GTV Engineering Limited

Head Off. & 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
L31102MP1990PLC006122,Website:www.gtv.co.in

GTV/BSE/25 **Date: 07.06.2025**

To
Listing Department
Bombay Stock Exchange Limited,
P.J Towers, Dalal Street
Mumbai- 400001

SUBJECT: OUTCOME OF BOARD MEETING

Dear Sir,

In terms of Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations 2015, we hereby inform you that the Board Meeting held on Saturday, **07th June, 2025** was commenced at 02.00 PM and concluded at 03.00 PM. The Board of Directors in their meeting inter-alia considered and approved the following matters-:

1. The Board has considered and approved Sub-division/ split of the existing Equity Shares of the Company, such that, each Equity Share having face value of Rs. 10/- (Rupees Ten only) each fully paid-up, be sub-divided/split into such number of Equity Shares having face value of Rs. 2 each fully paid-up, subject to the approval of Equity Shareholders of the Company through Postal Ballot. The Record Date for sub-division/split of existing Equity Shares shall be decided after taking aforesaid approval of the Equity Shareholders of the Company.**(Annexure-A)**

2. The Board has considered and approved alteration of MOA Consequent to Alteration of the Capital Clause (Clause V) of the Memorandum of Association of the Company on account of aforesaid sub-division/split of existing Equity Shares "The Company will shortly be seeking approval of equity shareholders for the Sub-division/Split of shares and for consequent amendment to the Memorandum of Association of the Company. (**Annexure-B**)

3. The Board has considered & approved Increasing the Authorized Share Capital of the Company from Rs. 4,00,00,000/- to Rs.12,00,00,000/- subject to the approval of the members through Postal Ballot.(**Annexure-B**)

4. The Board has considered & approved adoption of amended and restated Articles of Association of the Company subject to the approval of the members through Postal Ballot to align with the provisions of the Companies Act, 2013.(**Annexure-C**)

5. The Board has considered and approved issue of Bonus Shares in the ratio of 2:1 (Two bonus equity shares for every one equity share) to the eligible equity shareholders of the Company as on the proposed record date which will be declared in due course by capitalization of free reserves, subject to the approval of the shareholders of the Company.(**Annexure-D**)

6. Based on the recommendation of the Nomination and Remuneration Committee of the Company, approved the appointment of Mr. Abhay Narayan Singh (DIN: 11024692) as an Independent Director of the Company for a

first term of five consecutive years effective April 1, 2025 upto March 31, 2030, subject to approval of the Members of the Company.

We confirm that Mr. Abhay Narayan Singh meets the criteria of independence as provided in Section 149(6) of the Act read with SEBI (LODR) Regulations, 2015 as amended. We confirm that Mr. Abhay Narayan Singh is not related to any Directors of the Company and is not debarred from holding the office of Director pursuant to order of any Regulatory Authority.

A brief profile of Mr. Abhay Narayan Singh along with requisite disclosure pursuant to SEBI LODR read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated 9th September, 2015 and SEBI Master circular no. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated 13th July, 2023 in relation to the above mentioned matters, are enclosed as **Annexure-E**.

7. Appointed M/s Ankur Chouksey and Associates, a Practicing Company Secretary, as the Scrutinizer for the aforesaid Postal Ballot process.

8. Approved the draft Postal Ballot Notice for obtaining members approval for the aforesaid Sub-division/ split of the existing Equity Shares, Bonus Issue & Increase in Authorized Share Capital.

9. Appointed Central Depository Service Limited (CDSL) as the agency for providing Remote e-voting services to its members.

The details as required under Regulation 30 of SEBI (Listing Obligations and 'Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/ CFO/ CMD/4/2015 dated September 09, 2015 of listed entity are enclosed in"Annexure A, B, C, D & E".

Please take the above information on record.

Thanking You

For **GTV Engineering Limited**

Ankit Rohit

Digitally signed by Ankit Rohit
Date: 2025.06.07 15:02:42 +05'30'

AnkitRohit
Company Secretary and Compliance Officer

Annexure-A

Disclosure for Sub- division/ Split of Shares under Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with the SEBI Circular dated 13.07.2023 regarding Disclosure of material events/ information by listed entities under Regulations 30 and 30A of SEBI (LODR) Regulations, 2015.

S. No	Particulars	Disclosure
1.	**Split Ratio**	1 (One) Equity Share of Face Value of Rs. 10.00/- each will be subdivided/ split into 5 (Five) Equity Shares of Face Value of Re. 2/- each.
2.	**Rational behind the Split**	This stock split is aimed at enhancing the liquidity of the Company's shares in the market and making them more accessible to retail investors.
3.	**Pre and Post Share Capital Authorized, Paid up and Subscribed.**	**Pre Share capital** 1. **Authorized Share Capital -** Rs. 4,00,00,000 divided into 40,00,000 Fully paid up shares having Face of Rs. 10.00/- each **2. Subscribed and Paid up Share Capital -** Rs. 3,12,38,880 divided into 31,23,888 Fully paid up shares having Face of Rs. 10.00/- each **Post Share Capital** 1. **Authorized Share Capital -** Rs. 12,00,00,000 divided into 6,00,00,000 Fully paid up shares having Face of Rs. 2.00/- each. *Subject to approval of shareholders through postal ballot. 2. **Subscribed and Paid up Share Capital -** Rs. 3,12,38,880 divided into 1,56,19,440 Fully paid up shares having Face of Rs. 2.00/- each
4.	**Expected Time of Completion**	Approximately within 2 months
5.	**Class of shares which are subdivided**	Equity Shares (There is only one class of Equity Shares)
6.	**Number of Shares of each class pre-split and post-split**	As per point no. 3 above
7.	**No. of shareholders who did not get any shares in split/ consolidation and their pre consolidation shareholding**	Not Applicable

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Annexure – B

Disclosure of Information pursuant to Regulation 30 of SEDI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/ CFD/CMD/4/Z015, dated September 9,2015

Details which a listed entity needs to disclose for the events that are deemed to be material as specified in Para A of Part A of Schedule III of Listing Regulations

In accordance with Regulation 30 of SEBI (LODR) Regulations, 2015 and SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, the following material events are being disclosed:

A. Amendment to Capital Clause for Sub-division (Split) of Equity Shares

The Board of Directors has approved the amendment to Clause V of the Memorandum of Association for the purpose of sub-dividing the face value of equity shares from ₹10/- each to ₹2/- each. The revised capital structure is as under:

Existing Clause V (Capital Clause)	Proposed Clause V (Capital Clause)
The authorized capital of the Company is Rs. 4,00,00,000/- (Rupees Four Crores Only) divided into 40,00,000 (Fourty Lakhs) Equity Shares of Rs. 10/- (Rupees Ten Only)	The authorized capital of the Company is Rs. 4,00,00,000/- (Rupees Four Crores Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 2/- (Rupees Two Only)

B. Amendment to Capital Clause for Increase in Authorised Capital

Subsequent to the sub-division of shares, the Board has also approved an increase in the Authorized Share Capital of the Company form Rs 4 Crore to Rs 12 Crore. The revised Clause V of the Memorandum of Association is as follows:

Existing Clause V (Capital Clause)	Proposed Clause V (Capital Clause)
The authorized capital of the Company is Rs. 4,00,00,000/- (Rupees Four Crores Only) divided into 2,00,00,000 (Two Crore) Equity Shares of Rs. 2/- (Rupees Two Only)	The authorized capital of the Company is Rs 12,00,00,000/- (Rupees Twelve Crore Only) divided into 6,00,00,000 (Six Crore) Equity Shares of Rs.2/ (Rupees Two Only) each

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Annexure – C

Disclosure of Information Pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015, Read with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015

Pursuant to Regulation 30 of the SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 and in line with SEBI Circular No. CIR/CFD/CMD/4/2015 dated September 9, 2015, the Company hereby discloses the following material event:

Amendment to Articles of Association for Adoption of New Set of AOA under Companies Act, 2013

The Board of Directors of the Company, at its meeting held on 07th June, 2025, has approved the alteration of the Articles of Association by adopting a new set of Articles in substitution and to the exclusion of the existing Articles of Association of the Company.

The existing Articles of Association were framed in accordance with the provisions of the erstwhile Companies Act, 1956. In view of the substantial changes introduced by the Companies Act, 2013, it is proposed to adopt an entirely new set of Articles of Association that are consistent with the provisions of the Companies Act, 2013 and the rules made thereunder.

The revised Articles of Association will inter alia reflect the provisions related to:

- Definitions and interpretation aligned with the Companies Act, 2013.
- Updated provisions on share capital, share certificates, lien, calls, forfeiture.
- General meetings, voting rights, proxies, and quorum.
- Board of Directors, their powers and duties, meetings, and committees.
- Provisions regarding key managerial personnel and managerial remuneration.
- Miscellaneous provisions to ensure full alignment with the 2013 Act and SEBI Regulations.

This alteration is subject to the approval of the shareholders by way of a special resolution and such other statutory/regulatory approvals as may be required.

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Annexure –D

Disclosure of Information pursuant to Regulation 30 of SEBI (Listing Obligations and Disclosure Requirements) Regulations, 2015 read with SEBI Circular No. CIR/CFD/CMD/4/2015, dated September 9, 2015.		
Details which a listed entity needs to disclose for the events that are deemed to be material as specified in Para A of Part A of Schedule III of Listing Regulations.		
2.1	**Issuance of Securities**	
S. No	**Particulars**	**Details**
1.	**Type of securities proposed to be issued**	Equity Shares
2.	**Type of issuance**	Bonus Issue of Equity Shares
3.	**Total number of securities proposed to be issued or the total amount for which the securities will be issued (approximately)**	Rs. 6,24,77,760- consisting of 62,47,776 Equity Shares would be issued as Bonus Shares.
4	**Whether the bonus is out of free reserves created out of profits or share premium account;**	The issuance of Bonus Shares will be issued out of free reserve and / or retained earnings of the Company subject to the approval of the Shareholders.
5.	**Bonus ratio**	2:1 i.e. 2 (Two) New fully paid-up equity shares of Rs 10/- (Rupees Ten Only) each for every 1 (one) existing fully paid up equity share of Rs. 10/- (Rupees Ten Only) each, to theeligible equity shareholders of the Company as on record date (will be declared in due course)
6.	**Details of share capital pre and post- bonus issue;**	**Pre-bonus issue** Paid-up share capital as on date: 31,23,888 Equity Shares of face value of Rs 10/ - each aggregating to paid-up share capital of Rs. 3,12,38,880/- **Post-bonus issue** Paid-up share capital 93,71,664 Equity Shares of face value of Rs. 10/- each aggregating to share capital of Rs. 9,37,16,640/-
7.	**Free reserves and/ or share premium required for implementing the bonus issue;**	Free reserve of Rs. 6,24,77,760 (Rupees Six Crore Twenty Four Lakhs Seventy Seven Thosuand Seven Hundred and Sixty Only) is required for implementing the Bonus Issue (based on the estimated number of bonus shares as per Point (6) above) The actual paid·up share capital will be determined based on the paid-up share capital as on the record date.
8.	**Free reserves and/ or share premium available for capitalization and the date as on which such balance is available;**	As on 31st March, 2025 following balances are available: **Securities premium account**: Rs 7,60,00,000 **Surplus in Statement of Profit & Loss:** Rs 35,09,68,038

9.	**Whether the aforesaid figures are audited;**	Yes, the figure provided at Item no. 8 is audited.
10.	**Estimated date by which such bonus shares would be credited/ dispatched;**	Within two months from the date of the Board approval

Annexure – E

Details as required under SEBI Circular No. SEBI/HO/CFD/CFD-PoD-1/P/CIR/2023/123 dated July 13, 2023

Based on the recommendation of the Nomination and Remuneration Committee of the Company, approved the appointment of Mr. Abhay Narayan Singh (DIN: 11024692) as an Independent Director of the Company for a first term of five consecutive years effective April 1, 2025 upto March 31, 2030, subject to approval of the Members of the Company.

Sr. No	Particulars	Details
1.	Name	Mr. Abhay Narayan Singh
2.	DIN	11024692
3.	Reason for change	Appointment as Independent Director
4.	Date of appointment & term	Appointed for a term of five consecutive years from April 1, 2025 to March 31, 2030, subject to shareholder approval
5.	Brief profile	Mr. Abhay Narayan Singh, being eligible and offer himself for appointment as an Independent Director, holds BA degree and having a wide experience in Engineering Sector. He is having experience for more than 15 years in Engineering Sector with specialization in Machining Work. His continuing guidance is very valuable for the company and it will be in the Interest of the Company to work in the capacity of Independent Director.
6.	Disclosure of relationships between directors	Mr. Abhay Narayan Singh is not related to any of the Directors or Key Managerial Personnel of the Company
7.	Confirmation as per SEBI LODR Regulations	Mr. Abhay Narayan Singh has confirmed that he is not debarred from holding the office of director by virtue of any SEBI order or order of any other regulatory authority and is not disqualified under Section 164 of the Companies Act, 2013