



GTV Engineering Limited

RegOff. & Works: 216-217-218, New Industrial Area-II, Mandideep-462046 (Bhopal)
Telephone: 0091-7480-233309,401044.Fax:0091-7480-233068.E-mail: mail@gtv.co.in
CIN: L31102MP1990PLC006122,Website:www.gtv.co.in

GTV/BSE/25

Date: 04.09.2025

**To
Listing Department,
BSE Limited,
P.J Towers, Dalal Street,
Mumbai- 400001.**

Subject: Submission of Notice of 34th Annual General Meeting for the Financial Year 2024-2025 in compliance with SEBI (LODR) Regulations, 2015.

Dear Sir,

This has reference to captioned subject and in compliance with SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 we are submitting herewith Soft Copy of Notice of 34th Annual General Meeting for the Financial Year 2024-2025 in PDF Format.

Kindly take the same on records and acknowledge the receipt of the same.

Thanking You

For GTV Engineering Limited

**Ankit Rohit
Company Secretary and Compliance Officer**



Dear Members,

You are cordially invited to attend the 34th Annual General Meeting of the Members of GTV Engineering Limited to be held on Monday, September 29th 2025 at 11.30. AM at Registered Office of the Company.

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 34th Annual General Meeting (AGM).

Registered Office:

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



NOTICE

Notice is hereby given that the 34th Annual General Meeting of the Members of “GTV ENGINEERING LIMITED” will be held on Monday, September 29th 2025 at 11.30 A.M. at Registered Office of the Company situated at 216-218, New Industrial Area-II, Mandideep - 462046 to transact the following businesses:

ORDINARY BUSINESS:

1. ADOPTION OF FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR 2024-2025.

To receive, consider and adopt the Financial Statements of the Company for the year ended on March 31st, 2025 including the Audited Balance Sheet as on March 31st 2025, 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 MR. GAURAV AGRAWAL AS DIRECTOR

Mr. Gaurav Agrawal (DIN: 00013176), who retires by rotation and being eligible, offers himself for reappointment.

3. TO DECLARE FINAL DIVIDEND ON THE EQUITY SHARES FOR THE FINANCIAL YEAR ENDING MARCH, 31ST 2025.

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

RESOLVED THAT a Final Dividend at the rate of ₹ 0.1/- (i.e. 5% of the paid up equity share capital) per equity share of face value ₹2/- each, be and is hereby declared for the financial year ending on March 31, 2025 and the same be paid to those members whose names appear in the Register of Members/Beneficial Owners as on the Record Date/Book Closure Date as fixed by the Board of Directors for this purpose.

RESOLVED FURTHER THAT the dividend so declared shall be paid within the statutory period of thirty (30) days from the date of this Annual General Meeting, to the eligible shareholders, after deduction of tax at source wherever applicable, in accordance with the provisions of the Companies Act, 2013 and SEBI (LODR) Regulations, 2015.

RESOLVED FURTHER THAT the Board of Directors and/or the Company Secretary of the Company be and are hereby severally authorized to take all necessary steps for giving effect to this resolution, including opening of a separate Dividend Account, compliance with applicable laws, and completion of all procedural requirements in this regard.

SPECIAL BUSINESS:

4. TO APPROVE THE REAPPOINTMENT OF MR. RAHUL GUPTA (DIN: 08938292) AS AN INDEPENDENT DIRECTOR:



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

“RESOLVED THAT pursuant to the provisions of Sections 149, 150 and 152 and other applicable provisions, if any, read along with Schedule IV to the Companies Act, 2013 (‘the Act’), the Companies (Appointment and Qualifications of Directors) Rules, 2014 (including any statutory modification(s) or re-enactment(s) thereof for the time being in force) and Regulation 17 and any other applicable provisions of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 (‘SEBI Listing Regulations’), as amended from time to time, Mr. Rahul Gupta (DIN: 08938292), who was appointed as an Independent Director of the Company for a term of five (5) consecutive years commencing from August 28, 2020 to August 27, 2025 (both days inclusive) and who being eligible for re-appointment as an Independent Director has given his consent along with a declaration that he meets the criteria for independence under Section 149(6) of the Act and the Rules framed thereunder and Regulation 16(1)(b) of the SEBI Listing Regulations and in respect of whom the Company has received a Notice in writing from a Member under Section 160(1) of the Act proposing his candidature for the office of Director and based on the recommendation of the Nomination and Remuneration Committee and the Board of Directors of the Company, be and is hereby re-appointed as an Independent Director of the Company, not liable to retire by rotation, to hold office for a second term commencing from August 28, 2025 to August 27, 2030, i.e. upto the retirement date as per the retirement age policy for Directors of the Company (both days inclusive).

RESOLVED FURTHER THAT the Board of Directors of the Company (including its Committee thereof) be and is hereby authorized to do all such acts, deeds, matters and things as may be necessary, expedient and desirable for the purpose of giving effect to this resolution."

5. TO APPROVE INCREASE IN MANAGERIAL REMUNERATION OF MR. MAHESH AGRAWAL, MANAGING DIRECTOR OF THE COMPANY:

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

“RESOLVED THAT pursuant to the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions, if any, of the Companies Act, 2013, and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), and in accordance with the Articles of Association of the Company, the notification issued by the Ministry of Corporate Affairs (MCA) dated September 12, 2018, and subject to such other approvals/consents as may be required from the concerned statutory/regulatory authorities, and based on the recommendation of the Nomination and Remuneration Committee (“NRC”) and the approval of the Board of Directors, consent of the members of the Company be and is hereby accorded for increasing the remuneration of Mr. Mahesh Agrawal, Managing Director of the Company from ₹3,00,000/- (Rupees Three Lakhs only) per month to ₹4,00,000/- (Rupees Four Lakhs only) per month with effect from October 1, 2025.

RESOLVED FURTHER THAT the overall managerial remuneration as provided above may exceed the maximum permissible limits provided under the Companies Act, 2013 read with the Rules made thereunder as per the notification issued by Ministry of Corporate Affairs “(MCA)” dated September 12, 2018.



RESOLVED FURTHER THAT in the event of absence or inadequacy of profits in any financial year during the tenure of Mr. Mahesh Agrawal as Managing Director, the remuneration as set out above shall be paid to him as minimum remuneration, subject to the limits prescribed under Section II(A) of Part II of Schedule V to the Companies Act, 2013, or such other limits as may be prescribed from time to time, including any statutory modification(s) or 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.”

6. TO APPROVE M/S KMS & ASSOCIATES, PRACTICING COMPANY SECRETARIES (FIRM REGISTRATION NO: P2015MP039100) AS A SECRETARIAL AUDITOR OF THE COMPANY

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

“**RESOLVED THAT** pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rules made thereunder, Regulation 24A, 34 read with Schedule V of the SEBI (Listing Regulations and Disclosure Requirements) Regulations, 2015, SEBI (Prohibition of Insider Trading) Regulations, 2015 as amended from time to time and other applicable provisions, regulations and subject to the receipt of such other approvals, consents and permissions as may be required M/s. KMS & Associates Practicing Company Secretaries, (Firm Registration No: P2015MP039100) be and are hereby appointed as Secretarial Auditors of the company for first term of 5(Five) consecutive years who shall hold office from the conclusion of this Annual General Meeting till the conclusion of 39th Annual General Meeting of the Company to be held in the Year 2030 on such remuneration as may be decided by the Board of Directors in consultation with the Secretarial Auditors of the Company.”

RESOLVED FURTHER THAT Mr. Mahesh Agrawal, Managing Director and Mr. Manjeet Singh, Chief Financial Officer of the Company or Mr. Ankit Rohit, Company Secretary be and are hereby severally authorized to take all such necessary actions as may be required in this regard and issue the necessary appointment letter as may be decided between the parties.

RESOLVED FURTHER THAT a copy of this resolution duly certified by any one Director of the Company, or the Company Secretary be furnished to the concerned authorities.”

7. TO APPROVE THE MATERIAL RELATED PARTY TRANSACTIONS WITH RELATED PARTIES.

To consider and if thought fit, to pass the following Resolution, as an **Ordinary Resolution**:

“**RESOLVED THAT** pursuant to the provisions of Regulation 23(4) of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (“Listing Regulations”), read with Section 188 of the Companies Act, 2013 (“the Act”) and the Rules made thereunder (including any statutory modification(s) or re-enactment(s) thereof for the time being in force), the Company’s Policy on Related Party Transactions, and based on the recommendation/approval of the Audit Committee and the Board of Directors, consent of the members of the Company be and is hereby accorded for entering into and/or continuing with material related party transactions/contracts/arrangements/agreements with M/s. Chirchind Hydro Power Private Limited and M/s. Shivalik Energy Private Limited (being Related Parties within the meaning of Section 2(76) of the Act and Regulation 2(1)(zb) of the Listing Regulations), for purchase/sale of raw



material/semi-finished goods, individually and/or in aggregate, up to an amount not exceeding ₹70 Crores (Rupees Seventy Crores only) in a financial year, as per the details set out in the explanatory statement annexed to this Notice; provided that such transactions shall be carried out at arm's length basis and in the ordinary course of business of the Company.

RESOLVED FURTHER THAT the Board of Directors of the Company (hereinafter referred to as 'Board' which term shall be deemed to include the Audit Committee of the Board and any duly constituted committee empowered to exercise its powers including powers conferred under this resolution) be and is hereby authorized to do all such acts, deeds, matters and things as it may deem fit in its absolute discretion, to delegate all or any of its powers conferred under this resolution to any Director or Key Managerial Personnel or any officer / executive of the Company and to resolve all such issues, questions, difficulties or doubts whatsoever that may arise in this regard and all action(s) taken by the Company / Subsidiaries in connection with any matter referred to or contemplated in this resolution, be and are hereby approved, ratified and confirmed in all respects.

RESOLVED FURTHER THAT the Board be and is hereby authorized to execute all such agreements, documents, instruments and writings as deemed necessary, with power to alter and vary the terms and conditions of such contracts/arrangements/ transactions, settle all questions, difficulties or doubts that may arise in this regard, as they may in their sole and absolute discretion deem fit, file requisite forms with the regulatory authorities and to do all such acts, deeds, matters and things as may be considered necessary and appropriate and to delegate all or any of its powers herein conferred to any authorized person(s) to give effect to this resolution.”

Place: Mandideep

Date: 30th August, 2025.

Regd. Office: 216-217-218, New Industrial Area-II, Mandideep-462046, (Bhopal)

Notes:

1. A MEMBER OF THE COMPANY ENTITLED TO ATTEND AND VOTE AT THE MEETING IS ENTITLED TO APPOINT A PROXY TO ATTEND AND VOTE AND THE PROXY NEED NOT BE A MEMBER OF THE COMPANY. A person can act as proxy on behalf of the members not exceeding fifty and holding in aggregate not more than ten percent of the total share capital of the Company carrying voting rights. The instrument appointing proxies in order to be effective must be received by the Company at the registered office, not less than 48 hours before the scheduled time of the meeting.
2. The Register of Members and Share Transfer Books of the Company will remain closed from 23rd September, 2025 to 29th September, 2025 (both days inclusive).
3. The Dividend if declared at the AGM, will be paid to those members, whose name appear as Beneficial Owners as at the end of the business hours on Monday, September 22nd, 2025 in the list of Beneficial Owners to be furnished by National Securities Depository Limited (NSDL) and Central Depository Services (India) Limited (CDSL) in respect of equity shares held in electronic form; and whose name appear as Members in the Register of Members of the Company on Monday, September 22nd, 2025.
4. TDS on Dividend: Pursuant to the Finance Act, 2020, dividend income is taxable in the hands of shareholders, and the Company is required to deduct tax at source from dividend paid to shareholders at the prescribed rates. For the prescribed rates for various categories, please refer to the Income Tax Act, 1961 and the Finance Act, 2020, of the respective years. The shareholders are requested to update their PAN with the Depository Participants (DPs) (if shares held in dematerialized form) and the Company/ Ankit Consultancy Private Limited (if shares are held in physical form).

A Resident individual shareholder with PAN and whose income does not exceed maximum amount not chargeable to tax or who is not liable to pay income tax, as the case may be, can submit a yearly declaration in Form No. 15G/15H, to avail the benefit of non-deduction of tax at source by e-mail to the Company. Shareholders are requested to note that if the PAN is not correct/ invalid/inoperative or have not filed their income tax returns, then tax will be deducted at higher rates prescribed under Sections 206AA or 206AB of the Income-tax Act, as applicable and in case of invalid PAN, they will not be able to get credit of TDS from the Income Tax Department.

Non-resident shareholders [including Foreign Institutional Investors (“FIIs”)/Foreign Portfolio Investors (“FPIs”)] can avail beneficial rates under tax treaty between India and their country of tax residence, subject to providing necessary documents i.e. No Permanent Establishment and Beneficial Ownership Declaration, Tax Residency Certificate, Form 10F, any other document which may be required to avail the tax treaty benefits. For this purpose, the shareholder may submit the above documents (PDF/JPG Format) by e-mail to the Company.

Pursuant to the provisions of Sections 124 and 125 of the Companies Act, 2013 and Rules thereunder, including amendments thereof, any money transferred to the unpaid dividend account, which remains unpaid or unclaimed for 7 years from the date of such transfer is required to be transferred to the ‘Investor Education and Protection Fund (IEPF)’.



Pursuant to the provisions of IEPF (Accounting, Audit, Transfer, and Refund) Rules, 2016 and its amendments thereon all shares in respect of which the dividend has not been paid or claimed for 7 consecutive years or more, are required to be transferred to IEPF.

5. Members holding shares in physical form are requested to intimate changes in their registered address mentioning full address in block letters with Pin Code of the Post Office, Bank particulars and Permanent Account Number (PAN) to the Company's Registrar and the Share Transfer Agent and in case of members holding their shares in electronic form, this information should be given to their Depository Participants immediately.
6. Members are requested to send their queries, if any on the accounts or operations of the company, to reach the Compliance Officer at the Company's Registered Office, at least 7 (seven) working days prior to the meeting, so that the information can be complied in advance.
7. Members are requested to mention their Folio Number in all their correspondence with the Company in order to facilitate response to their queries promptly.
8. Members/Proxies are requested to kindly take note of the following:
 - Attendance slip, as sent herewith, is required to be produced at the venue duly filled in and signed, for attending the meeting;
 - Entry to the venue will be strictly on the basis of produce of duly completed and signed Attendance Slips; and
 - In all correspondences with the company and/or the R&T Agent, Folio No. must be quoted.
9. Members who are holding shares in identical order of names in more than one folio are requested to write to the Company enclosing their share certificate to enable the Company to consolidate their holdings in one folio.
10. In case of joint holders attending the meeting, only such joint holder who is higher in the order of names will be entitled to vote.
11. Corporate Members intending to send their authorized representatives to attend the meeting are requested to send a certified copy of the Board Resolution authorizing their representative to attend and vote on their behalf at the meeting.
12. Ankit Consultancy Private Limited is the Registrar and Share Transfer Agent of the Company. All investor related communication may be addressed to the following address:

Ankit Consultancy Private Limited
60, Electronic Complex, Pardeshipura, Indore (M.P.) 452010
Tel: 0731-4065799, 4065797; Fax: 0731- 4065798
Email: investor@ankitonline.com; Website: www.ankitonline.com
11. The Ministry of Corporate Affairs (MCA) has come out with Circular Nos. 17/2011 dated 21/04/2011 & 18/2011 dated 29/04/2011 propagating "Green Initiative" encouraging Corporate to



serve documents through electronic mode. In order to above, those shareholders, who want the Annual Report in electronic mode, are requested to send their e-mail address.

12. The Securities and Exchange Board of India (SEBI) has mandated to submission of Permanent Account Number (PAN) by every participant in securities market. Members holding shares in electronic form are, therefore requested to submit their PAN to their Depository Participants with whom they are maintaining their demat account. Members holding shares in physical form can submit their PAN to the Company and/or its Registrar & Share Transfer Agent.
13. The Company hereby ratify **M/s. Rath Dinesh and Associates** (Firm Registration No: 008344C) as Auditors of the Company, to hold office from the conclusion of this Annual General Meeting until the conclusion of the 36th Annual General Meeting of the Company subject to ratification of appointment in every Annual General Meeting, i.e. for a period of two years.
14. Information about Directors proposed to be appointed/re-appointed at the Annual General Meeting as stipulated under Regulation 36 of the LODR Agreement entered into with the Stock Exchange are provided as Annexure in the Notice.
15. Members may also note that the Notice of the 34th Annual General Meeting and the Annual Report for 2024-2025 will also be available on the Company's website www.gtv.co.in for their download. The physical copies of the aforesaid documents will also be available at the Company's Registered Office in Mandideep, Madhya Pradesh for inspection during normal business hours on working days. For any communication, the shareholders may also send requests to the Company's investor email id: mail@gtv.co.in
16. 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.
17. Voting through electronic means:
 - I. In compliance with provisions of Section 108 of the Companies Act, 2013 and Rule 20 of the Companies (Management and Administration) Amendment Rules, 2015 and the Regulation 44 of the Listing Regulation, 2015, the Company is pleased to provide members facility to exercise their right to vote at the 34th Annual General Meeting (AGM) by electronic means and the business may be transacted through e-Voting Services provided by CDSL, on all resolutions set forth in this notice.
 - II. Similarly, Members opting to vote physically can do the same by remaining present at the meeting and should not exercise the option for e-voting. However, in case Members cast their vote exercising both the options, i.e. physically and e-voting, then votes casted through e-voting shall only be taken into consideration and treated valid whereas votes casted physically at the meeting shall be treated as invalid. The instructions for e-voting are as under. Members are requested to follow the instruction below to cast their vote through e-voting.



THE INTRUCTIONS OF SHAREHOLDERS FOR REMOTE E-VOTING:

- (i) The voting period begins on 26.09.2025 at 09.00 AM and ends on 28.09.2025 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 22.09.2025 may cast their vote electronically. The e-voting module shall be disabled by CDSL for voting thereafter.
- (ii) Shareholders who have already voted prior to the meeting date would not be entitled to vote at the meeting venue.
- (iii) Pursuant to SEBI Circular No. **SEBI/HO/CFD/CMD/CIR/P/2020/242 dated 09.12.2020**, under Regulation 44 of Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, listed entities are required to provide remote e-voting facility to its shareholders, in respect of all shareholders' resolutions. However, it has been observed that the participation by the public non-institutional shareholders/retail shareholders is at a negligible level.

Currently, there are multiple e-voting service providers (ESPs) providing e-voting facility to listed entities in India. This necessitates registration on various ESPs and maintenance of multiple user IDs and passwords by the shareholders.

In order to increase the efficiency of the voting process, pursuant to a public consultation, it has been decided to enable e-voting to **all the demat account holders, by way of a single login credential, through their demat accounts/ websites of Depositories/ Depository Participants**. Demat account holders would be able to cast their vote without having to register again with the ESPs, thereby, not only facilitating seamless authentication but also enhancing ease and convenience of participating in e-voting process.

Step 1 : Access through Depositories CDSL/NSDL e-Voting system in case of individual shareholders holding shares in demat mode.

In terms of **SEBI circular no. SEBI/HO/CFD/CMD/CIR/P/2020/242 dated December 9, 2020** on e-Voting facility provided by Listed Companies, Individual shareholders holding securities in demat mode are allowed to vote through their demat account maintained with Depositories and Depository Participants. Shareholders are advised to update their mobile number and email Id in their demat accounts in order to access e-Voting facility.

Pursuant to abovesaid SEBI Circular, Login method for e-Voting **for Individual shareholders holding securities in Demat mode CDSL/NSDL** is given below:

Type of shareholders	Login Method
Individual Shareholders holding securities in Demat mode with CDSL Depository	1) Users who have opted for CDSL Easi / Easiest facility, can login through their existing user id and password. Option will be made available to reach e-Voting page without any further authentication. The users to login to Easi / Easiest are requested to visit cdsl website www.cdslindia.com and click on login icon & My Easi New (Token) Tab. 2) After successful login the Easi / Easiest user will be able to see the e-Voting option for eligible companies where the evoting is in progress as per the information provided by company. On clicking the evoting option, the user will be able to see e-Voting page of the e-Voting service provider for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting. Additionally, there is also links provided to access the system of all e-Voting Service Providers, so that the user can visit the e-Voting service providers' website directly. 3) If the user is not registered for Easi/Easiest, option to register is available at cdsl website www.cdslindia.com and click on login & My Easi New (Token) Tab and then click on registration option. 4) Alternatively, the user can directly access e-Voting page by providing Demat Account Number and PAN No. from a e-Voting link available on www.cdslindia.com home page. The system will authenticate the user by sending OTP on registered Mobile & Email as recorded in the Demat Account. After successful authentication, user will be able to see the e-Voting option where the evoting is in progress and also able to directly access the system of all e-Voting Service Providers.
Individual Shareholders holding securities in demat mode with NSDL Depository	1) If you are already registered for NSDL IDeAS facility, please visit the e-Services website of NSDL. Open web browser by typing the following URL: https://eservices.nsdl.com either on a Personal Computer or on a mobile. Once the home page of e-Services is launched, click on the “Beneficial Owner” icon under “Login” which is available under ‘IDeAS’ section. A new screen will open. You will have to enter your User ID and Password. After successful authentication, you will be able to see e-Voting services. Click on “Access to e-Voting” under e-Voting services and you will be able to see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period. 2) If the user is not registered for IDeAS e-Services, option to register is available at https://eservices.nsdl.com. Select “Register Online for IDeAS “Portal or click at https://eservices.nsdl.com/SecureWeb/IdeasDirectReg.jsp 3) Visit the e-Voting website of NSDL. Open web browser by typing the following URL: https://www.evoting.nsdl.com/ either on a Personal Computer or on a mobile.

	Once the home page of e-Voting system is launched, click on the icon “Login” which is available under ‘Shareholder/Member’ section. A new screen will open. You will have to enter your User ID (i.e. your sixteen digit demat account number hold with NSDL), Password/OTP and a Verification Code as shown on the screen. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period. 4) For OTP based login you can click on https://eservices.nsdl.com/SecureWeb/evoting/evotinglogin.jsp. You will have to enter your 8-digit DP ID, 8-digit Client Id, PAN No., Verification code and generate OTP. Enter the OTP received on registered email id/mobile number and click on login. After successful authentication, you will be redirected to NSDL Depository site wherein you can see e-Voting page. Click on company name or e-Voting service provider name and you will be re-directed to e-Voting service provider website for casting your vote during the remote e-Voting period or joining virtual meeting & voting during the meeting.
Individual Shareholders (holding securities in demat mode) login through their Depository Participants (DP)	You can also login using the login credentials of your demat account through your Depository Participant registered with NSDL/CDSL for e-Voting facility. After Successful login, you will be able to see e-Voting option. Once you click on e-Voting option, you will be redirected to NSDL/CDSL Depository site after successful authentication, wherein you can see e-Voting feature. Click on company name or e-Voting service provider name and you will be redirected to e-Voting service provider website for casting your vote during the remote e-Voting period.

Important note: Members who are unable to retrieve User ID/ Password are advised to use Forget User ID and Forget Password option available at abovementioned website.

Helpdesk for Individual Shareholders holding securities in demat mode for any technical issues related to login through Depository i.e. CDSL and NSDL

Login type	Helpdesk details
Individual Shareholders holding securities in Demat mode with CDSL .	Members facing any technical issue in login can contact CDSL helpdesk by sending a request at helpdesk.evoting@cdslindia.com or contact at toll free no. 1800 2109911
Individual Shareholders holding securities in Demat mode with NSDL .	Members facing any technical issue in login can contact NSDL helpdesk by sending a request at evoting@nsdl.co.in or call at : 022 - 4886 7000 and 022 - 2499 7000



Step 2 : Access through CDSL e-Voting system in case of shareholders holding shares in physical mode and non-individual shareholders in demat mode.

(iv) Login method for Remote e-Voting for **Physical shareholders and shareholders other than individual holding in Demat form.**

- 1) The shareholders should log on to the e-voting website www.evotingindia.com.
- 2) Click on “Shareholders” module.
- 3) 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. Shareholders holding shares in Physical Form should enter Folio Number registered with the Company.
- 4) Next enter the Image Verification as displayed and Click on Login.
- 5) If you are holding shares in demat form and had logged on to www.evotingindia.com and voted on an earlier e-voting of any company, then your existing password is to be used.
- 6) If you are a first-time user follow the steps given below:

	For Physical shareholders and other than individual shareholders holding shares in Demat.
PAN	Enter your 10digit alpha-numeric *PAN issued by Income Tax Department (Applicable for both demat shareholders as well as physical shareholders) Shareholders who have not updated their PAN with the Company/Depository Participant are requested to use the sequence number sent by Company/RTA or contact Company/RTA.
Dividend Bank Details OR Date of Birth (DOB)	Enter the Dividend Bank Details or Date of Birth (in dd/mm/yyyy format) as recorded in your demat account or in the company records in order to login. If both the details are not recorded with the depository or company, please enter the member id / folio number in the Dividend Bank details field.

- (v) After entering these details appropriately, click on “SUBMIT” tab.
- (vi) Shareholders holding shares in physical form will then directly reach the Company selection screen. However, shareholders 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.

- (vii) For shareholders holding shares in physical form, the details can be used only for e-voting on the resolutions contained in this Notice.
- (viii) Click on the EVSN for the relevant GTV Engineering Limited on which you choose to vote.
- (ix) 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.
- (x) Click on the “RESOLUTIONS FILE LINK” if you wish to view the entire Resolution details.
- (xi) 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.
- (xii) Once you “CONFIRM” your vote on the resolution, you will not be allowed to modify your vote.
- (xiii) You can also take a print of the votes cast by clicking on “Click here to print” option on the Voting page.
- (xiv) 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.
- (xv) There is also an optional provision to upload BR/POA if any uploaded, which will be made available to scrutinizer for verification.
- (xvi) **Additional Facility for Non – Individual Shareholders and Custodians –For Remote Voting only.**
 - Non-Individual shareholders (i.e. other than Individuals, HUF, NRI etc.) and Custodians are required to log on to www.evotingindia.com and register themselves in the “Corporates” module.



- A scanned copy of the Registration Form bearing the stamp and sign of the entity should be emailed to helpdesk.evoting@cdslindia.com.
- 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 will be mapped automatically & can be delink in case of any wrong mapping.
- It is Mandatory that, 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 mandatory 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; gtvengineeringlimited@gmail.com (designated email address by company), if they have voted from individual tab & not uploaded same in the CDSL e-voting system for the scrutinizer to verify the same.

PROCESS FOR THOSE SHAREHOLDERS WHOSE EMAIL/MOBILE NO. ARE NOT REGISTERED WITH THE COMPANY/DEPOSITORIES.

1. 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 **Company/RTA email id**.
2. For Demat shareholders -, Please update your email id & mobile no. with your respective Depository Participant (DP)
3. For Individual Demat shareholders – Please update your email id & mobile no. with your respective Depository Participant (DP) which is mandatory while e-Voting & joining virtual meetings through Depository.

If you have any queries or issues regarding e-Voting from the CDSL e-Voting System, you can write an email to helpdesk.evoting@cdslindia.com or contact toll free no. 1800 2109911

All grievances connected with the facility for voting by electronic means may be addressed to Mr. Rakesh Dalvi, Sr. Manager, (CDSL,) Central Depository Services (India) Limited, A Wing, 25th Floor, MarathonFuturex, Mafatlal Mill Compounds, N M Joshi Marg, Lower Parel (East), Mumbai - 400013 or send an email to helpdesk.evoting@cdslindia.com or call at toll free no. 1800 2109911.



- (xvii) 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.
 - (xviii) 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.
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EXPLANATORY STATEMENT:

Pursuant to Section 102 of the Companies Act, 2013

Item No: 4

Mr. Rahul Gupta (DIN: 08938292) is currently an Independent Director of the Company, Member of the Audit Committee and the Nomination and Remuneration Committee of the Company.

Mr. Rahul Gupta was appointed as an Independent Director of the Company by the Members at the 29th Annual General Meeting of the Company held on 29th September, 2020 for a period of five (5) consecutive years commencing from August 28, 2020 to August 27, 2025 (both days inclusive) and is eligible for re-appointment for a second term on the Board of the Company.

Based on the recommendation of the Nomination and Remuneration Committee, the Board of Directors at its Meeting held on 12th August, 2025, has proposed the re-appointment of Mr. Rahul Gupta as an Independent Director of the Company for a second term commencing from August 28, 2025 to August 27, 2030, i.e. upto the retirement date as per the retirement age policy for Directors of the Company (both days inclusive), not liable to retire by rotation, for the approval of the Members by way of a Special Resolution.

The Board is of the opinion that Mr. Rahul Gupta continues to possess the identified core skills, expertise and competencies fundamental for effective functioning in his role as an Independent Director of the Company and his continued association would be of immense benefit to the Company.

The Company has in terms of Section 160(1) of the Act received a notice from a Member proposing his candidature for the office of Director. The Company has received a declaration from Mr. Rahul Gupta confirming that he continues to meet the criteria of independence as prescribed under Section 149(6) of the Act, read with the rules framed thereunder and Regulation 16(1)(b) of the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015 ('SEBI Listing Regulations'). Mr. Rahul Gupta has also confirmed that he is not debarred from holding the office of Director by virtue of any SEBI Order or any such authority pursuant to Circulars dated June 20, 2018 issued by BSE Limited and the National Stock Exchange of India Limited pertaining to enforcement of SEBI Orders regarding appointment of Directors by the listed companies.

Further, Mr. Rahul Gupta has confirmed that he is not disqualified from being appointed as Director in terms of Section 164 of the Act and has given his consent to act as Director in terms of Section 152 of the Act, subject to re-appointment by the Members.

In the opinion of the Board, Mr. Rahul Gupta fulfils the conditions specified in the Act, rules thereunder and the SEBI Listing Regulations for re-appointment as an Independent Director and is independent of the Management. In compliance with the provisions of Section 149 read with Schedule IV to the Act, Regulation 17 of the SEBI Listing Regulations and other applicable provisions of the Act and SEBI Listing Regulations, the re-appointment of Mr. Rahul Gupta as an Independent Director is now placed for the approval of the Members by a Special Resolution.



The Board commends the Special Resolution set out in Item No. 4 of the accompanying Notice for approval of the Members.

None of the Directors or Key Managerial Personnel of the Company or their respective relatives, except Mr. Rahul Gupta and his relatives, are concerned or interested, financially or otherwise, in the resolution set out at Item No. 4 of the accompanying Notice.

Disclosures as required under Regulation 36(3) of the SEBI Listing Regulations and revised Standard-2 on General Meetings issued by the Institute of Company Secretaries of India are annexed to this Notice.

Item No: 5

The Nomination and Remuneration Committee of the Company, after due consideration, recommended the increase in remuneration payable to Mr. Mahesh Agrawal, Managing Director of the Company. Based on this recommendation, the Board of Directors, at its meeting held on 30th August, 2025, approved the revision in remuneration from ₹3,00,000/- (Rupees Three Lakhs only) per month to ₹4,00,000/- (Rupees Four Lakhs only) per month, with effect from 1st October, 2025, subject to the approval of the members.

The proposed remuneration is in accordance with the provisions of Sections 197 and 198 read with Schedule V and other applicable provisions of the Companies Act, 2013, including the notification issued by the Ministry of Corporate Affairs dated 12th September, 2018.

In terms of Section II(A) of Part II of Schedule V of the Act, the Company is permitted to pay the proposed remuneration as minimum remuneration in the event of absence or inadequacy of profits in any financial year, subject to compliance with the prescribed limits.

Accordingly, approval of the members is sought by way of a Special Resolution for payment of revised remuneration to Mr. Mahesh Agrawal, as set out in Item No. 5 of the Notice.

The Board of Directors recommends the resolution for the approval of the members.

None of the Directors, Key Managerial Personnel (KMPs) of the Company and their relatives, except Mr. Mahesh Agrawal and his relatives, are concerned or interested, financially or otherwise, in the resolution.

Item No: 6

The Board of Directors of the Company, at its meeting held on 12th August, 2025, considered and approved the proposal to appoint M/s KMS & Associates (Practicing Company Secretary), having Firm Reg. No. P2015MP039100, as the Secretarial Auditor of the Company for a period of five consecutive financial years commencing from the financial year FY 2025-26 to FY 2029-30, pursuant to the provisions of Section 204 of the Companies Act, 2013 and Rule 9 of the Companies (Appointment and Remuneration of Managerial Personnel) Rules, 2014 and Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 (as amended).



M/s KMS & Associates, is a Practicing Company Secretaries firm with 2 partners, having an experience of over 10 years, in the fields of Corporate Laws, Corporate Consultancy, Legal Advisory services, Legal Due diligence and Corporate Governance, Advising on import / export regulations, Intellectual Properties Acts, Labour Laws & Environmental Acts and Taxation Acts etc.

The firm is a reputed peer-reviewed Company Secretaries firm with demonstrated experience in conducting secretarial audits of listed companies and ensuring compliance with corporate governance norms, SEBI regulations, and the Companies Act, 2013. The appointment is in line with the amended Regulation 24A of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, which mandates the appointment of a peer-reviewed firm for a fixed tenure.

M/s KMS & Associates, have consented to their appointment as Secretarial Auditors and has confirmed that their appointment will be in accordance with Section 204 of Companies Act, 2015 read with SEBI (LODR) Regulations, 2015. The Board considers that their appointment would strengthen the Company's compliance framework and support enhanced transparency and governance standards.

The remuneration proposed to be paid to the Secretarial Auditor will be determined by the Board of Directors of the Company, basis the recommendation of the Audit Committee and in consultation with the Secretarial Auditor, which will be commensurate with the scope of work and other requirements as mutually agreed. The Company may also obtain the Annual Secretarial Compliance Report and such other certifications as may be mandatory or permitted to be sought from Secretarial Auditor under the applicable laws and engage with them on the other services which are not prohibited by SEBI or any other authority.

The Audit Committee and the Board of Directors has recommended the appointment of M/s KMS & Associates, as Secretarial Auditor of the Company to the Members of the Company for their approval. The recommendation is based on various factors like fulfilment of eligibility criteria, capability, knowledge, expertise, industry experience, audit methodology, time and efforts required to be put in by them.

None of the Directors or Key Managerial Personnel of the Company or their relatives are concerned or interested, financially or otherwise, in the said resolution.

The Board recommends the resolution for approval of the shareholders.

Item No: 7

Pursuant to Regulation 23 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 ("Listing Regulations"), all material related party transactions require prior approval of the shareholders of the Company, notwithstanding that such transactions are undertaken in the ordinary course of business and on an arm's length basis.

As per Regulation 23(1) of the Listing Regulations, a transaction with a related party is considered material if the transaction(s) to be entered into individually or taken together with previous transactions during a financial year exceed(s) the lower of ₹1,000 Crores or 10% of the annual consolidated turnover of the Company as per its last audited financial statements.



Once approved by shareholders, the transaction shall also be reviewed/ monitored on an annual basis by the Audit Committee of the Company and shall remain within the proposed limits as placed before the shareholders. Any subsequent 'Material Modification' in the proposed transaction as per the Company's 'Policy on Related Party Transactions', shall be placed before the shareholders for approval, in terms of Regulation 23(4) of the Listing Regulations.

The Company proposes to enter into and/or continue with Material Related Party Transactions with the following related parties during the Financial Year 2025–2026.

<u>Particulars</u>	<u>Details</u>	
Name of the Related Party	Chirchind Hydro Power Private Limited	Shivalik Energy Private Limited
Nature of relationship	Associate Company	Associate Company
Names of the directors or Key managerial Personnel who is related, if any.	Mr. Mahesh Agrawal and Mr. Gaurav Agrawal	Mr. Mahesh Agrawal and Mr. Gaurav Agrawal
Nature & Terms of Transaction	Purchase/Sale of raw materials and semi-finished goods.	Sale of raw materials and semi-finished goods.
Tenure	For Financial Year 2025-2026.	For Financial Year 2025-2026.
Proposed Limit	Up to an aggregate of ₹12 Crores for Sales and ₹28 Crores for Purchase transactions by GTV in a financial year. The upper limit mentioned is an enabling limit to help the business operate smoothly without interruptions.	Up to an aggregate of ₹30 Crores Sales transactions by GTV in a financial year.
Pricing & Commercial Terms	At arm's length basis, determined with reference to prevailing market benchmarks.	At arm's length basis, determined with reference to prevailing market benchmarks.
Justification as to why the RPT is in the interest of the listed entity	The proposed transactions ensure uninterrupted supply of critical raw materials/semi-finished goods, enable competitive pricing, strengthen supply chain resilience, and maintain quality standards.	Same as alongside.
A copy of the valuation or other external party report, if any such report has been relied upon	As the transactions are in the ordinary course of business at arm's length, the transactions do not contemplate any valuation.	As the transactions are in the ordinary course of business at arm's length, the transactions do not contemplate any valuation.
Any other information that may be relevant	All relevant information forms part of this explanatory statement.	All relevant information forms part of this explanatory statement.



The Audit Committee and the Board of Directors have reviewed and approved the proposed transactions and confirmed that they are in the ordinary course of business and on an arm's length basis. Further, in accordance with the Company's Policy on Related Party Transactions, such transactions will continue to be reviewed periodically by the Audit Committee and certified by an independent consultant on a quarterly basis.

Accordingly, the approval of the members is sought by way of an Ordinary Resolution under Regulation 23(4) of the Listing Regulations and Section 188 of the Companies Act, 2013, as set out in Item No. 7 of the Notice.

In accordance with Regulation 23(7) of the Listing Regulations, all related parties shall abstain from voting on this resolution, whether or not they are directly interested in the proposed transactions.

None of the Directors, Key Managerial Personnel and their relatives, except Mr. Mahesh Agrawal, Mr. Gaurav Agrawal and Mrs. Darshana Agrawal, are concerned or interested, financially or otherwise, in this resolution.

The Board of Directors recommends the Ordinary Resolution as set out at Item No. 7 of the Notice for approval of the members.

By order of the Board of Directors

Sd/-

ANKIT ROHIT

COMPANY SECRETARY & COMPLIANCE OFFICER



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 the Director	Mr. Gaurav Agrawal	Mr. Rahul Gupta
Director Identification Number (DIN)	00013176	08938292
Date of Birth	05-11-1982	01-01-1988
Nationality	Indian	Indian
Date of Appointment on Board	01-07-2006	28-08-2020
Qualification and Nature of Expertise	Holds MBA Degree, having more than 10 years of corporate experience specializing in Finance and General Management.	Holds Diploma in Mechanical Engineering having experience for more than 15 years in Fabrication and Engineering Sector along with the Finance Management.
Relationship with other Directors and KMPs.	Mr. Gaurav Agrawal is a son of Mr. Mahesh Agrawal (MD) and Spouse of Mrs. Darshana Agrawal (WTD).	No Relation
Shareholding in GTV ENGINEERING LIMITED	19.40%	NIL
List of Directorships held in other Companies (excluding foreign, private and Section 8 Companies)	NIL	NIL
Memberships / Chairmanships of Audit and Stakeholders' Relationship Committees across Public Companies including GTV Engineering Limited.	ONE	ONE
Listed entities from which the Director has resigned in the past three years.	NIL	NIL

By Order of the Board of Directors

Sd/-

**ANKIT ROHIT
COMPANY SECRETARY & COMPLIANCE OFFICER**

Place: Mandideep

Date: August, 30th 2025

CIN: L31102MP1990PLC006122

Regd. Office: 216-217-218, New Industrial Area-II, Mandideep – 462046 (Bhopal)



GTV ENGINEERING LIMITED

Regd. Office: 216-217-218, New Industrial Area-II, Mandideep-462046 (Bhopal);

Phone: 0091-7480-233309, 401044; Fax: 0091-7480-233068;

Email: mail@gtv.co.in; Website: www.gtv.co.in

CIN: L31102MP1990PLC006122

Form MGT-11 Proxy Form

[Pursuant to Section 105(6) of the Companies Act, 2013 and rule 19(3) of the Companies (Management and Administration) Rules, 2014]

Name of the member (s):

Registered address:

E-mail Id:

Folio No/ Client Id:

I/ We, being the member (s) of Shares of the above named company, hereby appoint

1. Name:

Address:

Email Id: Signature: or failing him/her.

2. Name:

Address:

Email Id: Signature: or failing him/her.

3. Name:

Address:

Email Id: Signature: or failing him/her.

As my/our proxy to attend and vote (on a poll) for me/us and on my/our behalf at the Annual General Meeting of the company will be held at the Registered Office of the Company at 216-217-218, New Industrial Area-II Mandideep- 462046 (Bhopal) on Monday, the 29th September, 2025 at 11.30 A.M and at any adjournment thereof in respect of such resolutions as are indicated below.

Resolution No:

	Resolution(S)	Vote	
		For	Against
1.	Adoption of statement of Profit & Loss, Balance Sheet, report of Director's and Auditor's for the financial year ended 31st March, 2025.		
2.	Re-appointment of Mr. Gaurav Agrawal as a Director who is liable to retire by rotation.		
3.	To consider the Final Dividend on Equity Shares of the company.		
4.	To approve reappointment of Mr. Rahul Gupta as an Independent		

	Director.		
5.	To approve increase in managerial remuneration of Mr. Mahesh Agrawal.		
6.	To consider KMS & Associates as a Secretarial Auditor of the Company.		
7.	To approve the Material Related Party Transactions for the Financial Year 2025-2026.		

Signed this day of 2025

Affix
Revenue
Stamp

Signature of Shareholder.....

Signature of Proxy.....

Note: This form of proxy in order to be effective should be duly completed and deposited at the Registered Office of the Company, not less than 48 hours before the commencement of the meeting.



GTV ENGINEERING LIMITED

Regd. Office: 216-217-218, New Industrial Area-II, Mandideep-462046 (Bhopal);

Phone: 0091-7480-233309, 401044; Fax: 0091-7480-233068;

Email: mail@gtv.co.in; Website: www.gtv.co.in

CIN: L31102MP1990PLC006122

Attendance Slip

Members attending the Meeting in person or by Proxy are requested to complete the attendance slip and hand it over at the entrance of the meeting venue.

Name of the Member(s) (In block letters).....

Name of the Proxy, if any (In block letters)

Folio No.	
No. of Shares	

I hereby record my presence at the Annual General Meeting of the Company at 216-217- 218, New Industrial Area-II, Mandideep-462046 (Bhopal), on Monday, 29th September, 2025 at 11.30 A.M.

Signature of the Shareholder or Proxy.....

- 1) Only members or the Proxy holder can attend the meeting.
- 2) Member/Proxy Holder should bring his/ her copy of Annual Report for reference at the meeting.

Route Map of GTV Engineering Limited

