV		
held in other	INFRASTRUCTURES		
Companies	LIMITED	NIL	NIL
(excluding foreign,			
private and Section	CHIRCHID HYDRO		
8 Companies)	POWER PRIVATE		
	LIMITED		
Memberships /	NIL	NIL	NIL
Chairmanships of			
Audit and			
Stakeholders'			
Relationship			
Committees across			
Public Companies			

## By Order of the Board of Directors Sd/-ANKIT ROHIT COMPANY SECRETARY & COMPLIANCE OFFICER

Place: Mandideep Date: August, 20<sup>th</sup> 2020 Regd. Office: 216-217-218, New Industrial Area-II, Mandideep-462046(Bhopal)